



October 28, 2025

To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. <u>Scrip Code: 540268</u>	To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. <u>Scrip Code: TRU</u>
--	--

Subject: Certificate under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Dear Sir/Madam,

Please find enclosed herewith certificate pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, issued by M/s. Mayank Arora & Co. Company Secretaries, for the quarter ended September 30, 2025.

Kindly take the same on your record and oblige.

Thanking You,

Yours faithfully,
For TruCap Finance Limited

Sonal Sharma
Company Secretary & Compliance Officer
Encl: As above



TruCap Finance Limited

Regd. Off. 4th Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069
Tel. 1800 210 2100 | contact@trucapfinance.com | www.trucapfinance.com | **CIN:** L64920MH1994PLC334457

MAYANK ARORA & Co.

COMPANY SECRETARIES

To,
The Board of Directors
TruCap Finance Limited
4th Floor, A Wing D.J. House,
Old Nagardas Road, Andheri (East), Mumbai – 400 069.

CERTIFICATE

I have examined the Register of Members, beneficiary details furnished by the Depositories and records/documents being maintained by **TRUCAP FINANCE LIMITED** (herein referred as “the Company”) and **MCS Share Transfer Agent Limited**, its Registrar and Share Transfer Agent for issuing this certificate, as per Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the Reconciliation of Share Capital Audit Report annexed herewith for the quarter ended **30th September, 2025**.

For Mayank Arora & Co.
Company Secretaries



Mayank Arora
(Partner)
C.P. No.: 13609
M. No.: F10378
PR No. 5923/2024
UDIN: F010378G001670102

Date: 28/10/2025
Place: Mumbai

Encl.: As Above

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1.	For Quarter Ended	30th September, 2025					
2.	ISIN	INE615R01029					
3.	Face Value	Rs. 2/- each					
4.	Name of the Company	TruCap Finance Limited					
5.	Registered Office of the Company	4th Floor, A Wing, D.J. House, Old Nagardas Road, Andheri East, Mumbai- 400069 Maharashtra. India.					
6.	Correspondence Address	As Above					
7.	Telephone & Fax No.	022 - 6845 7200					
8.	Email Address	corpsec@trucapfinance.com					
9.	Name of the Stock Exchange where the Company's securities are listed	BSE Limited & National Stock Exchange of India Limited					
		Number of Shares		% of total Issued Capital			
10.	Issued Capital	11,88,61,871		100.00			
11.	Listed Capital (Exchange wise) (as per Company records)	11,88,61,871		100.00			
12.	Held in Dematerialized form in NSDL	4,69,34,122		39.49			
13.	Held in Dematerialized form in CDSL	7,09,45,749		59.69			
14.	Physical	9,82,000		0.82			
15.	Total No. of Shares (12+13+14)	11,88,61,871		100.00			
16.	Reasons for difference, if any between (10&11), (10&15), (11&15)	NA					
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
Particulars***		No. of Shares	Applied/Not Applied for Listing	Listed on Stock Exchange (specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal Approval pending from SE (specify Names)
Issue of Equity Shares on Preferential Basis		11,56,80,000	No	No	No	No	No*
Issue of convertible warrants on preferential basis		9,37,00,000	No	No	No	No	No*
*Marwadi Chandarana Intermediaries Brokers Private Limited ("Acquirer") had vide its letter dated September 22, 2025, terminated the: (i) Share Purchase Agreement (" SPA ") for acquisition of 3,68,00,220 Equity Shares of the Company; and (ii) Securities Subscription Agreement (" SSA ") for subscription of 11,56,80,000 equity shares and 9,37,00,000 convertible warrants which was proposed to be allotted by the Company. Pursuant to the aforesaid termination letter, the Company has withdrawn its application filed with the							

BSE Limited and National Stock Exchange of India Limited seeking in-principle approval for the aforesaid preferential issue.

*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).

18.	Register of Members is updated (Yes/No)	Yes
	If not updated up to which date	Not Applicable
19.	Reference of previous quarter with regards to excess dematerialized shares if any	NIL
20.	Has the Company resolved the matter in point No. 19 above in the current quarter? If not reason why?	Not Applicable
21.	Mention the total no. of requests if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: None	

Total No. of demat request	No. of Requests	No. of Shares	Reasons for Delay
Confirmed after 21 days	NIL	NIL	NIL
Pending for more than 21 days	NIL	NIL	NIL

22.	Name, Telephone & Fax No. of Compliance Officer of the Company	Ms. Sonal Sharma Company Secretary & Compliance Officer Email id: corpsec@trucapfinance.com Phone No.: - 022 – 6845 7200
23.	Name, Address, Tel & Reg. No. of the Auditor	Mr. Mayank Arora C.P. No.: 13609 M No. F10378 MM/s. Mayank Arora & Co Company Secretaries Address: Office No. 101, 1 st Floor, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai - 400 063 Email id.: cs@mayankarora.co.in Contact No.: +91 9324254455
24.	Appointment of common agency for share registry work If yes, name & address:	Yes MCS Share Transfer Agent Limited Office No. 3B3, 3 rd Floor “B” Wing Gundecha Onclave Premises Co-op Society Ltd, Kherani Road, Sakinaka, Andheri (East), Mumbai – 400 072. Tel: 022 – 2851 6021/6022/46049717 Fax: 022-2851 6021 Email: subodh.mcssta@gmail.com
25.	Any other details that the PCS may like to provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.)	Marwadi Chandarana Intermediaries Brokers Private Limited (“Acquirer”) had vide its letter dated September 22, 2025, terminated the: (i) Share Purchase Agreement (“SPA”) for acquisition of 3,68,00,220 Equity Shares of the

		<p>Company; and (ii) Securities Subscription Agreement (SSA) for subscription of 11,56,80,000 equity shares and 9,37,00,000 convertible warrants which was proposed to be allotted by the Company.</p> <p>Accordingly, with the aforesaid termination, the Acquirer will no longer be able to acquire control over the Company as per the terms of the SPA and SSA through classification as the promoter and promoter group.</p>
--	--	---

**For Mayank Arora & Co.
Company Secretaries**



**Mayank Arora
(Partner)
C.P. No.: 13609
M. No.: F10378
PR No. 5923/2024
UDIN: F010378G001670102**

**Date: 28/10/2025
Place: Mumbai**