TruCap Finance Limited

CIN: L64920MH1994PLC334457
Registered Office: 3rd Floor, A Wing, DJ House, Old Nagardas Road, Andheri (East), Mumbai – 400 069.
Website: www.trucapfinance.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20, Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 26(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable laws)

Dear Members,

Notice is hereby given that the resolution(s) set out below are proposed to be passed by the Members of TruCap Finance Limited (**"Company"**) by means of postal ballot, through e-voting process (**"E-voting"**), pursuant to Section(s) 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended (**"the Act"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**), Regulation 26(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**"SAST Regulations"**), General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020 and various subsequent circulars latest being bearing reference No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**), Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India and any other applicable laws, acts, rules, regulations, circulars, and notifications (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The consent of the Members of the Company is sought for the proposal contained in the resolution(s) given in this postal ballot notice dated October 28, 2026 (**"Notice"**). The Explanatory Statement pursuant to Section 102 and other applicable provisions of the Act, pertaining to the said resolution(s) setting out the material facts and the related particulars, is annexed hereto. The Notice will also be placed on the website of the Company at www.trucapfinance.com and the website of Central Depository Services (India) Limited (**"CDSL"**) at www.evotingindia.com (agency for providing the E-voting facility). The Notice can also be accessed from the website of the stock exchanges i.e. BSE Limited (**"BSE"**) and National Stock Exchange of India Limited (**"NSE"**) (collectively referred to as **"Stock Exchanges"**) at www.bseindia.com and www.nseindia.com, respectively.

In compliance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent (**"RTA"**)/Depositories as on the Cut-off date. If your e-mail address is not registered with the RTA /Depositories, please follow the process provided in the notes to receive this Notice.

In compliance with the aforesaid MCA Circulars, hard copy(s) of the Notice, postal ballot form and pre-paid business envelope will not be sent to the Members, and the Members are required to communicate their assent or dissent through the E-voting only.

The Board of Directors has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India) as scrutinizer (**"Scrutinizer"**) for conducting the Postal Ballot and E-voting process in a fair and transparent manner.

The E-voting period commences from 9:00 a.m. (IST) on Tuesday, November 03, 2026, and ends at 5:00 p.m. (IST) on Thursday, December 03, 2026. The E-voting module shall be disabled by CDSL for voting thereafter and E-voting will not be allowed beyond the said date and time. The Scrutinizer will submit its report to the Chairperson of the Company or to any other person authorized by the Chairperson upon completion of the scrutiny of the votes cast through E-voting. The result of the Postal Ballot shall be declared on or before Monday, December 07, 2026, and be intimated to the Stock Exchanges. Additionally, the results will also be uploaded on the Company's website, i.e., www.trucapfinance.com and on the website of CDSL at www.evotingindia.com.

In the event the resolution(s) are passed by requisite majority, the resolution(s) shall be deemed to have been passed on Thursday, December 03, 2026, viz. the last date specified by the Company for E-voting.

Special Business:

1. To approve raising of funds through issuance of securities of the Company, including for the purposes of Regulation 26(2) of the SAST Regulations.

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

"RESOLVED THAT pursuant to the relevant provisions including Section(s) 23, 42, 62(1)(a), 62(1)(c), and 71 of the Companies Act, 2013 the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, (**"Act"**) and other applicable rules and regulations made thereunder (including any amendment(s),

