

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 Twenty-Eighth Annual General Meeting

Notice is hereby given that the **28th Annual General Meeting (“AGM”)** of the Members of **TruCap Finance Limited** (formerly Dhanvarsha Finvest Limited) (“**Company**”) will be held on **Thursday, September 29, 2022 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:

Ordinary Business:

1. To consider and adopt:
 - (a) the audited standalone financial statement(s) of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Statutory Auditors thereon; and
 - (b) the audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2022, together with Statutory Auditor’s Report thereon.
2. To declare a final dividend of ₹ 0.01/- per equity share, for the financial year ended March 31, 2022.
3. To appoint a director in place of Mr. Rohanjeet Singh Juneja (DIN: 08342094) who retires by rotation and being eligible, offers himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152(6) and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Rohanjeet Singh Juneja (DIN: 08342094) who retires by rotation at this Twenty-Eighth Annual General Meeting, and being eligible offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company.”

Special Business:

4. To approve the re-appointment of Mr. Rohanjeet Singh Juneja (DIN: 08342094), as Managing Director & Chief Executive Officer of the Company and remuneration payable to him and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”) (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors (collectively referred to as the “**Board**”) at their respective meetings, consent of the Company be and is hereby accorded for the appointment of Mr. Rohanjeet Singh Juneja (DIN: 08342094) as the Managing Director and Chief Executive Officer (CEO) of the Company, for a period of 3 (Three) years effective from December 17, 2022 to December 16, 2025 (both days inclusive) on the terms & conditions of appointment including the payment of remuneration, perquisites & other benefits and including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment, as set out in Item No. 4 of the Explanatory Statement annexed to the Notice convening 28th Annual General Meeting of the Company, with liberty to the Board to alter and vary the terms & conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Rohanjeet Singh Juneja.

RESOLVED FURTHER THAT the Board be and is hereby authorised to revise the remuneration of Mr. Rohanjeet Singh Juneja, from time to time, to the extent the Board may deem appropriate, provided that such revision is in compliance with the managerial remuneration as prescribed under the Act read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time.

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To approve appointment of Mrs. Rushina Mehta (DIN: 01042204) as a Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualifications of the Directors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors at their respective meetings, the approval of members of the Company, be and is hereby accorded for the appointment of Mrs. Rushina Mehta (DIN: 01042204), who was appointed as an additional director of the Company, under the provisions of Section 161 of the Companies Act, 2013 and whose term of appointment expires at the 28th Annual General Meeting of the Company, as Non-Executive Non-Independent Director of the Company, liable to retire by rotation, and shall be eligible for sitting fees, reimbursement of expenses and profit related commission as may be permissible under the law from time to time."

6. To approve amendment in Dhanvarsha ESOP Plan 2018 and in this regard, 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 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment, modification or re-enactment to the Act or the regulations for the time being in force) ("**Act**"), and such other applicable provisions, including rules and regulations formed under the Act, the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, and other applicable laws, rules and regulations and such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed by the above authorities, based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the amendment to the Dhanvarsha ESOP Plan 2018 ("**ESOP Plan**") adopted by the Company, as described in Item No. 6 of the explanatory statement annexed to the Notice convening this 28th Annual General Meeting.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee and the Board of Directors of the Company, be and are hereby severally authorized on behalf of the Company to make and carry out any modifications, changes, variations, alterations or revisions in the ESOP Plan or to suspend, withdraw or revive the ESOP Plan, in accordance with applicable laws prevailing from time to time, as it may deem fit, to give effect to this resolution.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee or any authority delegated by them be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and to delegate all or any of the powers herein vested in the Nomination and Remuneration Committee to any director(s), officer(s) of the Company as may be required to give effect to this resolution."

