

TRUCAP FINANCE LIMITED

(formerly Dhanvarsha Finvest Limited)

CIN: L24231MH1994PLC334457

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

Website: www.trucapfinance.com

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting ("**EGM**") of the Members of TruCap Finance Limited (formerly Dhanvarsha Finvest Limited) ("**Company**") will be held on Wednesday, January 18, 2023 at 03:00 P.M. (IST) at Satyanarayan Goenka Bhavan, Ajit Nagar, J.B. Nagar, Andheri (East), Mumbai - 400 059 to transact the businesses mentioned below:

Special Business:

Item No. 1: To issue Equity Shares on preferential basis to non-promoter

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 Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the "**Act**") and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "**ICDR Regulations**"), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be modified or re-enacted from time to time (hereinafter referred to as the "**Listing Regulations**"), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted from time to time (hereinafter referred to as the "**FEMA Regulations**") and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India ("**GOI**"), the Department for Promotion of Industry and Internal Trade ("**DPIIT**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Ministry of Corporate Affairs ("**MCA**"), the Competition Commission of India ("**CCI**"), concerned Stock Exchange(s) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be required from any regulatory and other appropriate authorities (including but not limited to the GOI, DPIIT, RBI, SEBI, MCA, Stock Exchange(s), CCI etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "**Board**"), which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to the Board to create, offer, issue and allot, in dematerialized form, up to 26,82,762 (Twenty-Six Lakhs Eighty-Two Thousand Seven Hundred and Sixty-Two) equity shares (hereinafter referred to as the "**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 cash, determined as on the Relevant Date (defined hereinunder) in accordance with the provisions of the ICDR Regulations and applicable laws, 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 the proposed allottee as mentioned in the explanatory statement in non-promoter category (hereinafter referred to as the "**Proposed Equity Allottee**"), in one or more tranches, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Equity Shares be offered and issued on the following terms and conditions:

- a) The Proposed Equity Allottee shall be required to bring in 100% of the consideration for the Equity Shares to be allotted to such Proposed Equity Allottee, on or before the date of allotment thereof;
- b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account(s) of the Proposed Equity Allottee;
- c) The Equity Shares to be allotted to the Proposed Equity Allottee shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- d) The Equity Shares so allotted to the Proposed Equity Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder;

- e) The Equity Shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval; and
- f) Allotment of the Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the “**Relevant Date**” for determining the price of the Equity Shares being allotted in the Preferential Issue in accordance with the ICDR Regulations, is Monday, December 19, 2022, being the date, which is 30 days prior to the date of shareholders meeting for approving the aforesaid Preferential Issue.

RESOLVED FURTHER THAT the Equity Shares to be allotted shall be fully paid up at the time of allotment and shall rank pari-passu with the then existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including allotment of Equity Shares, deciding the dates of allotment, revising the relevant date in accordance with applicable laws, deciding and / or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, letter of offer to the Proposed Equity Allottee, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository account(s) of the Proposed Equity Allottee, listing of the Equity Shares to be issued and / or allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, DPIIT, RBI, SEBI, MCA, Stock Exchange(s), CCI etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the Equity Shares, including utilization of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

Item No. 2: To issue Convertible Warrants on preferential basis to non-promoter

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 Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as the “**Act**”) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of Chapter V – “Preferential Issue” and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as “**ICDR Regulations**”), the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be modified or re-enacted from time to time (hereinafter referred to as the “**Listing Regulations**”), Foreign Exchange Management Act, 1999 read with Foreign Exchange Management (Transfer or Issue of a Security by a Person resident Outside India) Regulations, 2017, as may be modified or re-enacted from time to time (hereinafter referred to as the “**FEMA Regulations**”) and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities including but not limited to the Government of India (“**GOI**”), the Department for Promotion of Industry and Internal Trade (“**DPIIT**”), the Reserve Bank of India (“**RBI**”), the Securities and Exchange Board of India (“**SEBI**”), the Ministry of Corporate Affairs (“**MCA**”), the Competition Commission of India (“**CCI**”), concerned Stock Exchange(s) and other competent authorities, and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the GOI, DPIIT, RBI, SEBI, MCA, Stock Exchange(s), CCI etc.), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Members of the Company, be and is hereby accorded to the Board to create, offer, issue and allot, in dematerialised form, in one or more tranches, up to 80,48,289 (Eighty Lakhs Forty-Eight Thousand Two Hundred and Eighty-Nine) convertible warrants of the Company (hereinafter referred to as “**Warrants**”), at an issue price of ₹ 74.55/- (Rupees Seventy-Four and Paise Fifty-Five only) per warrant, for cash, determined as on the Relevant Date in accordance with ICDR Regulations and applicable laws, 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 the non-promoter allottee as mentioned in the explanatory statement (hereinafter referred to as the “**Proposed Warrant Allottee**”), by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the Warrants be offered and issued on the following terms and conditions:

- a) Each Warrant be convertible into one equity share having face value of ₹ 2/- (Rupees Two only) per equity share ("**Conversion Shares**") at a conversion price of ₹ 74.55/- (Rupees Seventy-Four and Paise Fifty-Five only) per equity share ("**Conversion Price**") in compliance with Chapter V of ICDR Regulations, or such number of equity shares after giving effect to the events specified in the clause (g) below on occurrence of adjustment events (hereinafter referred to as "**Adjustment Events**"), and can be exercised at any time within a period of 18 months from the date of issue of such Warrants, in one or more tranches, and on such other terms and conditions, subject to the ICDR Regulations;
- b) In accordance with Regulation 169(2) of the ICDR Regulations, at least minimum 25% of the consideration payable for the Warrants (and the equity shares into which they are converted), shall be paid by the Proposed Warrant Allottee to the Company on the date of allotment of the Warrants. The balance part of the total consideration shall be paid at the time of allotment of the equity shares pursuant to exercise of conversion against each Warrant by the Proposed Warrant Allottee. The amount paid against Warrants shall be adjusted / set-off against the price payable for the resultant equity shares;
- c) The amount paid on issue of Warrants shall be forfeited if such Warrants are not exercised within a period of 18 months from the date of issue of Warrants;
- d) The Warrants and the equity shares to be issued and allotted by the Company upon exercise of the Warrants in the manner aforesaid shall be in dematerialized form;
- e) The Warrants and the equity shares to be allotted to the Proposed Warrant Allottee pursuant to conversion of Warrants, shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- f) The equity shares to be issued and allotted by the Company on exercising of the option against the Warrants shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company;
- g) Pursuant to Regulation 166 of the ICDR Regulations, Adjustment Events shall also become applicable to the Warrants and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a warrant converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares; and
- h) The Warrants shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the Warrants is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval.

RESOLVED FURTHER THAT the "**Relevant Date**" for determination of issue price of the Warrants, in accordance with provisions of the ICDR Regulations, is Monday, December 19, 2022, being the date, which is 30 days prior to the date of shareholders meeting for approving the aforesaid preferential issue.

RESOLVED FURTHER THAT the equity shares to be allotted pursuant to the conversion of Warrants allotted in terms of this resolution shall be fully paid up at the time of allotment and shall rank pari-passu with the then existing equity shares of the Company in all respects and the same shall be subject to lock-in for such period as may be prescribed under the ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board / any Committee of the Board, be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorized representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including allotment of equity shares upon conversion of the Warrants, deciding the dates of allotment, revising the relevant date in accordance with applicable law, deciding and / or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, letter of offer to the Proposed Warrant Allottee, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities / lock-in of securities, giving credit for securities so allotted directly into the depository account(s) of the Proposed Warrant Allottee, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to GOI, DPIIT, RBI, SEBI, MCA, Stock Exchange(s), CCI etc. and such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising therefrom, including utilization of the issue proceeds, cancelling the unsubscribed portion (if any) and to execute all such affidavits, agreements, applications, deeds, declarations, documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the members or otherwise with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other committee of the Board to give effect to this resolution.”

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

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

**Mumbai
December 19, 2022**

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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE EGM. BLANK PROXY FORM IS ENCLOSED ALONG WITH THE NOTICE OF THE EGM (“**NOTICE**”) AND CAN ALSO BE OBTAINED FROM THE REGISTERED OFFICE OF THE COMPANY. PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 10% (Ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy for his/her entire shareholding and such person shall not act as a proxy for another person or shareholder.
3. During the period beginning 24 hours before the time fixed for the commencement of the EGM and ending with the conclusion of the EGM, a member would be entitled to inspect the proxies lodged at any time on all working days (except Saturday) during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. For the convenience of the members, Attendance Slip is annexed to this Notice. The members/proxy holders are requested to fill in and affix their signatures at the space provided therein and present the same at the venue.
5. Route map of the venue for the EGM is annexed to this Notice.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business under Item No. 1 and Item No. 2 of the Notice, is annexed hereto.
7. Relevant documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company, i.e. www.trucapfinance.com. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice upto the date of EGM. Members seeking to inspect such documents can send an email to corpsec@trucapfinance.com.
8. Institutional/Corporate Members (i.e. other than individual/HUF, NRI) intending to send their authorized representative at the EGM are requested to send scanned certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the EGM. The said resolution/authorisation shall be sent to the scrutiniser appointed by the Company on the registered email id i.e. njawasa@yahoo.co.in with a copy marked to corpsec@trucapfinance.com. The institutional members are encouraged to attend and vote at the EGM.
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. The members may also note that the Notice will also be available on the website of the Company i.e. www.trucapfinance.com. For any communication, the shareholders may also send requests to the designated e-mail id of the Company i.e. corpsec@

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 Notice is also available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the remote e-voting facility) i.e. www.evotingindia.com.

