

## TruCap Finance Limited

(Formerly Dhanvarsha Finvest Limited)

**CIN:** L24231MH1994PLC334457

**Registered Office:** 3<sup>rd</sup> Floor, A Wing, D.J. House, Old Nagardas Road,  
Andheri (East), Mumbai – 400 069.

**Website:** www.trucapfinance.com

### CORRIGENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

The Extra Ordinary General Meeting (“**EGM**”) of the Members of TruCap Finance Limited (formerly Dhanvarsha Finvest Limited) (“**Company**”) is convened on **Wednesday, May 22, 2024 at 03.00 P.M.** (IST), through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”) without the physical presence of the Members at a common venue. The notice of the EGM dated April 22, 2024 (“**EGM Notice**”) was dispatched to the Members of the Company on April 29, 2024, in due compliance with the provisions of the Companies Act, 2013 and rules made thereunder read with applicable circulars issued by the Ministry of Corporate Affairs. We draw attention of all the Members of the Company towards the said EGM Notice.

In reference to the Agenda Item No. 1 and Explanatory Statement pertaining to Item No. 1 of the EGM Notice, Raj Ratan Commodities Private Limited (PAN: AAECR0122P), one of the proposed allottee(s), becomes ineligible to subscribe to the proposed issue of convertible warrants in terms of Regulation 159(1) of Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and hence its name is being removed from the name of the Proposed Allottee(s). Accordingly, since the revised list of the Proposed Allottee now only includes Krest Confin Private Limited, the issue size now shall be 55,74,912 (Fifty-Five Lakhs Seventy-Four Thousand Nine Hundred and Twelve only) convertible warrants having face value of ₹ 2/- (Rupees Two only) each at an issue price of ₹ 71.75/- (Rupees Seventy-One and Paise Seventy-Five only) per warrant aggregating but not exceeding ₹ 39,99,99,936/- (Rupees Thirty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Six only).

Capitalized words and expressions used but not defined herein shall have the same meaning as assigned to them in the EGM Notice. The Company through this corrigendum (“**Corrigendum**”) wishes to bring to the notice of the Members, certain changes, detailed below, in the EGM Notice in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the circulars/guidance notes issued thereto, as amended (“**Listing Regulations**”) and suggestions/comments received from the concerned Stock Exchanges.

On and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum which is also being uploaded on the website of the Company at www.trucapfinance.com, on the website of the Stock Exchanges, i.e., on BSE Limited (“**BSE**”) at www.bseindia.com and on National Stock Exchange of India Limited (“**NSE**”) at www.nseindia.com and on the website of Central Depository Services (India) Limited (“**CDSL**”) at www.evotingindia.com.

All other contents of the EGM Notice, save and except as amended / clarified by this Corrigendum, shall remain unchanged.

**The proposed Special Resolution mentioned at Item No. 1 of the EGM Notice be replaced/alterd and read as under:-**

#### **1. To issue Convertible Warrants on preferential basis to non-promoter:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section(s) 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “**Act**”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “**Preferential Issue**” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “**ICDR Regulations**”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be modified or re-enacted from time to time (hereinafter referred to as the “**Listing Regulations**”), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted from time to time (hereinafter referred to as the “**FEMA Regulations**”) and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“**GOI**”), the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the Ministry of Corporate Affairs (“**MCA**”), the Competition Commission of India (“**CCI**”), concerned Stock Exchange(s) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the GOI, DPIIT, RBI, SEBI, MCA, Stock Exchange(s),

CCI, etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to the Board to create, offer, issue and allot, in dematerialized form, up to 55,74,912 (Fifty-Five Lakhs Seventy-Four Thousand Nine Hundred and Twelve only) convertible warrants of the Company (hereinafter referred to as **"Warrants"**), having face value of ₹ 2/- (Rupees Two only) each at an issue price of ₹ 71.75/- (Rupees Seventy-One and Paise Seventy-Five only) per warrant (including warrant subscription price and warrant exercise price), which is higher than the price determined in accordance with Chapter V of the ICDR Regulations, payable in cash, for raising an amount aggregating but not exceeding ₹ 39,99,99,936/- (Rupees Thirty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Six only), to the non-promoter allottee as mentioned in the explanatory statement (hereinafter referred to as the **"Proposed Allottee"**), by way of a preferential allotment, in one or more tranches, and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