statutory modification(s) or re-enactment thereof), the Foreign Exchange Management Act, 1999 and the rules and regulation framed thereunder, as amended (the **"FEMA"**), including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended and in accordance with any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the **"GoI"**), the Reserve Bank of India (the **"RBI"**), and the Securities and Exchange Board of India (the **"SEBI"**), the stock exchanges on which the Company's shares are listed (the **"Stock Exchanges"**), Ministry of Corporate Affairs (**"MCA"**), the Registrar of Companies (**"ROC"**), and including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"ICDR Regulations"**), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **"Listing Regulations"**), Regulation 26(2)(c) and Regulation 26(2)(d) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the **"SAST Regulations"**), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the listing agreements entered into by the Company with the Stock Exchanges (the **"Listing Agreements"**) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, GoI or any concerned statutory, regulatory, governmental or any other authority and subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **"Board"**, which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to raise further capital and to create, offer, issue and allot such number of fully paid-up equity shares, and/or convertible securities (including warrants, or otherwise, in registered form, as applicable) (all of which are hereinafter referred to as **"Securities"**) or any combination of the Securities thereof in accordance with the applicable laws, in such manner in consultation with the lead manager/book running lead manager and/or other advisor(s) or otherwise, for an aggregate consideration not exceeding ₹ 58,00,00,000/- (Rupees Fifty Eight Crores only) or an equivalent amount thereof (inclusive of such premium or discount, as the case may be, as may be fixed on such Securities), in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, at such price or prices as may be permissible under applicable law pursuant to a preferential issue, rights issue, further public offer, private placement, and/or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable laws and the Securities shall be issued as per the permitted issuances for the fund raise, at such price or prices, at a discount or premium to market price or prices permitted under applicable laws in such manner and on such terms and conditions including the terms of the issuance as may be deemed appropriate including the discretion to determine the categories of investors to whom the offer, issuance and allotment of such Securities shall be made, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate by the Board at its absolute discretion at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead manager/book running lead manager and/or placement agents and/or underwriter(s) and/or other advisor(s), where required.

RESOLVED FURTHER THAT this resolution shall also constitute the approval of the Members by way of a special resolution through postal ballot, in terms of Regulation 26(2)(c) and Regulation 26(2)(d) of the SAST Regulations, for the issue and allotment of the Securities and the consequent change in the capital structure of the Company, during the subsistence of the offer period under the open offer made by Marwadi Chandarana Intermediaries Brokers Private Limited pursuant to its public announcement dated May 26, 2025, as described in the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT in the event the Board decides to issue any Securities on a preferential basis, the same shall be subject to a separate approval of the Members by way of a special resolution containing the disclosures prescribed under Chapter V of the ICDR Regulations, and the relevant date, issue price, identity of proposed allottees and other terms of such preferential issue shall be determined in accordance therewith.

RESOLVED FURTHER THAT the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the equity shares so allotted, upon conversion or otherwise, shall rank pari passu with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT the Securities to be offered and allotted by way of preferential issue, further public offer, rights issue, and / or any other mode, as determined by the Board shall be in dematerialized form, and the Securities, if any, so issued and allotted to NRIs, FPIs and/or other eligible foreign investors shall be subject to the applicable laws and regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of the Board or to any director(s), one or more officer(s), company secretary or employees of the Company, as it may deem fit in its absolute discretion, to give effect to these resolutions and to represent the Company before any governmental or regulatory authorities, and to appoint professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Company Secretary, may be furnished to any person(s) as may be required.**"**

2. To approve institution and implementation of Dhanvarsha ESOP Plan 2026:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification or re-enactment thereof for time being in force) (the **"Act"**) Securities and Exchange Board of India (**"SEBI"**) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended ("SEBI SBEB & SE Regulations"), Regulation 26(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**"SAST Regulations"**), to the extent applicable, the Memorandum of Association and the Articles of Association of the Company; and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, SEBI, and the Reserve Bank of India, and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the **"Board"** which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (**"NRC"**) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to (a) introduce and implement "Dhanvarsha ESOP Plan 2026" (**"ESOP 2026"**) and (b) create, grant, offer, issue and allot, at any time, to the present and/or future permanent employees of the Company and/or directors (including whole-time directors but excluding non-executive and independent directors) of the Company and any other individuals as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as **"employees"** or **"said employees"**) under ESOP 2026, 1,75,00,000 (One Crore Seventy-Five Lakhs) stock options (**"Stock Options"**) convertible into 1,75,00,000 (One Crore Seventy-Five Lakhs) equity shares of the Company (subject to change in capital structure and corporate actions), having face value of ₹ 2/- (Rupees Two only) per equity share, at such exercise price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act, SEBI SBEB & SE Regulations and terms of ESOP 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement ESOP 2026, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2026 and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time, including as specified under Regulation 15 of the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised, subject to prior approval of the Members by way of a special resolution as required under Regulation 7 of the SEBI SBEB & SE Regulations, to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2026, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2026, from time to time, in conformity with the provisions of the Act, SEBI SBEB & SE Regulations, and other applicable rules, regulations, guidelines and laws, provided that such variation, amendment, modification or alteration is not detrimental to the interest of the employees who have been granted Stock Options under ESOP 2026 and, wherever required, prior approval of the Members by way of a special resolution is obtained in terms of Regulation 7 of the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company (save and except where such approval is mandatorily required under applicable laws) or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to (i) do all such acts, deeds, matters and things