11. Pursuant to Section 101 of the Companies Act, 2013 read with rules made thereunder, 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/Depository Participants(s) as on Thursday, December 22, 2022 for communication purposes unless any member has requested for a hard copy of the same. For the members who have not registered their email address, physical copies of the Notice inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. All the members are requested to register their e-mail id with the Registrar and Share Transfer Agent of the Company i.e. M/s. MCS Share Transfer Agent Limited for the purpose of service of documents under Section 20 of the Companies Act, 2013 by e-mode instead of physical service of documents.
13. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository Participants (DPs), in case the shares are held by them in electronic form/demat form and with M/s. MCS Share Transfer Agent Limited, 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 e-mail address and mobile number to the Company's e-mail id i.e. corpsec@trucapfinance.com.
14. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail 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 Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to M/s. MCS Share Transfer Agent Limited in case the shares are held by them in physical form.
15. **Remote e-Voting:** Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), the Company is providing facility of remote e-voting to its members through e-voting agency CDSL.
 - (a) Only those Members, whose names appear in Register of Members / List of beneficial owners as on Wednesday, January 11, 2023 ("**Cut-off Date**") shall be entitled to vote (through remote e-voting and during EGM) 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.
 - (b) The Board of Directors has appointed M/s. Nishant Jawa & Associates, Company Secretaries, (FCS 6557 holding Certificate of Practice No. 6993 with the Institute of Company Secretaries of India), as the Scrutinizer to scrutinize the remote e-voting and voting during the EGM in a fair and transparent manner.
 - (c) 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 of the Company within 2 (Two) working days from the date of EGM at the registered office of the Company.
 - (d) Any person, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holds shares as of the Cut-off Date, may obtain the login ID and password by sending a request through e-mail at M/s. MCS Share Transfer Agent Limited mentioning their demat account number/ folio number, PAN, name and registered address.

THE INTRUCTIONS FOR THE SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

Step 1 - Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode.

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

- (i) The voting period begins on Sunday, January 15, 2023 at 09:00 A.M. (IST) and ends on Tuesday, January 17, 2023 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 (record date) Wednesday, January 11, 2023 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.

Step 1 - Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat 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 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 e-mail Id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode with 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 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 your vote during the remote e-voting period. Additionally, there is 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 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 able to directly access the system of all e-voting Service Providers.

Type of shareholders	Login Method
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 re-directed to e-voting Service Provider website for casting your vote during the remote e-voting period. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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

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 toll free no.: 1800 22 55 33
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.

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

- (v) Login method for Remote e-voting for Physical shareholders and shareholders other than individual 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). <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by the Company/Registrar and Share Transfer Agent (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. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in 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' on which you choose to vote.
- (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 de-linked 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 mandatorily 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 corpsec@trucapfinance.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders - Please provide necessary details like Folio No., Name of the 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 e-mail to the Company at corpsec@trucapfinance.com and to the Registrar and Share Transfer Agent of the Company i.e. M/s. MCS Share Transfer Agent Limited at subodh.mcssta@gmail.com.
2. For Demat shareholders - Please update your e-mail id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-voting from the CDSL e-voting system, you can write an e-mail 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 (CDSL), 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 e-mail to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1 and 2:

The Company proposes to raise funds by way of issuance of the equity shares to the Proposed Equity Allottee and convertible warrants to the Proposed Warrant Allottee specified hereinbelow. The Proposed Equity Allottee and Proposed Warrant Allottee hereinafter together collectively referred to as the (“Proposed Allottee”).

Pursuant to the provisions of Sections 23, 42 and 62 of the Companies Act, 2013 read with rules framed thereunder, as amended (the “Act”) further read with provisions of Chapter V - “Preferential Issue” of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“ICDR Regulations”) and on the terms and conditions and formalities as stipulated in the Act and the ICDR Regulations, a company can undertake preferential allotment / private placement of such equity shares and convertible warrants only after obtaining prior approval of the Members of the Company by way of special resolution.

