

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 Tuesday, March 28, 2023, 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:

Item No. 1: Rescinding of Resolution No. 1 passed at the Extra-Ordinary General Meeting of the Company held on January 18, 2023

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, read with Clause 11 of the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), resolution no. 1 passed at the extra-ordinary general meeting of the Company held on January 18, 2023, as a Special Resolution for approving issue up to 26,82,762 (Twenty-Six Lakhs Eighty-Two Thousand Seven Hundred and Sixty-Two) equity shares of the Company having a face value of ₹ 2/- (Rupees Two only) each at an issue price of ₹ 74.55/- (Rupees Seventy-Four and Paise Fifty-Five only) per equity share (inclusive of premium of ₹ 72.55/- (Rupees Seventy-Two and Paise Fifty-Five only) per equity share), for an aggregate consideration not exceeding ₹ 19,99,99,907/- (Rupees Nineteen Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Seven only) to Zeal Global Opportunities Fund, a Category I Foreign Portfolio Investor registered with SEBI, be and is hereby rescinded.”

Item No. 2: Rescinding of Resolution No. 2 passed at the Extra-Ordinary General Meeting of the Company held on January 18, 2023

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the relevant provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, read with Clause 11 of the Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), provisions of the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), resolution no. 2 passed at the extra-ordinary general meeting of the Company held on January 18, 2023, as a Special Resolution for approving issue up to 80,48,289 (Eighty Lakhs Forty-Eight Thousand Two Hundred and Eighty-Nine) convertible warrants of the Company, at an issue price of ₹ 74.55/- (Rupees Seventy-Four and Paise Fifty-Five only) per warrant, for an aggregate consideration not exceeding ₹ 59,99,99,945/- (Rupees Fifty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Forty-Five only) to Zeal Global Opportunities Fund, a Category I Foreign Portfolio Investor registered with SEBI, be and is hereby rescinded.”

Item No. 3: To consider and approve TruCap Employee Retention Plan

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, Foreign Exchange Management Act, 1999 (“FEMA”), the rule(s) and regulation(s) framed thereunder and any rule(s), circular(s), notification(s), guideline(s) and regulation(s) issued by the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), the Memorandum and Articles of Association of the Company, and any other applicable laws, including any statutory modification or re-enactment thereof and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the Members of the Company, be and is hereby accorded to take on record and approve the TruCap Employee Retention Plan (“Plan”) instituted by Wilson Holdings Private Limited, Promoter of the Company, implemented by the Trust, which will be formed for the purpose of the Plan (“Trust”) for the benefit of employees of the Company (“Identified Employees”).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee of the Board ("**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 but not limited to taking such steps as may be necessary and to settle any matters arising out of or incidental thereto and sign and execute deeds, applications, documents and writings that may be required on behalf of the Board and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution, any statutory filings with the Ministry of Corporate Affairs, Stock Exchange(s) and / or any other statutory or regulatory authority as required under the applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to recommend the names of the Identified Employees to the Trust for the purpose of the Plan."

By Order of the Board of Directors
Sd/-
Sonal Sharma
Company Secretary & Compliance Officer

Mumbai
February 13, 2023

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. 22/2020 dated June 15, 2020, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 03/2022 dated May 05, 2022 and General Circular No. 11/2022 dated December 28, 2022 (collectively referred to as "**MCA Circulars**"), the Company is being permitted for convening the Extra Ordinary General Meeting ("**EGM**") through Video Conferencing ("**VC**") or Other Audio-Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 and rules made thereunder ("**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall 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 Circular No. 14/2020 dated April 08, 2020, as amended, issued by MCA, the facility to appoint proxy to attend and cast vote for the members is not applicable for the EGM. However, 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. EGM has been convened through VC / OAVM in compliance with applicable provisions of the Act read with the aforesaid MCA Circulars.
4. The explanatory statement pursuant to Section 102 of the Act, relating to the Special Business to be transacted as mentioned in the notice of the EGM ("**Notice**"), is annexed hereto.
5. To support the 'Green Initiative', Members who have not registered their email addresses so far, are requested to register their email addresses with their Depository Participants ("**DPs**") in case the shares are held by them in electronic form / dematerialized form and with MCS Share Transfer Agent Limited ("**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.
6. 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 / dematerialized form and to RTA in case the shares are held by them in physical form.
7. Relevant documents referred to in the Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to corpsec@trucapfinance.com.