as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to ESOP 2026; and (iii) settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of ESOP 2026 and the issuance of the equity shares and taking all the necessary steps for listing of the equity shares allotted on the respective Stock Exchanges, where the equity shares of the Company are listed, as per the Listing Regulations, as and when required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts and to do all such acts, deeds, matters and things as may be required, to give full effect to this resolution(s)."

3. Approval to grant the stock options to the Employees of Subsidiary Company(s) of the Company under Dhanvarsha ESOP Plan 2026

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

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, (including any statutory modification or re-enactment thereof for time being in force) (the **"Act"**), Securities and Exchange Board of India (**"SEBI"**) (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (**"SEBI SBEB & SE Regulations"**), Regulation 26(2) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**"SAST Regulations"**), to the extent applicable, the Memorandum of Association and the Articles of Association of the Company, and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies including but not limited to the Stock Exchanges, SEBI, and the Reserve Bank of India, and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (**"NRC"**) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to (a) introduce and implement "Dhanvarsha ESOP Plan 2026" (**"ESOP 2026"**) and (b) create, grant, offer, issue and allot, at any time, to the present and / or future permanent employees of the subsidiary company(s) and / or directors (including whole-time directors but excluding non-executive and independent directors) and any other individuals of the subsidiary company(s), as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as **"employees"** or **"said employees"**) under ESOP 2026, such number of stock options as may be determined by the Board, within and out of the overall ceiling of 1,75,00,000 (One Crore Seventy-Five Lakhs) stock options under ESOP 2026 for the employees of the Company and its subsidiary company(s) taken together, and not in addition thereto (**"Stock Options"**) convertible into an equivalent number of equity shares of the Company (subject to change in capital structure and corporate actions), having face value of ₹ 2/- (Rupees Two only) per equity share, at such exercise price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act, SEBI SBEB & SE Regulations and terms of ESOP 2026.

RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice, which are hereby approved by the Members, the Board be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement ESOP 2026, as the Board in its absolute discretion deems fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot equity shares upon exercise of stock options, from time to time, granted under ESOP 2026 and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company.

RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies as applicable to the Company, from time to time, including as specified under Regulation 15 of the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised, subject to prior approval of the Members by way of a special resolution as required under Regulation 7 of the SEBI SBEB & SE Regulations, to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under ESOP 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in ESOP 2026, as it may deem fit, from time to time or to suspend, withdraw or revive ESOP 2026, from time to time, in conformity with the provisions of the Act, SEBI SBEB & SE Regulations, and other applicable rules, regulations, guidelines and laws, provided that such variation, amendment, modification or alteration is not detrimental to the interest of the employees who have been granted Stock Options under ESOP 2026 and, wherever required, prior approval of the Members by way of a special resolution is obtained in terms of Regulation 7 of the SEBI SBEB & SE Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution(s), the Board be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company (save and except where such approval is mandatorily required under applicable laws) or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to ESOP 2026; and (iii) settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of ESOP 2026 and the issuance of the shares and taking all the necessary steps for listing of the equity shares allotted on the respective Stock Exchanges, where the equity shares of the Company are listed, as per the Listing Regulations, as and when required.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle all questions, difficulties or doubts and to do all such acts, deeds, matters and things as may be required, to give full effect to this resolution(s).**"**

4. Approval of the grant of options to the identified employees during any one year, equal to or exceeding one percent of the issued capital of the Company at the time of grant of option.

