

TruCap Finance Limited

(Formerly Dhanvarsha Finvest Limited)

CIN: L24231MH1994PLC334457

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

Website: www.trucapfinance.com

NOTICE OF THE EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra Ordinary General Meeting (“EGM”)** of the Members of **TruCap Finance Limited** (formerly Dhanvarsha Finvest Limited) (“**Company**”) will be held 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, to transact the businesses mentioned below:

Special Business:

1. To issue Convertible Warrants on preferential basis to non-promoter(s)

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 1,39,37,281 (One Crore Thirty-Nine Lakhs Thirty-Seven Thousand Two Hundred and Eighty-One) 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 ₹ 99,99,99,911.75/- (Rupees Ninety-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Eleven and Paise Seventy-Five only), rounded off, to the non-promoter allottees as mentioned in the explanatory statement (hereinafter referred to as the “**Proposed Allottees**”), 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 Allottees 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 Allottees. 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 Allottees 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 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 Allottees, 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 Allottees, 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."

2. Amendment to the Object Clause of the Memorandum of Association of the Company.

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

"RESOLVED THAT pursuant to provisions of Section(s) 4, 13, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder ("**Act**"), Securities and Exchange Board of India ("**SEBI**") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, applicable directions and circulars issued by the Reserve Bank of India ("**RBI**") from time to time, applicable circulars and regulations issued by the Insurance Regulatory and Development Authority of India ("**IRDAI**") and subject to the approval the Registrar of Companies ("**ROC**"), RBI, IRDAI, SEBI, recognized stock exchange(s) and such other appropriate authorities, including but not limited to government, statutory and regulatory authorities, and any terms(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, on recommendation of the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to amend the object clause of Memorandum of Association of the Company by incorporating the below clause as III (A) (5) to the main objects of the Memorandum of Association of the Company:

5. *"To solicit and procure insurance business as a Corporate Agent, to act as an outsourcing/consulting entity either themselves or through their employees or through franchisee/agents/service providers for insurance companies in India, empanelment of insurance companies and providing services of insurance companies and to the end customers or the citizens of India directly or through an application software or mobile application or through various branch networks or by such other technology driven models as and when developed. The services shall include, without limiting, soliciting, issuing, renewal of insurance policies, premium collection and processing, cheque pickup activities, printing and dispatch of policies, data entry including scanning and indexing services, handling customer services and grievances for insurance products and insurance related services and such other applicable and/or eligible services/activities as specified by the Insurance Regulatory and Development Authority of India from time to time."*

RESOLVED FURTHER THAT necessary revision by incorporating the aforesaid clause and in numbering the clauses of the Memorandum of Association shall be carried out.

RESOLVED FURTHER THAT 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), be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with MCA or submission of documents with any other authority including but not limited to SEBI, RBI, IRDAI, Stock Exchange(s), for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and 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 conferred on it by or under this resolution to any committee of the Board of the Company or officer(s) of the Company in order to give effect to this resolution."

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

**April 22, 2024
Mumbai**

Regd. Office

3rd 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**

Notes:

1. In accordance with the General Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular No. 09/2023 dated September 25, 2023 and all other applicable circulars issued by the Ministry of Corporate Affairs (collectively referred to as "**MCA Circulars**"), the companies are permitted to hold the extra ordinary general meeting through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**"), without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 and applicable rules made thereunder ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**") and the MCA Circulars, the Extra Ordinary General Meeting ("**EGM**") of the Company is being held through VC/OAVM. The venue of the EGM shall be deemed to be the Registered Office of the Company situated at 3rd Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069.
2. Pursuant to the aforesaid MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for the EGM. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to the notice of the EGM ("**Notice**"). Further, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Notice will be sent electronically to all the Members of the Company who have registered their email addresses with the Company or Depository Participants ("**DPs**") or with the Company's Registrar and Share Transfer Agent, i.e., MCS Share Transfer Agent Limited ("**RTA**") and the physical copies of the Notice will not be sent.
4. The explanatory statement pursuant to Section 102 of the Act, relating to the Special Businesses to be transacted as mentioned in the Notice, is annexed hereto.
5. Relevant documents referred to in the Notice and explanatory statement will be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to corpsec@trucapfinance.com.
6. Institutional Investors, who are Members of the Company, are encouraged to attend and vote at the EGM of the Company.
7. In case of joint holders attending the EGM only such joint holder who is higher in the order of names, will be entitled to vote.
8. After the EGM, the recorded transcript of the EGM shall also be uploaded on the website of the Company i.e., www.trucapfinance.com.
9. **Remote e-voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-voting agency i.e., Central Depository Services (India) Limited ("**CDSL**").
10. Only those Members, whose names appear in Register of Members/List of beneficial owners as on the cut-off date i.e., Wednesday, May 15, 2024 ("**Cut-off Date**") shall be entitled to vote (through remote e-voting and during EGM) on the resolutions set forth in the Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. Any person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only.
11. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holds shares as on the Cut-off Date, may obtain the login ID and password by sending a request through e-mail to RTA mentioning their demat account number/folio number, PAN, name and registered address.
12. The Board of Directors has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India) ("**Scrutinizer**"), to scrutinize the remote e-voting and voting during the EGM in a fair and transparent manner.
13. The Scrutinizer will make a consolidated Scrutinizer's report of the total votes cast in favour or against and invalid votes, if any, and submit the same to the Chairperson/Executive Director of the Company or in his absence, to any other Director or the Company Secretary or any other officer of the Company authorized by the Board of Directors of the Company, who shall countersign the same. Based on the Scrutinizer's report, the result will be declared by the Chairperson/Executive Director or in his absence, by the Company Secretary within 2 (Two) working days from the date of EGM at the registered office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM, i.e., Wednesday, May 22, 2024.
14. The Board of Directors has appointed Infomerics Valuation and Rating Private Limited, Credit Rating Agency registered with Securities and Exchange Board of India, as the Monitoring Agency to monitor the utilisation of proceeds of the preferential issue in compliance with the Listing Regulations.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

1. Due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the MCA Circulars. The forthcoming EGM will thus be held through VC/OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an arrangement with CDSL for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a Member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the EGM by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1,000 Members, on first come first serve basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Statutory Auditors etc., who are allowed to attend the EGM without restriction on account of first come first serve basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
5. Pursuant to the MCA Circulars, the facility to appoint proxy to attend and cast vote for the Members is not available for the EGM. However, in pursuance of Section(s) 112 and 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with MCA Circulars, the Notice has been uploaded on the website of the Company, i.e., www.trucapfinance.com. The Notice can also be accessed from the website of the Stock Exchange(s), i.e., BSE Limited ("**BSE**") at www.bseindia.com and National Stock Exchange of India Limited ("**NSE**") at www.nseindia.com. The Notice is also disseminated on the website of CDSL (agency for providing the remote e-voting facility and e-voting system during the EGM), i.e., www.evotingindia.com.
7. Members who would like to express their views / ask questions during the EGM may register themselves as a speaker by sending their request in writing atleast 5 (Five) days prior to the EGM, mentioning their name, demat account number / folio number, email id, mobile number at corpsec@trucapfinance.com. The Members who do not wish to speak during the EGM but have queries may send their queries in writing 5 (Five) days prior to the EGM, mentioning their name, demat account number / folio number, email id, mobile number at corpsec@trucapfinance.com. These queries will be replied to by the Company suitably by e-mail.
8. Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the EGM.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on Sunday, May 19, 2024, at 09.00 A.M. (IST) and ends on Tuesday, May 21, 2024, at 05.00 P.M. (IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e., Wednesday, May 15, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Members who have already voted prior to the EGM would not be entitled to vote at the EGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.


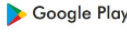


Currently, there are multiple E-voting Service Providers ("**ESPs**") providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL / National Securities Depository Limited (“NSDL”) e-voting system in case of individual shareholders holding shares in dematerialized mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed companies, individual shareholders holding securities in dematerialized mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in dematerialized mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website i.e., www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from the e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number & Email id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all ESPs.
Individual Shareholders holding securities in dematerialized mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on “Access to e-Voting” under e-voting services and you will be able to see e-voting page. Click on company name or ESP name and you will be re-directed to ESP website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period. 4) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>

Type of shareholders	Login Method
Individual Shareholders (holding securities in dematerialized mode) login through their Depository Participants (DPs)	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to CDSL/NSDL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above-mentioned website(s).