**For TruCap Finance Limited
(formerly Dhanvarsha Finvest Limited)**

Sd/-

**Lalit Chendvankar
Company Secretary & Compliance Officer**

**August 10, 2022
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

Notes:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular no. 20/2020 dated May 05, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively and General Circular No. 02/2022 dated May 05, 2022, (collectively referred to as "MCA Circulars") and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and circular no. SEBI/HO/DDHS/P/CIR/2022/0063 issued by the Securities and Exchange Board of India ("SEBI") on May 13, 2022 (collectively referred to as "SEBI Circulars"), permitted the holding of the Annual General Meeting ("AGM") through 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 from time to time ("Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the Circular No. 17/2020 dated April 13, 2020, as amended, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Pursuant to MCA Circulars and SEBI Circulars, relaxation has been granted to the companies in respect of sending physical copies of annual report to the shareholders. Accordingly, the Notice of the AGM will be sent electronically to all the members of the Company who have registered their email addresses with the Company or depository participants or with the Company's Registrar and Share Transfer Agent i.e. MCS Share Transfer Agent Limited ("RTA") and the physical copies will not be sent.
4. In accordance with the MCA Circulars and SEBI Circulars, the financial statements (including Board's Report, Auditor's Report and other documents forming part of this Annual Report) are being sent only through electronic mode to those shareholders whose email addresses are registered with the RTA or Depository Participants (DPs), and whose names appear in the register of members as on Monday, September 05, 2022.
5. The explanatory statement pursuant to Section 102 of the Act, relating to the Special Businesses to be transacted at the AGM is annexed hereto.
6. As per Regulation 40 of the Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the RTA for assistance in this regard.
7. To support the 'Green Initiative', members who have not registered their email addresses so far, are requested to register their email addresses with their DPs in case the shares are held by them in electronic form/demat form and with RTA, in case the shares are held by them in physical form for receiving all communication(s) including report, notices, circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to send their email addresses and mobile numbers to the Company's email address i.e. corpsec@trucapfinance.com. The process for registration of email addresses for obtaining Annual Report and User ID/Password for e-voting is annexed to this Notice.
8. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their DPs with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to the RTA in case the shares are held by them in physical form.
9. Relevant documents referred to in accompanying notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to corpsec@trucapfinance.com.
10. In case of joint holders attending the AGM only such joint holder who is higher in the order of names, will be entitled to vote.
11. Pursuant to Section 91 of the Act and Regulation 42 of the Listing Regulations, Register of Members and Share Transfer Books will remain close from Friday, September 23, 2022 to Thursday, September 29, 2022 (both days inclusive) for the purpose of AGM and payment of final dividend to the shareholders of the Company. Dividend for the financial year 2021-22 has been recommended by the Board of Directors to the members of the Company for their approval. If approved by the members of the Company, payment will be paid within 30 days from the date of the AGM. For the members who are unable to receive dividend directly in their bank accounts, the Company shall dispatch dividend warrants to them.

12. The Finance Act, 2020 has abolished the Dividend Distribution Tax (DDT) and has introduced the system of dividend taxation in the hands of the shareholders with effect from April 01, 2020. Accordingly, the Company would be required to deduct Tax at Source ('TDS') in respect of payment of dividend, if declared, to its shareholders (resident as well as non-resident).
13. Members are hereby informed that there is no unpaid dividend of earlier years which is due to be transferred to the Investor Education and Protection Fund (IEPF) under the provisions of Section 124 and 125 of the Act.
14. As per Regulation 36(3) of the Listing Regulations and Secretarial Standards (SS)-2 issued by the Institute of Company Secretaries of India, details in respect of a director seeking appointment/re-appointment at the AGM are separately annexed to this Notice.
15. After the AGM, the recorded transcript of the AGM shall also be uploaded on the website of the Company i.e. www.trucapfinance.com.
16. Institutional investors, who are Members of the Company, are encouraged to attend and vote at the 28th AGM of the Company.
17. **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, MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members through e-voting agency Central Depository Services (India) Limited ("**CDSL**").
18. Only those Members, whose names appear in Register of Members/List of beneficial owners as on Thursday, September 22, 2022 ("**Cut-off Date**") shall be entitled to vote (through remote e-voting and during AGM) on the resolutions set forth in this 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. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
19. 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 AGM in a fair and transparent manner.
20. The Scrutinizer will issue a consolidated Scrutinizer's report of the total votes cast in favour or against and invalid votes, if any, to the Chairperson/Executive Director of the Company or in his absence, to any other Director or the Company Secretary authorized by the Board of Directors, 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 AGM 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 AGM i.e. Thursday, September 29, 2022.
21. A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the AGM will be conducted through VC/OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