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

"RESOLVED THAT in accordance with Regulation 6(3)(d) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, and Regulation 26(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, to the extent applicable, consent of the Members be and is hereby accorded for the grant of Stock Options to the identified employees under "Dhanvarsha ESOP Plan 2026" (**"ESOP 2026"**), during any one year, equal to or exceeding one percent (1%) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of Stock Options under ESOP 2026 to such identified employees.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution, the Board of Directors including the Nomination and Remuneration Committee and/or such other committee as may be decided by the Board, be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose and to settle all questions, difficulties or doubts that may arise in this regard, as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members.**"**

By Order of the Board of Directors
For TruCap Finance Limited

Sd/-
Sonal Sharma
Company Secretary & Compliance Officer

October 28, 2026
Mumbai

Regd. Office
3rd Floor, A Wing, DJ House, Old Nagardas Road,
Andheri (East), Mumbai – 400 069.
Email: corpsec@trucapfinance.com
Website: www.trucapfinance.com

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (**"Act"**) and all other applicable provisions of the Act setting out the material facts pertaining to the resolution(s) is annexed hereto and forms part of this postal ballot notice dated October 28, 2026 (**"Notice"**).

2. The Notice is being sent pursuant to the General Circular No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020 and various subsequent circulars latest being bearing reference No. 03/2025 dated September 22, 2025 (collectively referred to as **"MCA Circulars"**), to such Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent (**"RTA"**)/Depositories and whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, October 30, 2026 (**"Cut-off date"**). Further, communication of assent or dissent by the Members on the items of businesses set out in this Notice shall be done through e-voting only i.e., casting of votes electronically. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the Cut-off date and only such Members shall be entitled to avail the facility of e-voting.

3. Members who have not registered their e-mail IDs are requested to register the same with their depository participants in respect of shares held in electronic form, and with the Company's RTA in respect of shares held in physical form, by submitting Form ISR-1 (available on the website of the Company at www.trucapfinance.com) duly filled and signed along with requisite supporting documents to subodh.mcssta@gmail.com for receiving all the communications including annual report, notices, letters etc., in electronic mode from the Company.

4. Members may note that the Notice will also be available on the Company's website i.e., www.trucapfinance.com and 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 CDSL at www.evotingindia.com.

5. Pursuant to Section(s) 108 and 110 of the Act, Rule(s) 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Securities and Exchange Board of India (**"SEBI"**) (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**"Listing Regulations"**) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the facility of e-voting to all the Members as per applicable provisions relating to e-voting. The Company has engaged the services of Central Depository Services (India) Limited (**"CDSL"**) to provide e-voting facility to its Members. The complete instructions on e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting.

6. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on the cut-off date. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date will only be considered for the purpose of e-voting. A Person who is not a member as on the Cut-off date should treat this Notice for information purpose only. The e-voting period commences at 9:00 a.m. (IST) on Tuesday, November 03, 2026, and ends at 5:00 p.m. (IST) on Thursday, December 03, 2026.

7. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the resolution(s). Once the vote on a resolution(s) is cast by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.

8. Relevant documents referred to in the Notice and explanatory statement will be available for inspection in electronic mode without any fee from the date of circulation of this Notice up to the last date of E-voting, i.e. Thursday, December 03, 2026. Members seeking to inspect such documents can send an email to corpsec@trucapfinance.com.

9. In case of joint holders, only such joint holder who is higher in the order of names, will be entitled to vote.

10. E-voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is providing facility of remote e-voting to its Members through e-voting agency i.e., CDSL.

11. The Board of Directors has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India) (**"Scrutinizer"**), to scrutinize the Postal Ballot and E-voting in a fair and transparent manner.

12. The Scrutinizer will make a report of the total votes cast in favour or against and invalid votes, if any, and submit the same to the Chairperson or any other officer of the Company authorized by the Board of Directors of the Company, who shall countersign the same. Based on the Scrutinizer's report, the result will be declared by the Chairperson of the Company or to any other person authorized by the Chairperson, on or before Monday, December 07, 2026. Subject to receipt of requisite number of votes, the resolution(s) shall be deemed to be passed on Thursday, December 03, 2026, viz., the last date specified by the Company for E-voting.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of the Listing Regulations, the Company is providing e-voting facility through CDSL on the resolutions set forth in this Notice, to Members holding shares as on Friday, October 30, 2026, being the Cut-off date fixed for determining eligible Members to participate in the remote e-voting process. The instructions for e-Voting are given herein below.