Helpdesk for Individual Shareholders holding securities in dematerialized mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in dematerialized mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in dematerialized mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-voting system in case of shareholders holding shares in physical mode and non-individual shareholders in dematerialized mode.

- (v) Login method for e-voting for physical shareholders and shareholders other than individual holding in dematerialized form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 character DP ID followed by 8 digits Client ID
 - c. Shareholders holding shares in physical form should enter folio number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in dematerialized form.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the Company / RTA or contact the Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company, please enter the member id/folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in dematerialized form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for

voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (ix) Click on the EVSN for “TruCap Finance Limited”.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on “Forgot Password” and enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload Board Resolution/Power of Attorney, if any uploaded, which will be made available to the Scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - Non-individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
 - It is mandatory that, a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
 - Alternatively, Non-individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cs@mayankarora.co.in or to the Company at the email address i.e., corpsec@trucapfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE E-MAIL ID/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Members holding shares in physical mode - please provide necessary details like Folio No., name of Member, mobile no., scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by e-mail to the Company at corpsec@trucapfinance.com or to the RTA at subodh.mcssta@gmail.com.
2. For Members holding shares in dematerialized mode - Please update the e-mail id & mobile no. with the respective DP.
3. For individual shareholders holding shares in dematerialized mode – Please update the email id & mobile no. with the respective DP which is mandatory while e-voting & joining virtual meeting through Depository.

If the Members have any queries or issues regarding attending EGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No.1:**

The Company proposes to raise funds by way of issuance of convertible warrants ("**Warrants**") through preferential issue under Chapter V - "Preferential Issue" of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**").

Pursuant to the provisions of Section(s) 23, 42, and 62 of the Companies Act, 2013 read with the rules framed thereunder ("**Act**") further read with provisions of Chapter V of the ICDR Regulations, a company is eligible to undertake preferential allotment/private placement of such convertible warrants only after obtaining prior approval of the members of the company by way of special resolution.

Accordingly, the Board of Directors of the Company ("**Board**") in their meeting held on April 22, 2024, subject to necessary approval(s), has approved the proposal for raising of funds to the tune of ₹ 99,99,99,911.75/- (Rupees Ninety-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Eleven and Paise Seventy-Five only), rounded off, by way of preferential issue of upto 1,39,37,281 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 the below allottee(s) under non-promoter investor category ("**Proposed Allottee(s)**"), 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.

Sr. No.	Name of the Proposed Allottee(s)	Number of Convertible Warrants proposed to be allotted	Total Consideration (In ₹) *
1.	Raj Ratan Commodities Private Limited	83,62,369	59,99,99,975.75
2.	Krest Confin Private Limited	55,74,912	39,99,99,936.00
Total		1,39,37,281	99,99,99,911.75

*rounded off

The Proposed Allottee(s) for Warrants have expressed their intent to subscribe to the Warrants.

In this regard, the following details of the proposed preferential issue of the Warrants are disclosed in accordance with the provisions of the Act and the ICDR Regulations:

1. Objects of the Preferential Issue:

The proceeds of the preferential issue primarily be used to meet any of the following purposes as detailed below:

S. No.	Objects of the Preferential Issue	Total Estimated Amount to be utilised (in ₹) *	Tentative Timelines for utilisation of issue proceeds for each of the object
1.	Onward lending and financing business of the Company in the ordinary course of business and capital expenditure	59,99,99,947.05	by June 30, 2026
2.	Repayment / refinance of existing debts of the Company	29,99,99,973.52	by June 30, 2026
3.	General Corporate purpose	9,99,99,991.18	by June 30, 2026
Total		99,99,99,911.75	

* rounded off

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 deposits/investments with banks or in debt mutual funds schemes or could be parked, as per investment policy of the Company, subject to 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.

2. 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 1,39,37,281 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 ₹ 99,99,99,911.75/- (Rupees Ninety-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Eleven and Paise Seventy-Five only), rounded off, 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).

3. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the Offer:

None of the Promoters, Directors, Key Managerial Personnel or Senior Management of the Company is subscribing to the Warrants.