Accordingly, the Board of Directors of the Company (“Board”) in their meeting held on December 19, 2022, subject to necessary approval(s), have, inter alia, approved the proposal for raising of funds by issue of the following, at an issue price determined in accordance with the ICDR Regulations and applicable laws:

- (i) Equity shares to the following Proposed Equity Allottee on preferential basis.

Sr. No.	Name of the Proposed Equity Allottee	Number of Equity Shares proposed to be allotted	Total Consideration (In ₹)
1.	Zeal Global Opportunities Fund	26,82,762	19,99,99,907
Total		26,82,762	19,99,99,907

- (ii) Convertible warrants to following Proposed Warrant Allottee on preferential basis.

Sr. No.	Name of the Proposed Warrant Allottee	Number of Convertible Warrants proposed to be allotted	Total Consideration (In ₹)
1.	Zeal Global Opportunities Fund	80,48,289	59,99,99,945
Total		80,48,289	59,99,99,945

The equity shares and the convertible warrants are collectively referred to as “Securities”.

The Proposed Allottee for equity shares and convertible warrants have expressed their intent to subscribe to the Securities.

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

1. Objects of the Preferential Issue:

To meet long-term working capital requirements, investment, capital expenditure to support business expansion, repayment of loan(s), operations and general corporate purposes of the Company.

2. Maximum number of specified securities to be issued/ the total number of Securities, kinds of Securities and price at which Securities are being offered and the funds intended to be raised by the Proposed Issue:

The Board intends to offer, issue and allot up to (i) 26,82,762 equity shares having a face value of ₹ 2/- (Rupees Two only) each at a 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) aggregating and not exceeding ₹ 19,99,99,907/- (Rupees Nineteen Crores and Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Seven only) and (ii) 80,48,289 convertible warrants at an issue price of ₹ 74.55/- (Rupees Seventy-Four and Paise Fifty-Five only) each, aggregating and not exceeding ₹ 59,99,99,945/- (Rupees Fifty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Forty-Five only), determined as on the Relevant Date in accordance with the provisions of the ICDR Regulations and applicable laws.

Therefore, a total amount not exceeding ₹ 79,99,99,852/- (Rupees Seventy-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Eight Hundred and Fifty-Two only) will be raised by the Company by way of issue of Securities.

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

None of the Promoters, Directors or Key Managerial Personnel of the Company is subscribing to the equity shares/ convertible warrants.

4. Terms of Issue of the Equity Shares and convertible warrants on preferential basis:

The allotment of equity shares and convertible warrants shall be completed, within a period of 15 (Fifteen) days from the date of passing of the resolution by the Members of the Company, provided that, where the allotment is pending on account of pendency of any approval from any regulatory authority including SEBI, the allotment shall be completed by the Company within a period of 15 (Fifteen) days from the date of receipt of such approvals.

(a) Terms of Issue of the Equity Shares:

- (i) The Proposed Equity Allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such Proposed Equity Allottee, on or before the date of allotment thereof;
- (ii) The consideration for allotment of equity shares shall be paid to the Company from the bank account(s) of the Proposed Equity Allottee;
- (iii) The equity shares to be allotted to the Proposed Equity Allottee shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- (iv) The equity shares so allotted to the Proposed Equity Allottee shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under ICDR Regulations except to the extent and in the manner permitted thereunder;
- (v) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- (vi) Allotment of the equity shares shall only be made in dematerialized form; and
- (vii) The equity shares allotted shall rank pari passu with the then existing equity shares of the Company.

(b) Terms of Issue of convertible warrants:

The convertible warrants would be allotted on the following terms:

- (i) Each warrant be convertible into one equity share having face value of ₹ 2/- (Rupees Two only) per equity share ("**Conversion Shares**") at a conversion price of ₹ 74.55/- (Rupees Seventy-Four and Paise Fifty-Five only) per equity share ("**Conversion Price**") in compliance with Chapter V of the ICDR Regulations, or such number of equity shares after giving effect to the events specified in the clause (vii) below on occurrence of adjustment events ("**Adjustment Events**"), and can be exercised at any time within a period of 18 months from the date of allotment of such warrants, in one or more tranches, and on such other terms and conditions, subject to the ICDR Regulations;
- (ii) In accordance with Regulation 169(2) of the ICDR Regulations, at least minimum 25% of the consideration payable for the warrants (and the equity shares into which they are converted), shall be paid by the Proposed Warrant Allottee to the Company on the date of allotment of the warrants. The balance part of the total consideration shall be paid at the time of allotment of the equity shares pursuant to exercise of conversion against each warrant by the Proposed Warrant Allottee. The amount paid against warrants shall be adjusted / set-off against the price payable for the resultant equity shares;
- (iii) The amount paid on issue of warrants shall be forfeited if such warrants are not exercised within a period of 18 months from the date of issue of warrants;
- (iv) The convertible warrants and the equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner aforesaid shall be in dematerialized form;
- (v) The warrants and the equity shares to be allotted to the Proposed Warrant Allottee pursuant to conversion of warrants, shall be under lock-in for such period as may be prescribed under the ICDR Regulations;
- (vi) Equity shares to be issued and allotted by the Company on exercising of the option against the warrants shall rank pari-passu in all respects with the then existing fully paid-up equity shares of the Company;
- (vii) Pursuant to Regulation 166 of the ICDR Regulations, Adjustment Events shall also become applicable to the convertible warrants and shall mean any: (i) issue of new equity shares or other securities convertible into equity shares by the Company by way of capitalization of profits or reserves; (ii) bonus issue of equity shares; (iii) consolidation, reclassification, sub-division, share split, combination or reduction of the equity share capital or other analogous adjustment relating to the equity share capital by the Company (or any shares or stocks