**RESOLVED FURTHER THAT** the Warrants be offered and issued on the following terms and conditions:

- a) Each Warrant be convertible into one equity share having face value of ₹ 2/- (Rupees Two only) per equity share fully paid up (**"Conversion Shares"**) at a conversion price of ₹ 71.75/- (Rupees Seventy-One and Paise Seventy-Five only) per equity share (**"Conversion Price"**) which includes premium of ₹ 69.75/- (Rupees Sixty-Nine and Paise Seventy-Five only) per equity share, determined in accordance with Chapter V of the ICDR Regulations, or such number of equity shares after giving effect to the events specified in the clause (g) below on occurrence of adjustment events (hereinafter referred to as **"Adjustment Events"**), and can be exercised at any time within a period of 18 months from the date of allotment of such Warrants, in one or more tranches, and on such other terms and conditions, subject to the ICDR Regulations;
- b) In accordance with Regulation 169(2) of the ICDR Regulations, at least 25% of the consideration payable for the Warrants (and the equity shares into which they are converted), shall be paid by the Proposed Allottee to the Company on or before the date of allotment of the Warrants. The balance part of the total consideration shall be paid at the time of allotment of the equity shares pursuant to exercise of conversion against each Warrant by the Proposed Allottee. The amount paid against Warrants shall be adjusted/set-off against the price payable for the resultant equity shares;
- c) The amount paid on issue of Warrants shall be forfeited if such Warrants are not exercised within a period of 18 months from the date of allotment of Warrants;
- d) The Warrants and the equity shares to be issued and allotted by the Company upon exercise of conversion of the Warrants, in the manner aforesaid shall be in dematerialized form;
- e) The Warrants and the equity shares to be allotted to the Proposed Allottee pursuant to conversion of Warrants, shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- f) The equity shares to be issued and allotted by the Company on exercising of the option of conversion against the Warrants, shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company;
- g) Pursuant to Regulation 166 of the ICDR Regulations, Adjustment Events shall also become applicable to the Warrants and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, subdivision, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a Warrant converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares;
- h) Subject to compliance with the requirements specified in the ICDR Regulations, the Warrants shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution. Provided where the allotment of the Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- i) The Warrants do not carry any voting rights; and
- j) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of Warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, as it may deem expedient, subject to compliance with the Listing Regulations, ICDR Regulations and applicable guidelines, notifications, rules and regulations in this regard, if applicable.

**RESOLVED FURTHER THAT** the “**Relevant Date**” for determining the price of the Warrants, in accordance with ICDR Regulations, is Monday, April 22, 2024, being the date which is 30 (Thirty) days prior to the date of Shareholders’ meeting for approving the preferential issue of Warrants.

**RESOLVED FURTHER THAT** the equity shares to be allotted pursuant to the conversion of Warrants allotted in terms of this resolution shall be fully paid up at the time of allotment and shall rank pari-passu with the then existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board/any committee of the Board, be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including allotment of equity shares upon conversion of the Warrants, deciding the dates of allotment, revising the Relevant Date in accordance with applicable laws, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, letter of offer to the Proposed Allottee, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities/lock-in of securities, giving credit for securities so allotted directly into the depository account(s) of the Proposed Allottee, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, DPIIT, RBI, SEBI, MCA, Stock Exchange(s), CCI, etc., and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising therefrom, including utilization of the issue proceeds, cancelling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc., in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the Members or otherwise with the intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

**For ease of reference, the following information to be replaced/altered/added and read in the Explanatory Statement for Item No. 1 annexed to the EGM Notice:-**

**Item No. 1:**

**Change of list of Allottee and Issue Size mentioned in para 3 in Item No. 1 of the Explanatory Statement of the EGM Notice:**

The Board of Directors of the Company (“**Board**”), subject to necessary approval(s), approved the proposal of raising funds aggregating but not exceeding ₹ 39,99,99,936/- (Rupees Thirty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Six only), by way of preferential issue of up to 55,74,912 (Fifty-Five Lakhs Seventy-Four Thousand Nine Hundred and Twelve only) convertible warrants at an issue price of ₹ 71.75/- (Rupees Seventy-One and Paise Seventy-Five only) per warrant (determined as per the ICDR Regulations), having face value of ₹ 2/- (Rupees Two only) each (“**Warrants**”), to Krest Confin Private Limited under non-promoter investor category (“**Proposed Allottee**”), convertible within 18 months from the date of allotment of Warrants, into equivalent number of equity shares of the Company having a face value of ₹ 2/- (Rupees Two only) each, at a conversion price of ₹ 71.75/- (Rupees Seventy-One and Paise Seventy-Five only) per equity share.