4. Terms of issue of convertible warrants on preferential basis:

(a) Terms of issue of convertible warrants:

The Warrants would be allotted on the following terms:

- (i) 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 (vii) 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;
- (ii) 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(s) 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(s). The amount paid against Warrants shall be adjusted/set-off against the price payable for the resultant equity shares;
- (iii) 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;
- (iv) The Warrants to be issued and allotted by the Company upon exercise of conversion of the Warrants, in the manner aforesaid shall be in dematerialized form;
- (v) The Warrants to be allotted to the Proposed Allottee(s) pursuant to conversion of Warrants, shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- (vi) 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;
- (vii) 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, sub-division, 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;

(viii) 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 the resolution by the Members of the Company. 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; and

(ix) The Warrants do not carry any voting rights.

5. Shareholding pattern of the issuer before and after the preferential issue:

Category	Pre-issue 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	%
(A) Promoter & Promoter Group						
Indian	5,53,86,767	47.38	5,53,86,767	44.87	5,53,86,767	40.32
Foreign	0	0.00	0	0.00	0	0.00
Sub Total (A)	5,53,86,767	47.38	5,53,86,767	44.87	5,53,86,767	40.32
(B) Public						
1. Institutions (Domestic)						
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	0.91
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
Sub Total (B) (1)	12,50,000	1.07	12,50,000	1.01	12,50,000	0.91
2. Institutions (Foreign)						
a. Foreign Direct Investment	51,06,941	4.37	51,06,941	4.14	51,06,941	3.72
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	4.41
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
Sub Total (B) (2)	1,11,67,836	9.55	1,11,67,836	9.05	1,11,67,836	8.13

Category	Pre-issue 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	%
3. Central/State Government(s)						
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
Sub Total (B) (3)	0	0.00	0	0.00	0	0.00
4. Non-Institutions						
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	1.02
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	18.16
h. Non-Resident Indians (NRI)	12,71,527	1.09	12,71,527	1.03	12,71,527	0.93
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	4,19,53,858	30.54
l. Any Other (Specify)	0	0.00	0	0.00	0	0.00
Sub Total (B)(4)	4,90,94,768	42.00	5,56,37,140	45.07	6,95,74,421	50.64
Sub Total (B)= B1 + B2 + B3 + B4	6,15,12,604	52.62	6,80,54,976	55.13	8,19,92,257	59.68
C. Non-Promoter Non-Public						
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
Total (C)	0	0.00	0	0.00	0	0.00
Grand Total = (A)+(B)+(C)	11,68,99,371	100.00	12,34,41,743	100.00	13,73,79,024	100.00

*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 1,39,37,281 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.

6. Time frame within which the preferential issue shall be completed:

The allotment of Warrants shall be completed within a period of 15 (Fifteen) days from the date of passing of the Special Resolution by the Members of the Company, provided where the allotment is pending on account of any approval from any Regulatory Authority/Body, the allotment shall be completed by the Company within a period of 15 (Fifteen) days from the date of receipt of such approval.

7. Details (including class/category) of the Proposed Allottee(s) and identity of the natural persons who are the 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(s) under non-promoter category:

Sr. No.	Name of the Proposed Allottee(s), 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
1.	Raj Ratan Commodities Private Limited PAN: AAECR0122P Address: 21/22 Pratap Bldg., Dadi Seth Agyari Lane, Kalbadevi, Mumbai – 400 002	Body Corporate	Mr. Prakash Dugar Mr. Deepak Kumar Dugar	83,62,369
2.	Krest Confin Private Limited PAN: AAECR0121Q Address: 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:

Sr. No.	Name of the Proposed Allottee(s)	Pre-issue shareholding as on April 19, 2024		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
1.	Raj Ratan Commodities Private Limited	50,000	0.04	83,62,369	84,12,369	6.12
2.	Krest Confin Private Limited	0	0.00	55,74,912	55,74,912	4.06

*Post Issue shareholding is computed after considering full conversion of existing 65,42,372 convertible warrants allotted by the Company and full subscription of the aforesaid proposed 1,39,37,281 convertible Warrants and conversion into equity shares. Further, the aforesaid shareholding pattern does not include stock options issued by the Company whether vested or otherwise.

Note: 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.

8. Undertaking that the issuer shall re-compute the price of the specified securities in terms of the provisions of these regulations where it is required to do so and undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees:

As the equity shares have been listed for a period of more than 90 trading day(s) as on the Relevant Date, the provisions of Regulation 164(3) of the ICDR Regulations governing re-computation of the price of shares shall not be applicable.