8. 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, the Company is providing facility of remote e-voting to its Members through e-voting agency, i.e., Central Depository Services (India) Limited ("**CDSL**").
9. 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.
10. Only those Members, whose names appear in Register of Members / List of beneficial owners as on Tuesday, March 21, 2023 ("**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. A 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 of the Company within 2 (Two) working days from the date of the 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., Tuesday, March 28, 2023.
14. A proxy is allowed to be appointed under Section 105 of the Act to attend and vote at the EGM on behalf of a Member who is not able to attend personally. Since the EGM 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 the Notice.
15. Pursuant to Section 101 of the Act, electronic copy of the Notice inter-alia indicating the process and manner of e-voting is being sent to all the Members whose email ids are registered with the Company / DPs as on Wednesday, March 01, 2023, for communication purposes unless any Member has requested for a hard copy of the same.

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

1. 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 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 business to be transacted at the EGM. 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 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 served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Statutory Auditors etc., who are allowed to attend the EGM without restriction on account of first come first served 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 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 EGM through VC / OAVM and cast their votes through e-voting.
6. In line with MCA Circulars, the Notice calling the EGM 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, i.e., BSE Limited at www.bseindia.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.

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

- (i) The voting period begins on Saturday, March 25, 2023, at 09.00 A.M. (IST) and ends on Monday, March 27, 2023, 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., Tuesday, March 21, 2023, 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 abovesaid 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 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.

Type of shareholders	Login Method
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 or joining virtual meeting & voting during the meeting.
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 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 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 and joining virtual meeting 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) 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. 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 & 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 and 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 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending the EGM & e-voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend the EGM 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 EGM. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the EGM through laptops / tablets 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 EGM.
6. Please note that participants connecting from mobile devices or tablets or through laptop connecting through 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 technical glitches.
7. Shareholders 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 EGM, 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 EGM but have queries may send their queries in writing 5 (Five) days prior to 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.
9. Only those Members, who are present in the EGM 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 EGM.
10. If any votes are cast by the Members through the e-voting available during the EGM and if the same Members have not participated in the EGM through VC / OAVM facility, then the votes cast by such Members may be considered invalid as the facility of e-voting during the EGM is available only to the Members attending the EGM.

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 and to the RTA at subodh@mcsregistrars.com.
2. For Members holding shares in dematerialized mode - Please update the e-mail id & mobile no. with the respective Depository Participant (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 Nos. 1 and 2

The Members of the Company at the Extra-Ordinary General Meeting held on January 18, 2023 had approved preferential issue of (a) 26,82,762 equity shares at an issue price of ₹ 74.55/- per share ("**Equity Shares**") and (b) 80,48,289 convertible warrants at an issue price of ₹ 74.55/- per warrant ("**Warrants**") (hereinafter Equity Shares and Warrants collectively referred to as "**Securities**"), to Zeal Global Opportunities Fund, a Category I Foreign Portfolio Investor ("**Proposed Allottee**") registered with Securities and Exchange Board of India ("**SEBI**"), in non-promoter category.

The Board of Directors of the Company vide resolutions passed by way of circulation dated February 02, 2023, approved rescinding of resolutions passed at the Board Meeting held on December 19, 2022, related to aforesaid preferential issue as the Proposed Allottee did not subscribe to the preferential issue within the time limit prescribed under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

As per Clause 11 of Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, a resolution passed at the general meeting shall not be rescinded otherwise than by a resolution passed at a subsequent general meeting.

The Board recommends the above resolution nos. 1 and 2 to be passed as Ordinary Resolution(s).

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

Item No. 3

Wilson Holdings Private Limited ("**Promoter**") has proposed to institute TruCap Employee Retention Plan ("**Plan**") for the benefit of the employees of the Company as defined in the Plan ("**Identified Employees**"). Pursuant to the said Plan, the Promoter along with Mrs. Minaxi Mehta will transfer up to 70,00,000 equity shares of the Company (or such revised number of Equity Shares as may be available pursuant to any corporate action) ("**Equity Shares**") held by the Promoters to Wilson Growth Private Limited, a wholly owned subsidiary of the Promoter ("**WOS**"). Pursuant to the proposed Plan, a trust will also be incorporated to implement the Plan ("**Trust**"). Subject to the conditions more particularly set forth in the Plan, 40% cash bonus will be paid upon completion of 2 years from the date of issuance of grant letter by the Trust to the Identified Employee(s) ("**Letter of Grant**") ("**First Payout Date**") and balance 60% of the cash bonus will be paid at the end of 3 years from First Payout Date. The WOS will sell the Equity Shares, in one or more tranches, in accordance with the Letter of Grant and the proceeds from the sale of such Equity Shares (after deducting capital gain tax) will be transferred to the Trust for further disbursement to the Identified Employee(s). The Company proposes to take on record the Plan for the benefit of the employees of the Company. While this Plan is being instituted by the Promoter, the Company is seeking the approval of the Members by passing of special resolution to abide by good corporate governance practices and in the spirit of true and fair disclosure.