**Change in point no. 1 in Item No. 1 of the Explanatory Statement pertaining to Objects of the Preferential Issue:**

<b>Sr. No.</b>	<b>Objects of the Preferential Issue</b>	<b>Total Estimated Amount to be utilised (in ₹)</b>	<b>Tentative Timelines for utilisation of issue proceeds for each of the object</b>
1.	Onward lending and financing business of the Company in the ordinary course of business and capital expenditure	23,99,99,962	by June 30, 2026
2.	Repayment/refinance of existing debts of the Company	11,99,99,981	by June 30, 2026
3.	General Corporate Purpose	3,99,99,993	by June 30, 2026
<b>Total</b>		<b>39,99,99,936</b>	

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated December 13, 2022, the amount specified for the above-mentioned object of issue size may deviate +/-10% depending upon future circumstances since the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition

and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilisation of the net proceeds at the discretion of the Board, subject to compliance with applicable laws. Any deviation in estimation of objects, as permitted above, shall be used only towards the said objects inter-se and will not be utilised towards general corporate purpose.

Further, pending the utilisation of the funds, the proceeds may be kept as investments in such avenues as permissible under the applicable laws.

Further, although the issue size is less than ₹ 100 Crores, however, on a cautionary basis and as a good governance measure, the Board has appointed Infomerics Valuation and Rating Private Limited, registered with SEBI, as the monitoring agency for the aforesaid preferential issue to monitor the utilisation of proceeds of the preferential issue in compliance with the Listing Regulations.

**Change in point no. 2 in Item No. 1 of the Explanatory Statement pertaining to Maximum number of specified securities to be issued/the total number of Securities, kinds of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:**

The Board intends to offer, issue and allot, in dematerialised form, in one or more tranches, up to 55,74,912 (Fifty-Five Lakhs Seventy-Four Thousand Nine Hundred and Twelve only) convertible warrants having face value of ₹ 2/- (Rupees Two only) each at an issue price of ₹ 71.75/- (Rupees Seventy-One and Paise Seventy-Five only) per warrant, determined as on the Relevant Date in accordance with the provisions of the ICDR Regulations and applicable laws, aggregating but not exceeding ₹ 39,99,99,936/- (Rupees Thirty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Six only), which shall be convertible into equity shares of the Company in the ratio of 1:1 (i.e., one equity share for every one Warrant held).

**Change in point no. 5 in Item No. 1 of the Explanatory Statement pertaining to Shareholding pattern of the issuer before and after the preferential issue:**

Category	Pre-issue shareholding i.e. existing shareholding as on April 19, 2024		Pre-issue shareholding i.e. after conversion of existing warrants into equity shares but prior to conversion of Warrants into equity shares*		Post-issue shareholding i.e. after conversion of Warrants into equity shares **	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
<b>(A) Promoter &amp; Promoter Group</b>						
Indian	5,53,86,767	47.38	5,53,86,767	44.87	5,53,86,767	42.93
Foreign	0	0.00	0	0.00	0	0.00
<b>Sub Total (A)</b>	<b>5,53,86,767</b>	<b>47.38</b>	<b>5,53,86,767</b>	<b>44.87</b>	<b>5,53,86,767</b>	<b>42.93</b>
<b>(B) Public</b>						
<b>1. Institutions (Domestic)</b>						
a. Mutual Funds/UTI	0	0.00	0	0.00	0	0.00
b. Venture Capital Funds	0	0.00	0	0.00	0	0.00
c. Alternate Investment Funds	0	0.00	0	0.00	0	0.00
d. Banks	0	0.00	0	0.00	0	0.00
e. Insurance Companies	0	0.00	0	0.00	0	0.00
f. Provident/Pension Funds	0	0.00	0	0.00	0	0.00
g. Asset Reconstruction	0	0.00	0	0.00	0	0.00
h. Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
i. NBFCs registered with RBI	12,50,000	1.07	12,50,000	1.01	12,50,000	0.97
j. Other Financial Institutions	0	0.00	0	0.00	0	0.00
k. Any Other (specify)	0	0.00	0	0.00	0	0.00
<b>Sub Total (B) (1)</b>	<b>12,50,000</b>	<b>1.07</b>	<b>12,50,000</b>	<b>1.01</b>	<b>12,50,000</b>	<b>0.97</b>
<b>2. Institutions (Foreign)</b>						
a. Foreign Direct Investment	51,06,941	4.37	51,06,941	4.14	51,06,941	3.96