Instructions for the Members for attending the AGM through VC/OAVM:

22. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs ("**MCA**") vide its General Circular nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular no. 20/2020 dated May 05, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively and General Circular No. 02/2022 dated May 05, 2022 (collectively referred to as "**MCA Circulars**") and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and circular no. SEBI/HO/DDHS/P/CIR/2022/0063 issued by Securities and Exchange Board of India ("**SEBI**") on May 13, 2022 (collectively referred to as "**SEBI Circulars**"), permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. The forthcoming AGM will thus be held through VC/OAVM. Hence, Members can attend and participate in the 28th AGM through VC/OAVM.
23. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement 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 AGM will be provided by CDSL.

24. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 (One Thousand) 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 and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
25. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
26. All the members are requested to register their email address with the RTA of the Company for the purpose of service of documents under Section 20 of the Act by e-mode instead of physical service of documents.
27. The members holding the shares in physical form can avail of the nomination facility in terms of Section 72 of the Act, by furnishing Form SH 13 (in duplicate) to the Company or the RTA of the Company. The said form will be made available on request. In case of shares held in dematerialized form, a nomination form will have to be lodged by the members with their DPs.
28. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 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 AGM through VC/OAVM and cast their votes through e-voting.
29. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.trucapfinance.com. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the remote e-voting facility) i.e. www.evotingindia.com.
30. In compliance with the provisions of the Act and Listing Regulations as amended from time to time, MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/OAVM.

The instructions of Shareholders for E-Voting and joining Virtual Meetings are as under:

- (i) The voting period begins on Monday, September 26, 2022 at 09:00 a.m. (IST) and ends on Wednesday, September 28, 2022 at 05:00 p.m. (IST) During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date i.e. Thursday, September 22, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (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.

- (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 the listed companies, individual shareholders holding securities in demat 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 address in their demat accounts in order to access e-voting facility. Pursuant to aforesaid SEBI Circular, Login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat 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 URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 your 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 e-voting service providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from an e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email 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 be able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat 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 e-voting service provider name and you will be redirected to e-voting service provider 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 e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL 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 NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

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.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat 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 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat 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.

- (v) Login method for e-voting and joining virtual meetings for physical shareholders and shareholders other than individuals holding in Demat 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 demat 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 Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact 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. 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 demat 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 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 this Notice.
- (ix) Click on the EVSN “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 & enter the details as prompted by the system.
- (xvi) **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
 - A scanned copy of the Board Resolution and/or 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 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 and 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.

Instructions for Shareholders attending the AGM through VC/OAVM & E-Voting during meeting are as under:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corpsec@trucapfinance.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corpsec@trucapfinance.com. These queries will be replied to the shareholders by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.

10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those Shareholders whose email address/mobile number are not registered with the Company/Depositories:

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Registrar and Share Transfer Agent at subodh@mcsregistrars.com.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective DP which is mandatory while e-voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
5. 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 (“CDSL”), 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 on 022-23058542/43.

Explanatory statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

The shareholders of the Company vide resolution passed at the 26th Annual General Meeting held on September 21, 2020, approved the appointment of Mr. Rohanjeet Singh Juneja (DIN: 08342094), as Joint Managing Director of the Company for a period of 3 (Three) years w.e.f. December 17, 2019 to December 16, 2022 (both days inclusive). Subsequently, the Shareholders of the Company vide resolution passed at the Extra Ordinary General Meeting held on April 11, 2022, changed the designation of Mr. Rohanjeet Singh Juneja from Joint Managing Director to Managing Director & Chief Executive Officer (CEO) of the Company, w.e.f. March 12, 2022.

