

September 29, 2025

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

Subject: Submission of Voting Results and Scrutinizer's Report of the Annual General Meeting of the Company held on Friday, September 26, 2025

Dear Sir/Madam,

Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended and pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4) of the Companies (Management and Administration) Rules, 2014, as amended, please find enclosed herewith the following documents with respect to the Annual General Meeting ("AGM") of the Members of TruCap Finance Limited ("Company") held on Friday, September 26, 2025 at 03:00 p.m. (IST) through Video conferencing/Other Audio Visual Means:

- Voting results of the AGM.
- Consolidated Scrutinizers' Report issued by M/s. U. Hegde & Associates, Practicing Company Secretaries (ACS 22133 holding Certificate of Practice No. 11161 with the Institute of Company Secretaries of India).

The voting results and Scrutinizers' Report are also available on the website of the Company at www.trucapfinance.com and on the website of Central Depository Services (India) Limited.

We request you to kindly take the above information on record.

Thanking You.

Yours faithfully,
For TruCap Finance Limited

Sonal Sharma
Company Secretary & Compliance Officer
Encl.: As above

TruCap Finance Limited

U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended]

To,
The Chairperson
TruCap Finance Limited

Meeting: Thirty First Annual General Meeting through Video Conferencing / Other Audio Visual Means

Day and Date of the Meeting: September 26, 2025

Time of the Meeting: 03:00 p.m. (IST)

Deemed Venue: 4th Floor, A Wing, D. J. House, Old Nagardas Road, Andheri East, Mumbai 400 069.

Dear Sir,

I, Umashankar Hegde, Proprietor of U. Hegde & Associates, Company Secretaries, having office at B-401, Janki Niwas, Shree Rambalakdas Nagri CHS, Tapovan, Malad(E), Mumbai - 400 097, was appointed as the Scrutinizer by the Board of Directors of TruCap Finance Limited ("the Company") on August 14, 2025, for the purpose of scrutinizing the Remote e-Voting and e-Voting for the Thirty First Annual General Meeting ("AGM"), held on Friday, September 26, 2025 at 03:00 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means (OAVM) in a fair and transparent manner.

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations") relating to e-voting on the resolutions contained in the notice dated August 14, 2025 calling the AGM ("**Notice**"). The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

My responsibility as a Scrutinizer for e-voting process (i.e. remote e-voting and e-voting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice, based on the reports generated from the e-voting system provided by the CDSL and the Registrar and Transfer Agent of the Company and relevant papers / documents furnished to me electronically by the Company/CDSL and/or Registrar and Transfer Agent for my verification.

The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular No. 09/2024 dated September 19, 2024 and all other applicable circulars issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") read with SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/DDHS/P/CIR/2023/0164 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 issued by SEBI on May 13, 2022, January 05, 2023, October 06, 2023 and October 07, 2023 read

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097 Mobile

No: 08454826250, Website: www.csuhegde.in

email: umashankar.hegde@gmail.com/uhegdeassociates@gmail.com

with SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 03, 2024 SEBI Circular no. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025, respectively (hereinafter referred to as "SEBI Circulars").

Further, in compliance with the aforesaid MCA and SEBI Circulars, Notice along with the Annual Report for the Financial Year ("FY") 2024-25 was sent only through electronic mode to those Members whose name appeared in the Register of Members / Beneficial Owners as on Friday, August 22, 2025 maintained by the Company / Depositories and whose e-mail addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2024-25 was also made available on website of the Company, i.e. www.trucapfinance.com website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of the Central Depository Services (India) Limited ("CDSL") at www.evotingindia.com.

Since the AGM was held pursuant to the MCA Circulars through VC/OAVM, physical attendances of the Members were dispensed with. Accordingly, in terms of the above mentioned MCA and SEBI circulars, the facility for appointment of proxies by the Members were dispensed with.

Members attended the AGM through VC/OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013 ("the Act").

In compliance with the provisions of the Section 108 of the Act read with the rules made thereunder and other applicable provisions of the Act, Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of the Listing Regulations, the Company has also provided the facility to the Members to cast their votes on all the resolutions as set out in the Notice, by Remote e-Voting facility. Further, the Company also provided e-Voting facility during the AGM to its Members in respect of the businesses to be transacted at the AGM to those Members who attended the AGM and who had not voted through e-Voting during the AGM.

The Members of the Company holding shares of the Company as on the "cut-off" date i.e. Friday September 19, 2025 were entitled to vote on the resolutions as contained in the Notice.

The Company had made necessary arrangements with CDSL to facilitate Remote e-Voting and e-Voting during the AGM.

The period for Remote e-Voting commenced on Tuesday, September 23, 2025 at 09:00 a.m. (IST) and ended on Thursday, September 25, 2025 at 05:00 p.m. (IST) and the CDSL e-Voting system was blocked in due time.