As per SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", and as part of increasing the efficiency of the voting process, e-voting process has been enabled for all individual shareholders holding securities in demat mode to vote through their demat account maintained with depositories/ depository participants.

Individual demat account holders would be able to cast their vote without registering again with the E-voting service providers (ESPs) thereby not only facilitating seamless authentication but also enhancing ease and convenience of participating in E-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access E-voting facility.

Any person holding shares in physical form and non-individual shareholders may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she /it is already registered with CDSL for remote E-voting then he/ she/ it can use his/ her/ its existing User ID and password for casting the vote.

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access through Depositories CDSL / National Securities Depository Limited ("NSDL") E-voting system in case of individual shareholders holding shares in dematerialized mode.

- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on E-voting facility provided by listed companies, individual shareholders holding securities in dematerialized mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access E-voting facility.

  Pursuant to the aforesaid SEBI Circular, Login method for E-voting for Individual shareholders holding securities in dematerialized mode with CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with **CDSL**	Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The option will be made available to reach e-voting page without any further authentication. The users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. After successful login, the Easi/Easiest user will be able to see the E-voting option for eligible companies where the E-voting is in progress as per the information provided by the company. On clicking the E-voting option, the user will be able to see E-voting page of the E-voting service provider for casting their vote during the remote E-voting period. Additionally, there are also links provided to access the system of all ESPs, so that the user can visit the ESPs' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website i.e., www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access E-voting page by providing Demat Account Number and PAN from the E-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile number & Email id as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the E-voting is in progress and also able to directly access the system of all ESPs.

Type of shareholders	Login Method
Individual Shareholders holding securities in dematerialized mode with **NSDL**	If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-Voting" under e-voting services and you will be able to see e-voting page. Click on company name or ESP name and you will be re-directed to ESP website for casting your vote during the remote e-voting period. 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. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote e-voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility available on App Store and Google Play for seamless voting experience.
Individual Shareholders (holding securities in dematerialized mode) login through their **Depository Participants (DPs)**	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL/NSDL for E-voting facility. After successful login, you will be able to see E-voting option. Once you click on E-voting option, you will be redirected to CDSL/NSDL Depository site after successful authentication, wherein you can see E-voting feature. Click on company name or ESP name and you will be redirected to ESP website for casting your vote during the remote E-voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in dematerialized mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911.
Individual Shareholders holding securities in dematerialized mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

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

- Login method for E-voting for physical shareholders and shareholders other than individual holding in dematerialized form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on "Shareholders" module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID
  - For NSDL: 8 character DP ID followed by 8 digits Client ID
  - Shareholders holding shares in physical form should enter folio number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in dematerialized form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For physical shareholders and other than individual shareholders holding shares in dematerialized form.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by the Company / RTA or contact the Company / RTA.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the Depository/Company, please enter the member id/ folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab.
- Shareholders holding shares in physical form will then directly reach the company selection screen. However, shareholders holding shares in dematerialized form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders holding shares in physical form, the details can be used only for E-voting on the resolutions contained in the Notice.
- Click on the EVSN for "TruCap Finance Limited".
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- 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" and enter the details as prompted by the system.
- 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.
- Additional Facility for Non – Individual Shareholders and Custodians – For E-voting only.
  - Non-individual shareholders (i.e., other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
  - After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
  - It is mandatory that, a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.

– Alternatively, Non-individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at cs@mayankarora.co.in or 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 MEMBERS WHOSE E-MAIL ID/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

- For Members holding shares in physical mode - please provide necessary details like Folio No., name of Member, mobile no., scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of duly masked Aadhaar Card with last four digits visible) by e-mail to the Company at corpsec@trucapfinance.com or to the RTA at subodh.mcssta@gmail.com.
- For Members holding shares in dematerialized mode - Please update the e-mail id & mobile no. with the respective DP.
- For individual shareholders holding shares in dematerialized mode – Please update the email id & mobile no. with the respective DP which is mandatory while e-voting through Depository.

