

January 5, 2023

BSE Limited
P.J. Towers
Dalal Street
Mumbai - 400 001

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Arrangement amongst Exclusive Leasing and Finance Private Limited (“Demerged Company”) and TruCap Finance Limited (“Resulting Company”) and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 and 52 and other applicable provisions of the Companies Act, 2013 (“Scheme”) read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

It is hereby certified that the draft scheme of arrangement involving Exclusive Leasing and Finance Private Limited (“Demerged Company”) and TruCap Finance Limited (“Resulting Company”) does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and SEBI Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021 on schemes of arrangement involving listed companies (“SEBI Circular”), including the following:

Sl.	Reference	Particulars	Status
1	Regulations 17 to 27 of SEBI LODR Regulations	Corporate governance requirements	Complied with
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Complied with
Requirements of SEBI Circular			
1	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Complied with
2	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Complied with
3	Para (I)(A)(4) (a)	Submission of Valuation Report	Complied with
4	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Complied with
5	Para (I)(A)(10)	The Company will obtain approval from the shareholders of the Company, including public shareholders, through e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution. Further, the conditions specified in Para(I)(A)(10)(b) for approval of public shareholders through majority, in relation to the Scheme is applicable.	Complied with

For TruCap Finance Limited


Rohanjeet Singh Juneja
Managing Director & Chief Executive Officer

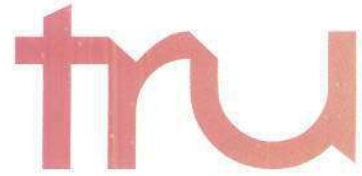

Sonal Sharma
Company Secretary & Compliance Officer



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TruCap Finance Limited
(Formerly known as Dhanvarsha Finvest Limited)

Regd. Off : 3rd Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069
Tel : 1800 210 2100 | contact@dhanvarsha.co | www.dhanvarsha.co | CIN : L24231MH1994PLC334457



Certified that the transactions / accounting treatment provided in the draft Scheme of Arrangement involving Exclusive Leasing and Finance Private Limited ("Demerged Company") and TruCap Finance Limited ("Resulting Company") are in compliance with all the Accounting Standards applicable to a listed entity.

Thanking you,

Yours faithfully,

For TruCap Finance Limited

Sanjay Kukreja
Chief Financial Officer

Rohanjeet Singh Juneja
Managing Director & CEO