Category	Pre-issue shareholding i.e. existing shareholding as on April 19, 2024		Pre-issue shareholding i.e. after conversion of existing warrants into equity shares but prior to conversion of Warrants into equity shares*		Post-issue shareholding i.e. after conversion of Warrants into equity shares **	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
b. Foreign Venture Capital Investors	0	0.00	0	0.00	0	0.00
c. Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
d. Foreign Portfolio Investors (Category I)	60,60,895	5.18	60,60,895	4.91	60,60,895	4.70
e. Foreign Portfolio Investors (Category II)	0	0.00	0	0.00	0	0.00
f. Overseas Depositories (Holding DRs)	0	0.00	0	0.00	0	0.00
g. Any Other (Specify)	0	0.00	0	0.00	0	0.00
<b>Sub Total (B) (2)</b>	<b>1,11,67,836</b>	<b>9.55</b>	<b>1,11,67,836</b>	<b>9.05</b>	<b>1,11,67,836</b>	<b>8.66</b>
<b>3. Central/State Government(s)</b>						
a. Central Government/President of India	0	0.00	0	0.00	0	0.00
b. State Government/Governor	0	0.00	0	0.00	0	0.00
c. Shareholding by Companies or Body Corporate where Government is Promoter	0	0.00	0	0.00	0	0.00
<b>Sub Total (B) (3)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>4. Non-Institutions</b>						
a. Associate Companies/Subsidiaries	0	0.00	0	0.00	0	0.00
b. Directors and their relatives (excluding Independent Director & Nominee Director)	13,99,844	1.20	13,99,844	1.13	13,99,844	1.09
c. Key Managerial Personnel	5,012	0.00	5,012	0.00	5,012	0.00
d. Relatives of Promoter (other than immediate relatives)	0	0.00	0	0.00	0	0.00
e. Trusts	0	0.00	0	0.00	0	0.00
f. Investor Education & Protection Fund (IEPF)	0	0.00	0	0.00	0	0.00
g. Individuals	2,44,01,808	20.87	2,49,44,180	20.21	2,49,44,180	19.33
h. Non-Resident Indians (NRI)	12,71,527	1.09	12,71,527	1.03	12,71,527	0.99
i. Foreign Nationals	0	0.00	0	0.00	0	0.00
j. Foreign Companies	0	0.00	0	0.00	0	0.00
k. Bodies Corporate	2,20,16,577	18.83	2,80,16,577	22.70	3,35,91,489	26.04
l. Any Other (Specify)	0	0.00	0	0.00	0	0.00
<b>Sub Total (B)(4)</b>	<b>4,90,94,768</b>	<b>42.00</b>	<b>5,56,37,140</b>	<b>45.07</b>	<b>6,12,12,052</b>	<b>47.45</b>
<b>Sub Total (B)=B1+B2+B3+B4</b>	<b>6,15,12,604</b>	<b>52.62</b>	<b>6,80,54,976</b>	<b>55.13</b>	<b>7,36,29,888</b>	<b>57.07</b>
<b>C. Non-Promoter Non -Public</b>						
a. Custodian/DR Holder	0	0.00	0	0.00	0	0.00
b. Employee Benefit Trust	0	0.00	0	0.00	0	0.00
<b>Total (C)</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>
<b>Grand Total = (A)+(B)+(C)</b>	<b>11,68,99,371</b>	<b>100.00</b>	<b>12,34,41,743</b>	<b>100.00</b>	<b>12,90,16,655</b>	<b>100.00</b>

\*Pre-issue shareholding is computed assuming conversion of existing 65,42,372 convertible warrants allotted by the Company on February 01, 2024 into equity shares.