derived therefrom); or (iv) amalgamation, merger, reconstruction or other reorganisation affecting the share capital of the Company (or any shares or stock derived therefrom). Upon the occurrence of an Adjustment Event, the number of Conversion Shares that a warrant converts into shall automatically be proportionally adjusted to reflect the effect of such Adjustment Event on the equity shares or other securities convertible into equity shares;

- (viii) The warrants shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the warrants is pending on account of pendency of any approval by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of such approval;
- (ix) Upon exercise of warrants and on receipt of the balance part of the total consideration as per Regulation 169(2) of the ICDR Regulations, and subject to the Adjustment Events as above, the Board shall allot one equity share per warrant by appropriating ₹ 2/- (Rupees Two only) towards equity share capital and the balance towards premium; and
- (x) The warrants by itself do not give to the holder thereof any rights of the members of the Company.

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

Name of the Shareholder	Pre-issue shareholding i.e. Existing shareholding as on December 19, 2022 i.e. the date of notice of EGM		Pre-issue shareholding i.e. before allotment of proposed equity shares and conversion of convertible warrants into equity shares but post conversion of Existing Convertible Securities		Post issue shareholding i.e., post allotment of proposed equity shares and conversion of convertible warrants into equity shares and also post conversion of Existing Convertible Securities	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
(A) Promoter & Promoter Group						
Indian	7,00,24,287	60.25	7,00,24,287	58.85	7,00,24,287	53.98
Foreign	0	0.00	0	0.00	0	0.00
Sub Total (A)	7,00,24,287	60.25	7,00,24,287	58.85	7,00,24,287	53.98
(B) Public						
1. Institutions (Domestic)						
a. Mutual Funds/UTI	80,000	0.07	80,000	0.07	80,000	0.06
b. Venture Capital Funds	0	0.00	0	0.00	0	0.00
c. Alternate Investment Funds	0	0.00	0	0.00	0	0.00
d. Banks	0	0.00	0	0.00	0	0.00
e. Insurance Companies	0	0.00	0	0.00	0	0.00
f. Provident/Pension Funds	0	0.00	0	0.00	0	0.00
g. Asset Reconstruction	0	0.00	0	0.00	0	0.00
h. Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
i. NBFCs registered with RBI	0	0.00	0	0.00	0	0.00
j. Other Financial Institutions	0	0.00	0	0.00	0	0.00
k. Any Other (specify)	0	0.00	0	0.00	0	0.00
Sub Total (B) (1)	80,000	0.07	80,000	0.07	80,000	0.06
2. Institutions (Foreign)						
a. Foreign Direct Investment	70,52,500	6.07	97,04,479	8.16	2,04,35,530	15.75
b. Foreign Venture Capital Investors	0	0.00	0	0.00	0	0.00
c. Sovereign Wealth Funds	0	0.00	0	0.00	0	0.00
d. Foreign Portfolio Investors (Category I)	27,60,891	2.38	27,60,891	2.32	27,60,891	2.13
e. Foreign Portfolio Investors (Category II)	0	0.00	0	0.00	0	0.00
f. Overseas Depositories (Holding DRs)	0	0.00	0	0.00	0	0.00
g. Any Other (Specify)	0	0.00	0	0.00	0	0.00
Sub Total (B) (2)	98,13,391	8.44	1,24,65,370	10.48	2,31,96,421	17.88
3. Central/State Government(s)						
a. Central Government/President of India	0	0.00	0	0.00	0	0.00
b. State Government/Governor	0	0.00	0	0.00	0	0.00
c. Shareholding by Companies or Body Corporate where Government is Promoter	0	0.00	0	0.00	0	0.00
Sub Total (B) (3)	0	0.00	0	0.00	0	0.00
4. Non-Institutions						
a. Associate Companies/Subsidiaries	0	0.00	0	0.00	0	0.00
b. Directors and their relatives (excluding Independent Director & Nominee Director)	26,21,421	2.26	26,21,421	2.20	26,21,421	2.02