Accordingly, the Board of Directors of the Company ("**the Board**") at its meeting held on February 13, 2023, has approved the Plan, subject to the approval of the Members of the Company.

The main features of the Plan are as under:

1. Brief description of the Plan

The Promoter proposes to introduce Plan primarily with a view to (a) to motivate the Identified Employees of the Company with incentives and reward opportunities; and (b) to achieve sustained growth of the Company by aligning the interests of the Identified Employees with the long-term interests of the Company.

The Plan contemplates grant of cash bonus to the Identified Employees, in one or more tranches, as may be determined in accordance with the Plan. The Promoters will transfer up to 70,00,000 Equity Shares to WOS. Upon completion of 2 years and 5 years from the date of issuance of the Letter of Grant, and subject to the conditions more particularly set forth in the Plan, WOS will sell up to 70,00,000 Equity Shares (or such revised number of Equity Shares as may be available pursuant to any corporate action), in one or more tranches, and the proceeds from the sale of such Equity Shares will be transferred to the Trust for granting cash bonus to the Identified Employees on the basis of Letter of Grant issued by the Trust. All questions of interpretation pertaining to the Plan shall be determined by the Trust and such determination shall be final and binding upon all persons having an interest in the Plan. The Plan shall remain in effect until the cash bonus linked to the above limit of 70,00,000 Equity Shares (or such revised number of Equity Shares as may be available pursuant to any corporate action) is distributed by the Trust in accordance with the Plan. Any grant which is lapsed pursuant to paragraph 7 below (including any surplus cash bonus available with the Trust due to any termination of the Identified Employee), can be utilized by the Trust for issuance of grant to other Identified Employees.

The liability of paying taxes if any, in respect of the cash bonus shall be on the Identified Employees.

2. Total number of options to be granted

Not applicable as the Plan envisages a cash bonus to be given to the Identified Employees as decided by the Trust after taking into account the recommendations from the Nomination and Remuneration Committee of the Company ("**Committee**") and as may be approved by the Trust from time to time. If any Identified Employee ceases to be eligible for the payment of cash bonus, the Trust may at its discretion grant cash bonus to other eligible employee(s).

3. Identification of classes of employees entitled to participate and be beneficiaries in the scheme(s)

The Committee, based on the various criteria including role / designation of the employee, length of service with the Company, past performance record, future performance based on the agreed performance parameters, future potential of employee, etc. (which shall be decided from time to time) shall recommend the Identified Employees in one or more tranches for a grant under the Plan and the terms and conditions thereof, to the Trust. The Trust shall, at its discretion, issue Letter of Grant to such Identified Employees, through various schemes under the Plan, after considering the recommendations of the Committee.

4. Requirements of vesting and period of vesting

Not Applicable.

40% cash bonus will be paid at First Payout Date and balance 60% cash bonus will be paid at the end of 3 years from the date of First Payout Date, provided such Identified Employee(s) continues to remain in employment (other than in cases as more particularly set out in paragraph 7 below) and fulfils the performance criteria and such other conditions as more particularly specified in the Letter of Grant.

5. Maximum period within which the options shall be vested

Not Applicable. Please refer to paragraph 4 above.

6. Implementation of Plan through Trust

The Plan would be implemented through the Trust. WOS will sell the Equity Shares of the Company in one or more tranches and will disburse the proceeds (after deducting capital gain tax) to the Trust for further distribution to the Identified Employees as cash bonus subject to the terms of the Letter of Grant.

7. Conditions under which the Grant may lapse

- a. On death or permanent disability of the Identified Employee

In the event of death or permanent disability of an Identified Employee while in employment with the Company, subject to other conditions of the Plan, the cash bonus granted to him/her shall vest in the legal heirs of the deceased Identified Employee, immediately in accordance with the Letter of Grant.

- b. Termination for Cause and/or resignation

In the event of the termination for Cause, without Cause or due to voluntary resignation or abandonment of the employment on the part of the Identified Employee, then such Identified Employee will not be eligible for any cash bonus.