Further, the Company shall at all times comply with the minimum public shareholding requirements prescribed under the Securities Contracts (Regulation) Rules, 1957, as amended and Regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**").

9. Disclosure specified in Schedule VI of the ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower:

Neither the Company nor any of its Promoters or Directors is wilful defaulter or fraudulent borrower and hence disclosures as specified in Schedule VI of the ICDR Regulations are not applicable.

In compliance with Regulation 159(3) of the ICDR Regulations, the Company confirms that none of the Promoters and Directors of the Company are fugitive economic offender.

Further, in compliance with Regulation 159(4) of the ICDR Regulations, the Company confirms that there are no outstanding dues to the SEBI, the Stock Exchange(s) or the Depositories.

10. Monitoring of Utilization of Funds:

- (a) The Company has appointed Infomermics Valuation and Rating Private Limited, SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the issue.
- (b) The monitoring agency shall submit its report to the Company in the format specified in Schedule XI of the ICDR Regulations on a quarterly basis, till 100% of the proceeds of the issue have been utilized.
- (c) The Board of Directors and the management of the Company shall provide their comments on the findings of the monitoring agency as specified in Schedule XI of the ICDR Regulations.
- (d) The Company shall within 45 days from the end of each quarter, upload the report of the monitoring agency on its website and also submit the same to the Stock Exchange(s).

11. Relevant Date:

The "Relevant Date" in terms of Regulation 161(a) and (b) of the ICDR Regulations read with the explanation given thereunder, for determination of minimum price is Monday, April 22, 2024, being a date, which is 30 (Thirty) days prior to the date of Extra Ordinary General Meeting of the Company ("**EGM**").

12. Basis or justification of the price (including premium, if any) at which the offer or invitation is being made alongwith report of the registered valuer & pricing of the preferential issue:

The equity shares of Company are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**") for a period of more than 90 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., ₹ 70.67/- (Rupees Seventy and Paise Sixty-Seven 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., ₹ 69.71/- (Rupees Sixty-Nine and Paise Seventy-One 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 proposed allotment is more than 5% of the post issue fully diluted equity share capital of the Company to the Proposed Allottee(s), as per the proviso to Regulation 166A(1) of the ICDR Regulations, the pricing of the Warrants to be allotted shall be higher of the following:

Price determined as per the provisions of the Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares) which is ₹ 70.64/- (Rupees Seventy and Paise Sixty-Four only) per equity share;

OR

Price determined as per provisions of the Regulation 166A(1) of the ICDR Regulations which is ₹ 70.64/- (Rupees Seventy and Paise Sixty-Four only).

Accordingly, the floor price in terms of the ICDR Regulations is ₹ 70.64/- (Rupees Seventy and Paise Sixty-Four only) per equity share. The issue price is ₹ 71.75/- per equity share which is not lower than the floor price determined in compliance with applicable provisions of the ICDR Regulations.

Valuation Report received from Mr. Arpit Surendra Parikh, registered with IBBI (PVAI PVO) (Asset Class – Securities & Financial Assets): Registration No.: IBBI/RV/07/2023/15379, Independent Registered Valuer, in terms of Regulation 164 and 166A of the ICDR Regulations and Section 62 of the Act has been hosted on the website of the Company which can be accessed at <https://trucapfinance.com/general-meeting/>.

13. The class or classes of persons to whom the allotment is proposed to be made:

The proposed allotment shall be made to the non-promoter category and the class of persons are mentioned in aforesaid point no. 7.

14. The status of the allottee(s) post the preferential issues:

There will be no change in the status of the Proposed Allottee(s) post the preferential issue.

15. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

There has been no allotment on preferential basis till date during the financial year ending March 31, 2025.

Further, during the previous financial year, the Company has, on February 01, 2024, allotted by way of a preferential issue 65,42,372 convertible warrants of the Company, having face value of ₹ 2/- (Rupees Two only) each at an issue price of ₹73.75/- (Rupees Seventy-Three and Paise Seventy-Five only) per warrant (including warrant subscription price and warrant exercise price), for an aggregate amount of ₹ 48,24,99,935/- (Rupees Forty-Eight Crores Twenty-Four Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Five only), rounded off, to 5 (Five) investors under non-promoter category.

16. The justification for the allotment to be made for consideration other than cash together with valuation report of the registered valuer:

As the proposed preferential allotment is to be made for cash, the said provision will not be applicable.