If the Members have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 18002109911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai – 400 013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 18002109911.

By Order of the Board of Directors
For TruCap Finance Limited

Sd/-
Sonal Sharma
Company Secretary & Compliance Officer

October 28, 2026
Mumbai

Regd. Office:
3rd Floor, A Wing, DJ House, Old Nagardas Road,
Andheri (East), Mumbai – 400 069.
Email: corpsec@trucapfinance.com
Website: www.trucapfinance.com

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

The following statement sets out all material facts relating to the Business mentioned in the accompanying Notice:

Item No. 1

For meeting the capital requirement of the Company and to ensure meeting the regulatory thresholds as prescribed by the Reserve Bank of India, including the minimum Net Owned Fund requirement applicable to the Company as a non-banking financial company, the Board of Directors, at its meeting held on October 28, 2026, has recommended to the Members to give their consent to approve raising funds through issuance of such number of fully paid-up equity shares, and/or convertible securities (including warrants, or otherwise, in registered form, as applicable) (**"Securities"**) as may be appropriate to persons who may or may not be the existing shareholders through preferential issue, rights issue, further public offer, private placement and/ or any other permitted modes at a price to be determined as per the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"ICDR Regulations"**) or as per other applicable rules and regulations, for raising of the funds aggregating but not exceeding ₹ 58,00,00,000 (Rupees Fifty Eight Crores only), or its equivalent in any other currency(ies), under Section(s) 42, 62 and 179 of the Companies Act, 2013, as amended or any other applicable laws. While no specific instrument or instruments of Securities have been identified at this stage, the exact combination of the Securities to be issued, issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board, in consultation with lead managers/ merchant bankers, legal advisors and such other authorities and intermediaries, as may be required to be consulted by the Company in due consideration of prevailing market conditions and other relevant factors and in the best interest of the Company.

Subsistence of offer period under the SEBI SAST Regulations: Members are informed that Marwadi Chandarana Intermediaries Brokers Private Limited (**"MCIBPL"**) made a public announcement on May 26, 2025 and a detailed public statement on June 02, 2025 in respect of an open offer for acquisition of equity shares of the Company in terms of Regulations 3(1) and 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (**"SAST Regulations"**) (**"Open Offer"**), pursuant to the Share Purchase Agreement and the Securities Subscription Agreement executed between the Company, the members of the Promoter and Promoter group of the Company and MCIBPL, both dated May 26, 2025. MCIBPL terminated the said agreements on September 22, 2025 and thereafter applied to SEBI seeking permission to withdraw the Open Offer under Regulation 23(1)(d) of the SAST Regulations. SEBI, by its communication dated August 20, 2026, has not acceded to such request and has directed MCIBPL to comply with its open offer obligations. MCIBPL has challenged the said communication before the Hon'ble Securities Appellate Tribunal (**"SAT"**) in Appeal No. 286 of 2026, which is pending as on the date of this Notice. The Company is not a party to the said appeal.

Since neither the payment of consideration to the shareholders under the Open Offer nor the withdrawal of the Open Offer has taken place, the "offer period" as defined under Regulation 2(1)(p) of the SAST Regulations continues to subsist as on the date of this Notice, and the Company continues to be a "target company" under the SAST Regulations.