\*\* Post Issue shareholding is computed assuming conversion of existing 65,42,372 convertible warrants allotted by the Company and full subscription of the proposed issue of 55,74,912 convertible warrants and conversion into equity shares respectively.

**Note:**

- (a) The aforesaid shareholding pattern does not include stock options issued by the Company whether vested or otherwise.
- (b) Percentage of holding has been rounded off up to two decimals.

**Change in point no. 7 in Item No. 1 of the Explanatory Statement pertaining to Details (including class/category) of the Proposed Allottee and identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee(s):**

The preferential issue of Warrants is to be made to the following Proposed Allottee under non-promoter category:

Name of the Proposed Allottee, PAN and Address	Category (Whether FPI/Individual/HUF/ Body Corporate)	Name of the natural persons who are the ultimate beneficial owners	Warrants proposed to be allotted
Krest Confin Private Limited <b>PAN:</b> AAECR0121Q <b>Address:</b> 21/22 Pratap Bldg., Dadi Seth Agyari Lane, Kalbadevi, Mumbai – 400 002.	Body Corporate	Mr. Prakash Dugar Mr. Deepak Kumar Dugar	55,74,912

**The percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

Name of the Proposed Allottee	Pre-issue shareholding		No. of convertible Warrants proposed to be allotted	Post issue shareholding (on fully diluted basis) i.e., post conversion of proposed convertible Warrants into equity shares*	
	No. of shares	% of holding		No. of shares	% of holding
Krest Confin Private Limited	0	0.00	55,74,912	55,74,912	4.32

\*Post Issue shareholding is computed after considering conversion of existing 65,42,372 convertible warrants allotted by the Company and full subscription of the aforesaid proposed 55,74,912 convertible Warrants and conversion into equity shares.

**Note:** The aforesaid shareholding pattern does not include stock options issued by the Company whether vested or otherwise. The percentage of holding has been rounded off upto two decimals.

**The change in control, if any, in the Company that would occur consequent to the preferential offer:**

The existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential issue.

**Change in point no. 12 in Item No. 1 of the Explanatory Statement pertaining to basis or justification of the price (including premium, if any) at which the offer or invitation is being made along with report of the registered valuer & pricing of the preferential issue:**

The equity shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) for a period of more than 90 (Ninety) trading days as on the Relevant Date i.e. Monday, April 22, 2024 and are frequently traded in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the price at which the Warrants shall be allotted shall not be less than higher of the following:

- a) the 90 (Ninety) trading days’ volume weighted average price of the equity shares of the Company quoted on recognised stock exchange, preceding the Relevant Date, i.e., ₹ 70.64/- (Rupees Seventy and Paise Sixty-Four only) per equity share; or
- b) the 10 (Ten) trading days’ volume weighted average price of the equity shares of the Company quoted on recognised stock exchange, preceding the Relevant Date, i.e., ₹ 68.83/- (Rupees Sixty-Eighty and Paise Eighty-Three only) per equity share.

Further, Articles of Association of the Company does not contain any restrictive provision for preferential allotment and does not contain any article which provides for particular method for determination of price in case of preferential issue.

Further since the allotment through the proposed issue does not exceed 5% of the post issue fully diluted equity share capital of the Company to the Proposed Allotee and persons acting in concert, provisions with respect to appointment of Registered Valuer as specified under Regulation 166A(1) of the ICDR Regulations is not applicable.

The Corrigendum to the EGM Notice shall form an integral part of the EGM Notice which has already been circulated to the Members of Company and on and from the date hereof, the EGM Notice shall always be read in conjunction with this Corrigendum. This Corrigendum will also be made available on website of both the stock exchanges i.e., BSE and NSE i.e., [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of the Company on [www.trucapfinance.com](http://www.trucapfinance.com). All other contents of the EGM Notice, save and except as modified or supplemented by the Corrigendum, shall remain unchanged.

**By Order of the Board of Directors  
For TruCap Finance Limited**

**Sd/-  
Sonal Sharma  
Company Secretary & Compliance Officer**

**May 13, 2024  
Mumbai**

**Regd. Office**

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