Name of the Shareholder	Pre-issue shareholding i.e. Existing shareholding as on December 19, 2022 i.e. the date of notice of EGM		Pre-issue shareholding i.e. before allotment of proposed equity shares and conversion of convertible warrants into equity shares but post conversion of Existing Convertible Securities		Post issue shareholding i.e., post allotment of proposed equity shares and conversion of convertible warrants into equity shares and also post conversion of Existing Convertible Securities	
	No. of Shares	%	No. of Shares	%	No. of Shares	%
c. Key Managerial Personnel	3,312	0.00	3,312	0.00	3,312	0.00
d. Relatives of Promoter (other than immediate relatives)	0	0.00	0	0.00	0	0.00
e. Trusts	0	0.00	0	0.00	0	0.00
f. Investor Education & Protection Fund (IEPF)	0	0.00	0	0.00	0	0.00
g. Individuals	2,76,98,588	23.83	2,78,21,315	23.38	2,78,21,315	21.45
h. Non-Resident Indians (NRI)	3,36,185	0.29	3,36,185	0.28	3,36,185	0.26
i. Foreign Nationals	0	0.00	0	0.00	0	0.00
j. Foreign Companies	0	0.00	0	0.00	0	0.00
k. Bodies Corporate	56,37,532	4.85	56,37,532	4.74	56,37,532	4.35
l. Any Other (Specify)	0	0.00	0	0.00	0	0.00
Sub Total (B)(4)	3,62,97,038	31.23	3,64,19,765	30.61	3,64,19,765	28.08
Sub Total (B)=B1+B2+B3+B4	4,61,90,429	39.75	4,89,65,135	41.15	5,96,96,186	46.02
C. Non-Promoter Non-Public						
a. Custodian/DR Holder	0	0.00	0	0.00	0	0.00
b. Employee Benefit Trust	0	0.00	0	0.00	0	0.00
Total (C)	0	0.00	0	0.00	0	0.00
Grand Total = (A)+(B)+(C)	11,62,14,716	100.00	11,89,89,422	100.00	12,97,20,473	100.00

#Pre-issue shareholding is computed after considering conversion of all existing convertible warrants into equity shares i.e. 27,74,706 warrants.

*Post Issue shareholding is computed after considering conversion of all aforesaid existing warrants into equity shares, the proposed issue of equity shares and conversion of the proposed convertible warrants into equity shares.

Notes:

- The pre issue shareholding pattern also includes equity shares allotted to eligible ESOP holder on December 19, 2022.
- The above post issue shareholding pattern is based on the assumption of full subscription of the proposed issue of equity shares and convertible warrants.
- One of the public shareholder i.e., Aviator Emerging Market Fund, a Foreign Portfolio Investor (CAT-1) registered with SEBI (Aviator), holds 70,52,500 equity shares of the Company comprising of 67,74,100 equity shares under FDI category and 2,78,400 equity shares under FPI category. Further Aviator also holds 26,51,979 convertible warrants allotted under FDI. Kindly note that the entire holding of Aviator (including FPI category) has been clubbed under FDI category for ensuring compliance with note no. 4 of the revised format of shareholding pattern issued by SEBI vide its circular dated June 30, 2022.
- The details of the individuals holding 1,22,727 convertible warrants are included in the diluted shareholding column under individual category.

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

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

7. Details (including class/category) of the Proposed Allottee and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the Proposed Allottee:

Sr. No.	Name of the Proposed Allottee, PAN and Address	Category (Whether FPI/Individual/HUF/Body Corporate)	Name of the Natural persons who are the ultimate beneficial owners	Security proposed to be allotted
1.	Zeal Global Opportunities Fund PAN: AACCW2342L Address: c/o Tri-Pro Administrators Ltd, Level 5, Maeva Tower, Bank Street, Cybercity, Ebene, Mauritius.	Foreign Portfolio Investor	Mr. Darryl Noik	Equity Shares and Convertible Warrants

The percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Sr. No.	Name of the Proposed Allottee	Pre-issue shareholding i.e. Existing shareholding as on December 19, 2022 i.e. the date of notice of EGM		Pre-issue shareholding i.e. before allotment of proposed equity shares and conversion of convertible warrants into equity shares but post conversion of Existing Convertible Securities (Warrants)		No. of equity shares proposed to be allotted	No of convertible warrants proposed to be allotted	Post issue shareholding i.e. post allotment of proposed equity shares and conversion of convertible warrants into equity shares and also post conversion of Existing Convertible Securities (Warrants)*	
		No. of shares	% of holding	No. of shares	% of holding			No. of shares	% of holding
1.	Zeal Global Opportunities Fund	0	0	0	0	26,82,762	80,48,289	1,07,31,051	8.27

**Post Issue shareholding is computed after considering conversion of all aforesaid existing, warrants into equity shares, proposed issue of equity shares and conversion of proposed convertible warrants into equity shares. Further, the aforesaid shareholding pattern does not include any stock options issued by the Company whether vested or otherwise.*

Note: The above post issue shareholding pattern is based on the assumption of full subscription of the proposed issue of equity shares and convertible warrants.

The change in control, if any, in the Company that would occur consequent to the preferential offer:

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment.

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

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

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

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

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

In compliance with Regulation 151(3) of the ICDR Regulations, the Company confirms that none of the promoters and directors of the Company are fugitive economic offender.

Further, in compliance with Regulation 151(4) of the ICDR Regulations, the Company confirms that there are no outstanding dues to SEBI, the stock exchange(s) or the depositories.

10. Relevant Date:

The "Relevant Date" in terms of Regulation 161(a) and (b) of the ICDR Regulations read with the explanation given thereunder, for determination of minimum price is Monday, December 19, 2022, being a date, which is 30 (Thirty) days prior to the date of Extra-Ordinary General Meeting of the Company.

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

The equity shares of the Company are listed on BSE Limited for a period of more than 90 trading days as on the relevant date i.e. Monday, December 19, 2022 and are frequently traded in accordance with the ICDR Regulations.

In terms of the applicable provisions of the ICDR Regulations, the price at which the equity shares shall be allotted shall not be less than higher of the following:

- the 90 (Ninety) trading days' volume weighted average price of the Equity Shares of the Company quoted on BSE Limited, preceding the Relevant Date, i.e. ₹ 74.30/- (Rupees Seventy-Four and Paise Thirty only) per equity share; or
- the 10 (Ten) trading days' volume weighted average price of the Equity Shares of the Company quoted on BSE Limited, preceding the Relevant Date, i.e. ₹ 73.06/- (Rupees Seventy-Three and Paise Six only) per equity share.

Further, the Articles of Association of the Company does not contain any restrictive provision for preferential allotment and does not contain any article which provides for particular method for determination of price in case of preferential issue.

Further, since the proposed allotment is more than 5% of the post issue fully diluted equity share capital of the Company to the Proposed Allottee, as per the proviso to Regulation 166A(1) of the ICDR Regulations, the pricing of the equity shares to be allotted shall be higher of the following:

- Price determined as per the provisions of Regulation 164(1) of the ICDR Regulations (in case of frequently traded shares) which is ₹ 74.30/- (Rupees Seventy-Four and Paise Thirty only) per equity share;
OR
- Price determined as per provisions of Regulation 166A (1) of the ICDR Regulations which is ₹ 74.53/- (Rupees Seventy-Four and Paise Fifty-Three only) per equity share.

Accordingly, the floor price in terms of the ICDR Regulations is ₹ 74.53/- (Rupees Seventy-Four and Paise Fifty-Three only) per equity share. The issue price is ₹ 74.55/- (Rupees Seventy-Four and Paise Fifty-Five only) per equity share which is not lower than the floor price determined in compliance with applicable provisions of the ICDR Regulations.

Valuation Report received from Mr. Abhinav Agarwal, CorpValuers, registered with IBBI (ICAI RVO) (Asset Class – Securities & Financial Assets): Registration No.: IBBI/RV/06/2019/12564, Independent Registered Valuer, in terms of Regulation 166A of the ICDR Regulations has been hosted on the website of the Company which can be accessed at https://trucapfinance.com/wp-content/uploads/Valuation-Report_Pref_TruCap_signed.pdf.