After the end of the Remote e-Voting period i.e. on September 25, 2025, I was provided access to details of the Members who had opted for Remote e-Voting. The details such as the name of the Member, Folio No./DP Id. - Client Id. and number of shares held by the Member could be seen to ensure that these Members do not vote again during the AGM. However, the manner in which the votes were cast by the Members were not available.

Further, the e-Voting was announced during the AGM for the Members who attended the AGM and had not cast their vote earlier through Remote e-Voting.

After the closure of the e-Voting at the AGM, the report(s) on the e-Voting done during the AGM and the Remote E-voting were generated and the voting was diligently scrutinized and reconciled with the votes cast under remote e-Voting facility which was unblocked in the presence of Mrs. Anuradha Hegde and Mrs. Savita Hegde, who are not in the employment of the Company.

I have scrutinized and reviewed the Remote e-Voting and e-Voting tendered during the AGM based on the data downloaded from the e-Voting system of CDSL.

The Consolidated Report on the result of the Remote e-Voting and e-Voting during the AGM in respect of the Resolutions as set out in the Notice of the AGM is as under:

Resolution No. 1: Ordinary Resolution

- a) Consideration and Adoption of the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the report(s) of the Board of Directors and Statutory Auditors thereon.
- b) Consideration and Adoption of the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with Statutory Auditors' Report thereon.

(i) Voted **in favor** of the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	93	44,209,864	99.5494
e-Voting during AGM	0	0	0.0000
Total	93	44,209,864	99.5494

(ii) Voted **against** the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	2	200,105	0.4506
e-Voting during AGM	0	0	0.0000
Total	2	200,105	0.4506

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-Voting	0	0.0000
e-Voting during AGM	0	0.0000

Result: Resolution passed with requisite majority.

Resolution No. 2: Ordinary Resolution

Appointment of a director in place of Ms. Rushina Mehta, (DIN: 01042204) who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favor** of the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	83	73,87,544.00	97.0800
e-Voting during AGM	0	0	0.0000
Total	83	73,87,544.00	97.0800

(ii) Voted **against** the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	5	222,205	2.9200
e-Voting during AGM	0	0	0.0000
Total	5	222,205	2.9200

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-Voting	0	0
e-Voting during AGM	0	0

Result: Resolution passed with requisite majority.

Resolution No. 3: Special Resolution Resolution

Approve the re appointment of Mr. Rohanjeet Singh Juneja DIN 08342094, as Managing Director and Chief Executive Officer of the Company and the remuneration payable to him and in this regard.

(i) Voted **in favor** of the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	90	4,12,70,444	99.4904
e-Voting during AGM	0	0	0.0000
Total	90	4,12,70,444	99.4904

(ii) Voted **against** the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4	211,410	0.5096
e-Voting during AGM	0	0	0.0000
Total	4	211,410	0.5096

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-Voting	0	0.0000
e-Voting during AGM	0	0.0000
Total	0	0.0000

Result: Resolution passed with requisite majority.

Resolution No.4 : Ordinary Resolution

Approve appointment of Ms. U. Hegde and Associates, Practicing Company Secretaries as Secretarial Auditor of the Company.

(i) Voted **in favor** of the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	91	44,203,764	99.5357
e-Voting during AGM	0	0	0.0000
Total	91	44,203,764	99.5357

(ii) Voted **against** the Resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	4	206,205	0.4643
e-Voting during AGM	0	0	0.0000
Total	4	206,205	0.4643

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-Voting	0	0
e-Voting during AGM	0	0

Result: Resolution passed with requisite majority.

Figures in percentage terms wherever appearing in fraction have been rounded off up to 4 decimals. Further, Members who have voted from different folios are considered as one, for the purpose of counting of "number of members voted".

All the Resolutions stated above from Resolution No. 1 to 4 have been passed with requisite majority.

The records relating to electronic voting (Remote e-Voting and e-Voting during the AGM) containing details has been provided to the Company for safe keeping.

Thanking You,

Place: Mumbai

Date: 29/09/2025

For U. Hegde & Associates, Company Secretaries

UMASHANKAR KRISHNA
HEGDE

Digitally signed by UMASHANKAR
KRISHNA HEGDE
Date: 2025.09.29 19:12:50 +05'30'

Umashankar K Hegde - Scrutinizer

(Proprietor)

Practicing Company Secretary

COP No. - 11161

M. No. - A22133

UDIN: - A022133G001389301

Countersigned

For TruCap Finance Limited

Sonal Sharma

Digitally signed by Sonal
Sharma
Date: 2025.09.29 19:18:41
+05'30'

Sonal Sharma

Company Secretary and Compliance Officer

TRUCAP FINANCE LIMITED	
VOTING RESULTS - 31 st Annual General Meeting	
Date of the AGM/ EGM:	September 26, 2025
Total number of shareholders on record date	27957
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group:	5
Public:	44
Agenda-wise disclosure (to be disclosed separately for each agenda item)	

Resolution No.1 (Ordinary Resolution): To consider and adopt:
(a) the audited standalone financial statements of the Company for the financial year ended March 31, 2025, together with the report(s) of the Board of Directors and Statutory Auditors thereon; and
(b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2025, together with Statutory Auditors' Report thereon.