The current term of appointment of Mr. Juneja as Managing Director and CEO of the Company expires on December 16, 2022. Considering his knowledge of various aspects relating to the Company’s affairs and long business experience, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Juneja should be available to the Company for a further period of 3 (Three) years w.e.f. December 17, 2022.

Accordingly, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on August 10, 2022, approved the re-appointment and remuneration of Mr. Rohanjeet Singh Juneja (DIN: 08342094) as the Managing Director & Chief Executive Officer of the Company, for a period of 3 (three) years w.e.f. December 17, 2022 to December 16, 2025 (both days inclusive), subject to the approval of members of the Company.

Mr. Juneja, has over 17 years of experience in research, strategy, portfolio management, financial analysis, mergers and acquisitions etc. He started his career as Equity Research Associate with Keefe Bruyette & Woods and was elevated to the position of Assistant Vice President. He worked with FrontPoint Partners, L.P. as Financial Analyst and Vice President where he extensively worked on analysis, research and investment in financial services and real estate companies in India and USA. Post FrontPoint Partners, Mr. Juneja was associated with Seawolf Capital LLC as Vice President, responsible for investing and managing a portfolio of listed equities within financial services companies in India and USA. He also worked on companies in similar sectors located in Australia, Brazil and Canada.

Additional disclosure as required pursuant to Schedule V to the Companies Act, 2013 are provided in **Annexure 1** to this Notice. Further, brief details of Mr. Juneja, as stipulated under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings (“SS-2”), are provided as an **Annexure 2** to this Notice.

The material terms and conditions as approved by the Board of Directors and contained in the agreement entered into between Mr. Rohanjeet Singh Juneja (DIN: 08342094) and the Company are as follows:

1. The Managing Director & CEO shall continue to be subject to the supervision and control of the Board of Directors and carry out such duties as may be entrusted to him by the Board of Directors of the Company and shall exercise such powers as are delegated to him by the Board of Directors from time to time.
2. The tenure of re-appointment shall be for a period of 3 (Three) years effective from December 17, 2022 to December 16, 2025 (both days inclusive).

