

CORRIGENDUM/ADDENDUM TO THE NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

An Extra Ordinary General Meeting (EGM) of the Members of TruCap Finance Limited ("**Company**") is being convened on Wednesday, June 25, 2025, 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 Monday, May 26, 2025 ("**EGM Notice**") was dispatched to the Members of the Company on Tuesday, June 03, 2025, 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 the attention of all the Members of the Company towards the said EGM Notice.

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 Securities and Exchange Board of India (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 and 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.

All other contents/information mentioned in the EGM Notice shall remain unchanged.

Item No. 5 and 6:

Revision to "Utilisation of Proceeds" Paragraph under Item No. 5:

The second last paragraph under the heading "**Utilisation of proceeds of the issue**" in the explanatory statement to **Item No. 5** shall be substituted and read as follows:

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%, if any, 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 and such deviation refers to the +/- 10% deviation permitted under the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, and the BSE Circular No. 20221213-47 dated December 13, 2022.

Clarification on Emerging Share Capital Disclosure:

The emerging share capital disclosed in the Notice has been calculated for better clarity in compliance with Regulation 7 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 to calculate the total shares of the target company, as of tenth working day from the closure of the tendering period. Accordingly, Emerging Share Capital considers the conversion of presently outstanding convertible instruments, i.e. 65,42,372 warrants allotted on February 01, 2024 and the proposed allotment of 11,56,80,000 equity shares. Since the Acquirer Warrants (i.e. 9,37,00,000 warrants) are not expected to carry the right of conversion as on the tenth working day from the closure of the tendering period, the same has not been included under Emerging Share Capital.

Revision to Footnote in Annexure I (Point 17):

The first footnote under Annexure I (Pre-issue and post-issue shareholding pattern of the issuer) is hereby revised and shall now read as follows:

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

Revision to Point No. 20 in Explanatory Statement:

Point No. 20 of the explanatory statement to Items No. 5 and 6 is revised and shall be read as follows:

Name of the Proposed Allottee(s)	Pre-issue shareholding as on May 26, 2025		No. of Equity Shares proposed to be allotted	No. of convertible Warrants proposed to be allotted	Post issue shareholding (on fully diluted basis) i.e. post allotment of proposed equity shares and conversion of proposed convertible Warrants into equity shares* ^	
	No. of shares	% of holding			No. of shares	% of holding
Marwadi Chandarana Intermediaries Brokers Private Limited	NIL	NIL	11,56,80,000	9,37,00,000	24,61,80,220	73.53

* Post issue shareholding (on fully diluted basis) is arrived at as under:

- assuming conversion of existing 65,42,372 convertible warrants allotted by the Company on February 01, 2024 into equivalent number of equity shares.
- assuming full subscription and allotment of proposed 11,56,80,000 equity shares.
- assuming full subscription of proposed 9,37,00,000 convertible warrants and their conversion into equivalent number of equity shares.

Further, Post issue shareholding does not consider the dilutive effect of 26,62,500 options granted by the Company under its employee stock option scheme, as the vesting period for the same is still yet to be complete.

^ Upon completion of the mandatory Open Offer in terms of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, the Proposed Allottee would also acquire (i) an additional 3,68,00,220 Equity Shares representing 10.99% of the shareholding on fully diluted basis) in the Company, in terms of the Share Purchase Agreement dated May 26, 2025 and (ii) 6,26,81,904 Equity Shares assuming full acceptance under the mandatory Open Offer. The Post issue shareholding includes the number of equity shares under (i) above, i.e. 3,68,00,220 equity shares, which are proposed to be acquired as part of share purchase agreement dated May 26, 2025 which triggered the Open Offer, but does not include the number of equity shares under (ii) above, i.e. 6,26,81,904 equity shares, for which Open Offer has been given, has not been included in the above shareholding of the Proposed Allottee, as the same is subject to tender by the existing shareholders under the Open Offer.

Note: The percentage of holding has been rounded off up to two decimals.

Change in Valuation Report (Additional Disclosure):

Members are further informed that the revised addendum valuation report dated June 17, 2025 and June 23, 2025 issued by the Registered Valuer, including reference to the denominations at all relevant places in the valuation report has been obtained. The said addendum to the Valuation Report(s) is also available on the website of the Company at TCFL_Valuation-Report_Pref-Allotment_RV_Addendum.pdf and TCFL_Valuation-Report_Pref-Allotment_RV_Addendum_23rd-June.pdf respectively for inspection by the Members.

This 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 is also being published in the Financial Express (All editions) in English and Mumbai Lakshadeep (Mumbai) in Marathi and will also be made available on website of both the stock exchanges i.e., BSE and NSE i.e., www.bseindia.com and www.nseindia.com and on the website of the Company on 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**

June 24, 2025

Regd. Office:

4th Floor, A Wing, D.J. House, Old Nagardas Road,
Andheri (East), Mumbai – 400 069.
Email: corpsec@trucapfinance.com
Website: www.trucapfinance.com

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