Cause shall mean, as determined by the Trust, and which include but not be limited to, (i) the engaging of the employee in wilful, reckless or grossly negligent misconduct which is determined by the Committee or the Trust to be detrimental to the interest of the Company or any of its affiliates, monetarily or otherwise, or (ii) the Identified Employee's pleading guilty to or conviction of a felony, or (iii) theft, sexual harassment, fraud, misfeasance, breach of trust or wrongful disclosure of any secret or confidential information about the Company to any third party, or (iv) employment of the employee in any other organization or provision of services by the employee for any other organization while employed with the Company.

- c. Redundancy or Constructive Dismissal

On account of Redundancy or Constructive Dismissal by the Company or termination of employment of the Identified Employee due to any corporate action wherein the corporate action is the proximate reason for such termination, the cash bonus will be paid to the Identified Employee, immediately in accordance with the Letter of Grant.

- d. Long Leave without approval

In the event of the termination of an Identified Employee's employment due to a long leave without authorization from the Company, then such Identified Employee will not be eligible for any cash bonus.

Disciplinary Inquiry - If the Identified Employee is undergoing disciplinary inquiry in accordance with the Company's policy or the Company discovers that the Identified Employee had committed any act which would constrain the Company to terminate his/her employment for Cause, the Trust may at its discretion and upon the recommendation of the Committee, delay the payout until the completion of the disciplinary inquiry. In the event if the Identified Employee is found guilty of the act in question, then the Trust shall forfeit the cash payout of such Identified Employee(s).

8. Exercise Price or pricing formula

Given that the Plan envisages a cash bonus, there is no exercise price contemplated.

9. Exercise Period and process of exercise

The Identified Employees shall receive 40% cash bonus on the First Payout Date and balance 60% cash bonus will be paid at the end of 3 years from the date of First Payout Date, subject to the fulfilment of the performance criteria mentioned in the Letter of Grant.

10. Lock-in period

There shall be no lock-in period, as this is a cash-based incentive scheme.

11. Appraisal process for determining the eligibility of the employees

The process for determining the eligibility of the employees will be recommended by the Committee and approved by the Trust and will be based on performance parameters as per the Plan and such other criteria as may be determined by the Trust at its sole discretion, from time to time.

12. Maximum number of options to be granted per employee and in aggregate

Not Applicable as the Plan is a cash-based incentive plan.

13. Maximum quantum of benefits to be provided per employee under the Plan

The maximum quantum of benefits provided to the Identified Employee will be the cash bonus provided to the Identified Employee. The quantum of such cash bonus will be subject to such performance conditions as may be specified in the Plan and the Letter of Grant issued therein.

14. Route of Plan implementation

The Plan shall be implemented by the Trust. The Promoters will transfer upto 70,00,000 Equity Shares to WOS. On the First Payout Date and at the end of 3 years from the First Payout Date and subject to the conditions more particularly set forth in the Plan, the WOS will sell up to 70,00,000 Equity Shares (or such revised number of Equity Shares as may be available pursuant to any corporate action), in one or more tranches, and the proceeds from the sale of such Equity Shares (after deducting capital gain tax) will be transferred to the Trust for further distribution to the Identified Employees.

15. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both

The Plan envisages the acquisition of Equity Shares by the WOS from the Promoters, hence no new issue of shares or secondary acquisition by the Trust will be required.

16. The amount of loan provided for implementation of the Plan by the Company to the Trust, its tenure, utilisation, repayment terms etc

Not Applicable.

17. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the Trust for the purchase under the Plan

The Plan does not envisage any acquisition of Equity Shares by the Trust. However, the WOS will acquire up to 70,00,000 Equity Shares from the Promoters representing 6.02% of the equity share capital of the Company (non-diluted basis).

18. Compliance with Accounting Policies

Not Applicable since the Plan is instituted by the Promoter and implemented through Trust.

19. Method of valuation of options

Not Applicable.

20. Terms & conditions for buyback, if any, of the options

Not Applicable.

The Trust shall have all the powers to take necessary decisions for effective implementation of the Plan. While this Plan is being instituted by the Promoter, the Company is seeking the approval of the Members by passing of Special Resolution to abide by good corporate governance practices and in the spirit of true and fair disclosure.

A copy of the draft Plan will be available for inspection electronically. Members seeking to inspect the same can send an email to corpsec@trucapfinance.com on all working days (Monday to Friday) between 10.00 A.M. (IST) and 05.00 P.M. (IST).

The Board recommends the above resolution as set out in Item No. 3 in the Notice for approval of the Members of the Company as a Special Resolution.

Except Mr. Rohanjeet Singh Juneja and other Key Managerial Personnel of the Company, none of the other Directors or their relatives in anyway are 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
Sd/-
Sonal Sharma
Company Secretary & Compliance Officer

Mumbai
February 13, 2023