3. Pursuant to Section 197 read with Schedule V to the Companies Act, 2013 and rules made thereunder ("**Act**"), remuneration by way of salary and perquisites permissible to Mr. Rohanjeet Singh Juneja, Managing Director & CEO shall be as under:
- (a) **Basic Salary:** ₹ 75,00,000/- (Rupees Seventy-Five Lakhs only) per annum.
 - (b) **Special Allowance:** ₹ 25,81,600/- (Rupees Twenty-Five Lakhs Eighty-One Thousand Six Hundred only) per annum.
 - (c) **Performance Pay:** The performance pay will be as per the performance rating for the financial year. The performance pay will be linked to individual and Company performance.
 - (d) **Education Allowance:** (for each child ₹ 1,200/-) – ₹ 2,400/- (Rupees Two Thousand Four Hundred only) per annum.
 - (e) **Bonus/Ex-gratia:** As may be approved by Nomination and Remuneration Committee.
 - (f) **Perquisites:** In addition to the above, Mr. Rohanjeet Singh Juneja shall be entitled to the following perquisites:
 - i. House Rent Allowance: ₹ 37,50,000/- (Rupees Thirty-Seven Lakhs Fifty Thousand only) per annum.
 - ii. Leave and Travel Allowance: ₹ 2,00,000/- (Rupees Two Lakhs only) per annum.
 - iii. Medclaim insurance: ₹ 5,00,000/- including spouse and children up to 25 years of age.
 - iv. Employer's National Pension Scheme: ₹ 1,50,000/- (Rupees One Lakh Fifty Thousand only) per annum.
 - v. Other Allowance: Other allowance in accordance with the policies of the Company.
 - (g) **Retirement/Superannuation benefits:**
 - i. Provident Fund/Superannuation/Annuity Fund: Contribution to Provident Fund/Superannuation/Annuity Fund shall be in accordance with the approved scheme/fund of the Company as in force from time to time and not included in computation of ceiling on perquisites to the extent that these either singly or put together are not taxable, under the Income Tax Act, 1961.
 - ii. Gratuity: Gratuity payable shall not exceed half a month's salary for each completed year of service and in compliance with the Payment of Gratuity Act, 1972 and rules made thereunder.
 - iii. Encashment of Leave not availed of: As per the rules of the Company, it shall not be included in the computation of ceiling on Perquisites.
 - (h) **Reimbursement:**
 - i. Driver's Salary Allowance: ₹ 2,40,000/- (Rupees Two Lakhs Forty Thousand only) per annum.
 - ii. Petrol/Maintenance/Insurance Allowance: ₹ 2,40,000/- (Rupees Two Lakhs Forty Thousand only) per annum.
 - iii. Mobile Reimbursement: ₹ 36,000/- (Rupees Thirty-Six Thousand only) per annum.
 - iv. Uniform Allowance: ₹ 50,000/- (Rupees Fifty Thousand only) per annum.
4. The remuneration payable to Mr. Rohanjeet Singh Juneja would be on a time scale basis to be revised annually w.e.f. 1st of April every year, for the term of his re-appointment, at the discretion of the Nomination and Remuneration Committee and Board of Directors of the Company and subject to the performance of Mr. Rohanjeet Singh Juneja and may be in excess to the limits as specified under the provisions of Section 197 read with Schedule V to the Act.
5. In the event of loss or inadequacy of profits in any financial year during the currency of tenure of service of Mr. Rohanjeet Singh Juneja, Managing Director & CEO, the payment of salary, performance incentives, perquisites and other allowances may exceed pursuant to the provisions of Schedule V of the Act and the same shall not be refundable.

For the purpose of calculating the value of Perquisites herein above, the same shall be evaluated as per Income Tax Rules, 1962, wherever applicable.

Mr. Rohanjeet Singh Juneja, Managing Director & CEO shall not be entitled to receive any fees for attending meetings of the Board/Committee.

A copy of the agreement executed between the Company and Mr. Rohanjeet Singh Juneja (DIN: 08342094), is available for inspection by the members of the Company electronically at the registered office of the Company on all working days (except Saturday) during business hours up to date of the ensuing AGM.

The Board recommends the above resolution to be passed as a Special Resolution.

Except Mr. Rohanjeet Singh Juneja and his relatives, none of the Directors/Key Managerial Personnel of the Company/their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Item No. 5

The Board of Directors, based on the recommendation of Nomination and Remuneration Committee, has appointed Mrs. Rushina Mehta (DIN: 01042204), as an Additional Director (Non-Executive Non-Independent) pursuant to Section 161 of the Companies Act, 2013 (“Act”) and Article 66(i) of the Articles of Association of the Company with effect from June 17, 2022. In terms of Section 161(1) of the Act, Mrs. Rushina Mehta holds office only upto the date of forthcoming Annual General Meeting and is eligible for appointment as a Director. The Company has received a notice under Section 160(1) of the Act, from a member signifying his/her intention to propose appointment of Mrs. Rushina Mehta as a Director.

Mrs. Rushina Mehta has informed the Company that she is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given her consent to act as a Director.

Mrs. Rushina Mehta has graduated from University of Mumbai with specialization in financial accounting and auditing. She further completed her MA Inclusion (Special Educational Needs) from University of Birmingham. Mrs. Rushina Mehta is an entrepreneur and a Director in NRAM Regent Private Limited.

Brief details of Mrs. Mehta, as stipulated under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings (“SS-2”), are provided as an **Annexure 2** to this Notice.