17. Principle terms of assets charged as securities:

Not Applicable.

18. Certificate of Practicing Company Secretary:

Pursuant to the ICDR Regulations and amendment issued on January 14, 2022, a copy of the certificate issued by M/s. Mayank Arora & Co., Practicing Company Secretaries, (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India) certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection in electronic mode at the registered office of the Company between 10:00 A.M. to 05:00 P.M. on all working days (except Saturdays, Sundays and Holidays) up to the date of EGM and is also uploaded on the website of the Company on www.trucapfinance.com and link is <https://trucapfinance.com/general-meeting/>.

19. Holding of shares in demat form, non-disposal of shares by the proposed allottee(s) and lock-in period of shares:

The entire shareholding of the Proposed Allottee(s) in the Company, is held by them in dematerialized form. The entire pre-preferential allotment shareholding of such Proposed Allottee(s) shall be under lock-in from the Relevant Date up to a period of 90 trading days from the date of trading approval from BSE and NSE where the equity shares of the Company are listed/ date of allotment, where applicable. The shareholder who has sold their shares during the 90 trading days period prior to the Relevant Date shall not be eligible for allotment of Warrants on preferential basis. The Proposed Allottee(s) have Permanent Account Number.

Lock-in Period:

The Warrants and their resultant equity shares, to be allotted to the Proposed Allottee(s) shall be subject to 'lock-in' and transfer restrictions stipulated under Regulations 167 and 168 of the ICDR Regulations.

The Warrants to be allotted to the Proposed Allottee(s) shall not be listed on BSE and NSE, therefore, the Warrants will be locked-in for a period of one year from the date of allotment. Further, the equity shares allotted pursuant to conversion of Warrants will be locked-in for a period of six months from the date of trading approval.

The Proposed Allottee(s) have confirmed that they have proposed lock-in for any equity shares in the Company held by them as on the Relevant Date and further, have not sold any equity shares of the Company during the 90 trading days period prior to the Relevant Date. Further, the Proposed Allottee(s) have also undertaken that they will not deal in the equity shares of the Company till the allotment of Warrants is completed.

20. Listing of Resulting Equity Shares:

The resultant equity shares to be issued under this resolution on conversion of Warrants, shall be listed on BSE and NSE where the shares of the Company are listed or such other exchanges where the equity shares of the Company are listed at the time of conversion.

Relevant documents are available for inspection by the Members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 10:00 A.M. to 05.00 P.M. till the date of EGM.

The Board recommends the above resolution as set out in Item No. 1 in the Notice for approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel or Senior Management of the Company or their respective relatives are in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

Item No. 2:

The Members are informed that the Reserve Bank of India (“RBI”) through its Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023, as amended, (“Master Direction”) permits an NBFC registered with RBI to undertake insurance agency business on fee basis and without risk participation, without the approval of RBI, subject to conditions specified in the Master Direction which inter alia includes obtaining requisite approval from the Insurance Regulatory and Development Authority of India (“IRDAI”) as a Corporate Agent (Composite) Intermediary and complying with the IRDAI Regulations for acting as ‘Corporate Agent (Composite) Intermediary’ for the insurance companies.

The Members are further informed that the Board foreseeing the benefits of acting as a corporate agent and selling the insurance products to its clients, approved to carry out insurance business and act as a Corporate Agent (Composite) Intermediary to the insurance companies.

In this regard, a specific clause with respect to carrying out its activities as Corporate Agent (Composite) Intermediary is required to form part of the main objects of the Memorandum of Association of the Company (“MOA”) and accordingly the Board has at its meeting held on April 22, 2024, approved to amend and alter the MOA by incorporation of the proposed clause in Resolution No. 2 of this Notice as clause III (A) (5) to the main objects of the MOA of the Company.

The Members are further informed that pursuant to Section 13 of the Companies Act, 2013 and applicable rules made thereunder, such alteration in the Memorandum of Association of the Company requires approval of the Members of the Company.

Accordingly, the Board recommends the above resolution as set out in Item No. 2 in the Notice for approval of the Members by way of Special Resolution.

None of the Directors, Key Managerial Personnel or Senior Management of the Company or their respective relatives are in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

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

**April 22, 2024
Mumbai**

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