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=(2)/(1)*100	No. of votes –in favour (4)	No. of votes – Against (5)	No. of votes – abstain(6)	% of Votes in favour on votes polled (7)=(4)/(2)*100	% of Votes against on votes polled (8)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,00,220	3,68,00,220	100.0000	3,68,00,220	0	0	100.0000	0.0000
	Venue_Vote	0.00	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0.00	0	0.0000	0	0	0	0.0000	0.0000
	Total	3,68,00,220	3,68,00,220	100.0000	3,68,00,220	0.00	0.00	100.0000	0.0000
Public Institutions	E-Voting	7510556	0	0.0000	0	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	7510556	0.00	0.00	0.00	0.00	0.00	0.0000	0.0000
Public – Non Institutions	E-Voting	7,45,51,095	76,09,749.00	10.2074	74,09,644.00	2,00,105.00	0	97.37	2.6296
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	7,45,51,095	7609749	10.2074	7409644	200105	0	97.3704	2.6296
Total		118861871	44409969	37.3627	44209864	200105	0	99.5494	0.4506

Resolution No.2 (Ordinary Resolution): To appoint a director in place of Ms. Rushina Mehta, (DIN: 01042204) who retires by rotation and being eligible, offers herself for re-appointment

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of votes –in favour (4)	No. of votes – Against (5)	No. of votes – abstain(6)	% of Votes in favour on votes polled	% of Votes against on votes polled (8)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	3,68,00,220	-	0.0000	0	0	0	0.0000	0.0000
	Venue_Vote	-	-	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0	0.0000	0.0000
	Total	3,68,00,220	-	0.0000	0	0	0	0.0000	0.0000
Public Institutions	E-Voting	75,10,556	-	0.0000	0	0	0	0.0000	0.0000
	Venue_Vote	-	-	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0	0.0000	0.0000
	Total	75,10,556	-	0.0000	0	0	0	0.0000	0.0000
Public – Non Institutions	E-Voting	7,45,51,095	76,09,749	10.2074	7387544	222205	0	97.0800	2.9200
	Venue_Vote	-	-	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	-	-	0.0000	0	0	0	0.0000	0.0000
	Total	7,45,51,095	76,09,749	10.2074	7387544	222205	0	97.0800	2.9200
Total		11,88,61,871	76,09,749	6.4022	7387544	222205	0	97.0800	2.9200

Resolution No.3 (Special Resolution): To approve the re-appointment of Mr. Rohanjeet Singh Juneja (DIN: 08342094), as Managing Director & Chief Executive Officer of the Company and the remuneration payable to him

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of votes –in favour (4)	No. of votes – Against (5)	No. of votes – abstain(6)	% of Votes in favour on votes polled	% of Votes against on votes polled (8)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36800220	36800220	100.0000	36800220	0	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	36800220	36800220	100.0000	36800220	0	0	100.0000	0.0000
Public Institutions	E-Voting	7510556	0	0.0000	0	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	7510556	0	0.0000	0	0	0	0.0000	0.0000
Public – Non Institutions	E-Voting	74551095	4681634	6.2798	4470224	211410	0	95.4843	4.5157
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	7,45,51,095	46,81,634	6.2798	44,70,224	2,11,410	0	95.4843	4.5157
Total		11,88,61,871	4,14,81,854	34.8992	4,12,70,444	2,11,410	0	99.4904	0.5096

Resolution No.4 (Ordinary Resolution): To approve appointment of M/s. U. Hegde and Associates, Practising Company Secretaries as Secretarial Auditor of the Company

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares	No. of votes –in favour (4)	No. of votes – Against (5)	No. of votes – abstain(6)	% of Votes in favour on votes polled	% of Votes against on votes polled (8)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	36800220	36800220	100.0000	36800220	0	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	36800220	36800220	100.0000	36800220	0	0	100.0000	0.0000
Public Institutions	E-Voting	7510556	0	0.0000	0	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	7510556	0	0.0000	0	0	0	0.0000	0.0000
Public – Non Institutions	E-Voting	7,45,51,095	7609749	10.2074	7403544	206205	0	97.2903	2.7097
	Venue_Vote	0	0	0.0000	0	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0	0.0000	0.0000
	Total	7,45,51,095	76,09,749	10.2074	74,03,544	2,06,205	-	97.2903	2.7097
Total		11,88,61,871	4,44,09,969	37.3627	4,42,03,764	2,06,205	-	99.5357	0.4643