The Board of Directors consider that Mrs. Rushina Mehta’s appointment as a Director (Non-Executive Non-Independent) will be of advantage to the Company and accordingly, the Board recommends her appointment for acceptance by the members.

The Board recommends the above resolution to be passed as an Ordinary Resolution.

Except Mrs. Rushina Mehta and her relatives, none of the Directors/Key Managerial Personnel of the Company/their respective relatives are in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6

The Dhanvarsha ESOP Plan 2018 (“ESOP Plan”) which has been adopted by TruCap Finance Limited (formerly Dhanvarsha Finvest Limited) (“Company”) is proposed to be amended.

Based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company and subject to the approval of the Members, it is proposed that the ESOP Plan be amended in order to comply with the regulatory requirements in terms of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (“SEBI SBEB & SE Regulations”). The resolution contained at Item No. 6 of the Notice seeks to obtain the members’ approval to authorize the Nomination and Remuneration Committee and/or Board of Directors of the Company or any other duly authorised person(s), to amend the ESOP Plan and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the ESOP Plan.

A draft of the ESOP Plan with the proposed amendments will be made available for inspection by the Members of the Company electronically at the registered office of the Company on all working days (except Saturday) during business hours up to date of the ensuing AGM.

1. Key Variations in the ESOP Plan: Details of the key variations proposed to the ESOP Plan are provided below:

Sr. No.	Clause No.	Position under the existing ESOP Plan	Variations proposed
1.	5.1	Registered Office Address (Old): 2 nd Floor, Bldg. No. 4, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069, Maharashtra.	Registered Office Address (New): 3 rd Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069, Maharashtra.
2.	11.1	Definition of Nomination and Remuneration Committee – “NOMINATION AND REMUNERATION COMMITTEE nomination and remuneration committee means the committee constituted by the Board of Directors as per Section 178 of Companies Act, 2013 to administer the plan as defined in Article 15 of the plan.”	Definition of Nomination and Remuneration Committee revised as below: “NOMINATION AND REMUNERATION COMMITTEE or COMMITTEE means the committee constituted by the Board of Directors as per Section 178 of Companies Act, 2013 to administer the plan as defined in Article 15 of the plan.”

Sr. No.	Clause No.	Position under the existing ESOP Plan	Variations proposed
3.	11.1	Definition of SEBI (SBEB) Regulations – “Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 as amended from time to time and shall include any guidelines, regulations or law on the subject of employee stock options that supersede the SEBI (SBEB) Regulations.”	Definition of SEBI (SBEB & SE) Regulations revised as below: “Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended from time to time and shall include any guidelines, regulations or law on the subject of employee stock options that supersede the SEBI (SBEB & SE) Regulations.”
4.	15.3 (b)	“determine the performance parameters for Grant and/or Vesting of Options granted to an Employee”	Modification proposed to the power conferred upon the Committee: “determine the performance parameters for Grant and/or Vesting and/or Lapse of Options granted to an Employee”
5.	15.3 (r)	—	Additional power proposed to be conferred upon the Committee: “If deemed fit by the Committee, Committee may make an offer to Option Grantee, to fully/partially surrender and cancel their Vested Options against settlement in cash; provided that such an offer, if made, shall be made to all Option Grantee who hold Vested Options; and acceptance of such an offer shall be at complete discretion of the Option Grantee. The Committee may accordingly fully/partially extinguish relevant Vested Options, against settlement in cash.”
6.	15.4	—	Additional power proposed to be conferred upon the Committee: “The Nomination and Remuneration Committee shall be entitled to delegate all or any powers conferred upon it and as set-out in this Plan to the management of the Company, as it may deem fit.”