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

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

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

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

14. The number of persons to whom allotment on preferential basis have already been made during the Financial Year 2022-23, in terms of number of securities as well as price:

Number of Person to whom allotment has been made on preferential basis	Type of Securities	Number of Securities	Price of Securities
5	Equity Shares	9,83,230	₹132/- per equity share
5	Convertible Warrants	27,74,706	₹132/- per warrant

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

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

16. Principle terms of assets charged as securities:

Not Applicable

17. Certificate of Practicing Company Secretary:

Pursuant to the ICDR Regulations and amendment issued on January 14, 2022, a copy of the certificate issued by M/s. Nishant Jawaas & Associates, Practicing Company Secretaries, (FCS 6557 holding Certificate of Practice No. 6993 with the Institute of Company Secretaries of India) certifying that the issue is being made in accordance with the requirements of ICDR Regulations shall be made available for inspection at the registered office of the Company between 10:00 A.M. to 05:00 P.M. on all working days (except Saturday) up to the date of EGM and is also uploaded on the website of the Company on www.trucapfinance.com and link is <https://trucapfinance.com/wp-content/uploads/CS-Certificate-Annexure-IV.pdf>.

18. Holding of shares in demat form, non-disposal of shares by the Proposed Allottee and lock-in period of shares:

The entire shareholding of the Proposed Allottee in the Company, if any, is held by them in dematerialized form. The entire pre preferential allotment shareholding of such allottee, if any, shall be under lock-in from the relevant date up to a period of 90 trading days from the date of trading approval from BSE Limited where the securities of the Company are listed / date of allotment, where applicable. The shareholder who has sold their shares during the 90 trading days period prior to the relevant date shall not be eligible for allotment of Securities on preferential basis. The Proposed Allottee has Permanent Account Number.

Lock-in Period:

The equity shares and convertible warrants and the resultant equity shares shall be subject to 'lock-in' for such period as the case may be prescribed from the date of trading approval from BSE Limited where the securities of the Company are listed as per Regulation 167 of the ICDR Regulations.

19. Listing of resulting equity shares:

The equity shares to be issued under Resolution 1 and equity shares to be issued on conversion of warrants under Resolution 2 shall be listed on BSE Limited where the shares of the Company are listed or such other exchanges where the equity shares of the Company are listed at the time of conversion.

Relevant documents are open for inspection by the members at the registered office of the Company on all working days (excluding Saturday) from 10:00 A.M. to 05:00 P.M. till the date of EGM.

The Board recommends the above resolutions as set out at Item No. 1 and 2 in the Notice for approval of the members by way of Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is 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.

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

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

**Mumbai
December 19, 2022**



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

ATTENDANCE SLIP
EXTRA-ORDINARY GENERAL MEETING

Name of the Member(s):

Registered Address:

Email id:

Folio No./DP ID-Client ID:

No. of Shares:

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company held on Wednesday, January 18, 2023, at 3:00 P.M. (IST) at Satyanarayan Goenka Bhavan, Ajit Nagar, J.B. Nagar, Andheri (East), Mumbai - 400 059.

Signature of Member/Proxy

Note: Please fill and sign this attendance slip and hand it over at the entrance of the hall.

EVSN (Electronic Voting Sequence Number)	*Sequence No./Default PAN
221220004	

*Only Members who have not updated their PAN with Company/Depository Participant shall use default PAN in the PAN field.

Note: Please read the instructions given in the Notes to the Notice of the Extra-Ordinary General Meeting. The e-voting period begins Sunday, January 15, 2023 at 9:00 A.M. (IST) and ends on Tuesday, January 17, 2023 at 5:00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter.



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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

Form No. MGT-11**PROXY FORM*****[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]***

CIN : L24231MH1994PLC334457
 Name of the Company : TruCap Finance Limited
 Registered Office : 3rd Floor, A Wing D.J. House,
 Old Nagardas Road, Andheri (East),
 Mumbai – 400 069.

Name of the Member(s):	
Registered Address:	
Email Id:	
Folio No./ Client Id:	
DP ID:	

I/We, being the member(s) of shares of the above-named company, hereby appoint

1.	Name	Email address	
	Address	Signature	Or failing him/her
2.	Name	Email address	
	Address	Signature	Or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Wednesday, January 18, 2023 at 03:00 P.M. (IST) at Satyanarayan Goenka Bhavan, Ajit Nagar, J. B. Nagar, Andheri (East), Mumbai - 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolution	*For	*Against
1.	To issue Equity shares on Preferential basis to non-promoter		
2.	To issue Convertible Warrants on Preferential basis to non-promoter		

Signed this day of..... 2023

Signature of shareholder.....

Signature of Proxy holder(s) (1)

Signature of Proxy holder(s) (2)

Signature of Proxy holder(s) (3)

Affix
Revenue
Stamp of
Re. 1

Notes:

- Member may vote either for or against each resolution. Please put a 'X' in the box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- A proxy need not be a member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.
- This form of proxy, to be effective, should be deposited at the Registered Office of the Company at 3rd Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069 not later than FORTY-EIGHT HOURS before the commencement of the Extra-Ordinary General Meeting of the Company.



Route Map for the EGM