2. Rationale for the variation of the ESOP Plan:

- The proposed amendments, including those mentioned herein, are proposed to be undertaken in order to give authority to Nomination and Remuneration Committee or any other authority who has been authorised by them to undertake and perform several acts and deeds in relation to the Options granted/proposed to be granted under the ESOP Plan.
- The proposed amendments are not detrimental to the interests of the current grantees of the Company.
- Through the proposed amendment, the registered office address mentioned in the ESOP Plan has been updated to reflect the new address.

3. Details of the employees who are beneficiaries of such variation:

All eligible employees to whom the Options have been/will be granted under the ESOP Plan Further, the Company shall comply with the applicable accounting standards.

Mr. Rohanjeet Singh Juneja, Managing Director & CEO and other Key Managerial Personnel(s) of the Company and its subsidiary are deemed to be concerned or interested, to the extent of Options granted/to be granted pursuant to the ESOP Plan and to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

None of the other Directors of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

For TruCap Finance Limited
(formerly Dhanvarsha Finvest Limited)

Sd/-
Lalit Chendvankar
Company Secretary & Compliance Officer

August 10, 2022
Mumbai

Annexure 1**Statement of disclosure pursuant to Schedule V to the Companies Act, 2013 in relation to item no. 4 of the Notice****I. General Information**

1. Nature of Industry

The Company is registered as Non-Banking Financial Company (NBFC) and engaged in the lending business. Major products of the Company comprise of Loan against the collateral of Gold and Business loans, etc.

2. Date or expected date of commencement of commercial production – Not applicable

3. Financial performance of the Company.

(₹ In Lakhs)

Particulars	Financial Year		
	2021-2022	2020-2021	2019-2020
Gross Turnover	7,005.65	2,441.98	1,929.52
Profit/(Loss) before Tax	1,067.69	173.51	558.06
Profit/(Loss) after Tax	737.21	68.45	409.89
Dividend	8.88	7.65	14.34

4. Foreign investments or collaborations

As on March 31, 2022, the total Foreign Shareholding on fully diluted basis is 85,32,164 equity shares constituting 7.46% of the paid-up share capital which includes Foreign Direct Investments holding 60,02,365 Compulsorily Convertible Debentures, Foreign Portfolio Investor holding of 25,12,058 equity shares and NRI (Re-Patriation basis) holding of 17,741 equity shares.

II. Information about the appointee

1. Background details

Mr. Rohanjeet Singh Juneja, has over 17 years of experience in research, strategy, portfolio management, financial analysis, mergers and acquisitions, etc. He started his career as Equity Research Associate with Keefe Bruyette & Woods and was elevated to the position of Assistant Vice President. He worked with FrontPoint Partners, L.P. as Financial Analyst and Vice President where he extensively worked on analysis, research and investment in financial services and real estate companies in India and USA. Post FrontPoint Partners, Mr. Juneja was associated with Seawolf Capital LLC as Vice President, responsible for investing and managing a portfolio of listed equities within financial services companies in India and USA. He also worked on companies in similar sectors located in Australia, Brazil and Canada.

2. Past Remuneration

(₹ In Lakhs)

Particulars	Financial Year		
	2021-2022	2020-2021	2019-2020
Salary, Allowance & Perquisites	64.84	52.59	17.89
Provident Fund Contribution	2.5	3.6	0.94
Total	67.34	56.19	18.83

Note: Contribution to Provident Fund & Superannuation/Gratuity payable is not included in the computation of the ceiling on managerial remuneration specified in Schedule V to the Companies Act, 2013.

3. Recognition or awards

Mr. Rohanjeet Singh Juneja, age 41 years, is an investment banker and hedge fund manager with over 17 years of experience in research, strategy, portfolio management, financial analysis and mergers & acquisitions.

4. Job profile and his suitability

He is Managing Director & CEO of the Company. He is a key member in devising and implementing corporate growth strategy for the Company.

5. Remuneration proposed

As stated in Item No. 4 of the Explanatory Statement.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person

The remuneration for the similar position in the industry, having regard to the size of the companies and profile of persons is not less than the proposed remuneration of Mr. Rohanjeet Singh Juneja.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any – Not applicable.

III. Other information:

1. Reasons of loss or inadequate profits.

(a) FY 2021-22 witnessed further expansion of the offline branch network in multiple cities which requires upfront investment in building the infrastructure. This is needed to acquire market share and improve business volumes and manage customer engagement programs better.

(b) The Company's strategic interventions to invest and build customer focused digital and technology infrastructure requires upfront capital commitment. It is critical to be able to cater to evolving needs of the customers, build and launch new products, improve operational efficiencies through automation efforts and create an ecosystem focused to promote productivity and performance. It will enable the Company to drive a customer centric culture and align the business to emerging opportunities in future.

2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms.

(a) Transition to an omni-channel business distribution strategy to cover the last mile MSME customers in the cash-carry segment.

(b) Increasing focus to leverage technology to build collaborative partnerships in the financial ecosystem to ensure that the capital goes a longer mile to deliver efficiency as the Company expands its focus to new regions and empower MSME borrowers through relevant credit solutions.

(c) Looking beyond the short-term challenges, the Company has undertaken strategic initiatives to improve business volumes, improve its cashflows, reduce costs, retain talent and recalibrate its sales and distribution strategy alongwith marketing to improve customer engagement and deliver better results across business verticals.

Annexure 2**Information required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard (SS)-2 with respect to Appointment/Re-Appointment of Directors:**

Name of Director	Mr. Rohanjeet Singh Juneja	Mrs. Rushina Mehta
Category	Managing Director & CEO	Non-Executive Non-Independent
Date of Birth and Age	November 06, 1980 Age – 41 years	December 05, 1982 Age – 39 years
Nationality	Indian	Indian
DIN	08342094	01042204
Date of re-appointment/first appointment on the Board	December 17, 2019	June 17, 2022
Expertise in specific functional areas	Investment Banking	Financial Accounting and Auditing
Qualifications	Chartered Financial Analyst from CFA Institute, USA	1. University of Mumbai with specialization in financial accounting and auditing. 2. MA Inclusion (Special Educational Needs) from University of Birmingham
Last drawn remuneration (including sitting fees and commission)	₹ 64.84 lakhs p.a. for FY 2021-2022	Not Applicable
Directorship held in other companies	DFL Technologies Private Limited	NRAM Regent Private Limited
Membership/Chairmanship of Committees of other public companies as on August 10, 2022 (only Statutory Committees as required to be constituted under the Act are considered)	Member – Stakeholders Relationship Committee	NIL
Shareholdings (%) of Non-Executive Director in the Company including shareholding as a beneficial owner	Not Applicable	13.45%
Relationship with other Directors/Manager/Key Managerial Personnel	None	None
The number of Meetings of the Board attended during the F.Y. 2021-22	06	NIL
Brief Profile	Mr. Rohanjeet Singh Juneja, has over 17 years of experience in research, strategy, portfolio management, financial analysis, mergers and acquisitions, etc. He started his career as Equity Research Associate with Keefe Bruyette & Woods and was elevated to the position of Assistant Vice President. He worked with FrontPoint Partners, L.P. as Financial Analyst and Vice President where he extensively worked on analysis, research and investment in financial services and real estate companies in India and USA. Post FrontPoint Partners, Mr. Juneja was associated with Seawolf Capital LLC as Vice President, responsible for investing and managing a portfolio of listed equities within financial services companies in India and USA. He also worked on companies in similar sectors located in Australia, Brazil and Canada.	Mrs. Rushina Mehta has graduated from University of Mumbai with specialization in financial accounting and auditing. She further completed her MA Inclusion (Special Educational Needs) from University of Birmingham. Mrs. Rushina Mehta is an entrepreneur and a Director in NRAM Regent Private Limited.

For TruCap Finance Limited
(formerly Dhanvarsha Finvest Limited)

August 10, 2022
Mumbai

Sd/-
Lalit Chendvankar
Company Secretary & Compliance Officer