The Members are further informed that pursuant to provisions of Regulation 26(2)(c) and Regulation 26(2)(d) of the SAST Regulations, during the offer period, the board of directors of the target company shall not issue or allot any authorised but unissued securities entitling the holder to voting rights, or effect any change to the capital structure of the target company, unless the approval of the shareholders of the target company has been obtained by way of a special resolution by postal ballot. The proposed issuance of Securities would involve the issue of authorised but unissued securities carrying voting rights and would result in an increase in the issued and paid-up share capital of the Company and does not fall within any of the exceptions in the proviso to Regulation 26(2)(c) of the SAST Regulations. Accordingly, the approval of the Members of the Company by way of a special resolution through postal ballot would be necessary pursuant to the Companies Act, 2013 read with applicable provisions of the ICDR Regulations and the SAST Regulations, for issuance of Securities. In the event the withdrawal of the Open Offer is permitted and announced in terms of Regulation 23 of the SAST Regulations, or the offer period otherwise comes to an end, before the Securities are issued, the requirement of approval under Regulation 26(2) of the SAST Regulations would cease to apply.

Members may further note that: (a) in terms of the second proviso to Regulation 7(1) of the SAST Regulations, an increase in the total number of shares of the Company after the public announcement, which was not contemplated on the date of the public announcement, would result in a proportionate increase in the size of the Open Offer; (b) the Stock Exchanges, while considering applications for in-principle approval for listing of Securities issued by a target company during a subsisting offer period, may examine such applications with greater scrutiny, which may affect the timelines of the proposed issuance; and (c) the proposed issuance and its timing would remain subject to any order or direction that may be passed by SEBI, SAT or any other competent authority.

In case the Board decides to issue any Securities on a preferential basis, the Company shall seek a separate approval of the Members by way of a special resolution containing the disclosures prescribed under Regulation 163 of the ICDR Regulations. A rights issue under Section 62(1)(a) of the Companies Act, 2013 does not require the approval of the Members under the said Act, however, the present approval is also sought for such rights issue for the purposes of Regulation 26(2) of the SAST Regulations.

The Company proposes to utilize the proceeds from the offering (after adjustment of expenses related to the offering, if any) at various stages for the business growth, augmenting its Net Owned Fund and capital adequacy, working capital requirements and/or any

other general corporate purposes as may be permitted under applicable laws and as may be decided by the Board or the duly constituted committee thereof. The proposed/actual utilization/deployment of proceeds will be in the manner and as determined by the Board or its duly constituted committee at its discretion and in accordance with the applicable laws.

The details for deployment of funds will be specifically mentioned in the explanatory statement/ letter of offer/ offer document, as applicable, in terms of the ICDR Regulations and applicable circulars of BSE and NSE, in this regard. Pending utilisation of the proceeds from the proposed fund raise, the proceeds shall be used for such interim use as specified in the relevant offer document in terms of applicable circulars of BSE and NSE, and applicable laws.

The equity shares, upon allotment, as applicable, shall rank in all respects pari passu with the existing equity shares of the Company and will be listed on the Stock Exchanges.

Maximum Amount to be raised/number of Securities to be Issued: The total amount to be raised, in one or more tranches, by issuance of Securities through any of the modes or combination thereof as mentioned in the resolution would be aggregating but not exceeding ₹ 58,00,00,000 (Rupees Fifty Eight Crores only).

The issue of Securities may be consummated through single or multiple offer documents, in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board or its duly constituted committee may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the lead managers/ merchant bankers and other agencies and subject to the relevant regulations and other applicable laws, regulations, rules and guidelines.

Pricing: The pricing would be arrived at by the Board, depending on market conditions and in accordance with the ICDR Regulations, or other applicable laws.

Change in Control: There would be no change in control of the Company pursuant to the proposed issue of Securities. Any issue of Securities which would require the prior approval of the RBI or would attract any obligation under the SAST Regulations shall be undertaken only upon compliance with such requirements.

Class or Classes of persons to whom the Securities will be offered: The Securities will be offered and issued to such investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines. The proposed allottees may be resident of India or abroad and whether or not such persons are members.

The Board recommends the resolution set out at Item No. 1 to be passed as a Special Resolution.

None of the Directors, Key Managerial Personnel or Senior Management Personnel of the Company or their relatives is, whether directly or indirectly, concerned or interested, financially or otherwise, in the passing of the aforesaid resolution except to the extent of their shareholding and right(s) entitling them to subscribe to the aforesaid issue, if any, in the Company.

Item Nos. 2, 3 and 4:

The Members are informed that with an objective to attract, reward and retain the talent and key employees in the competitive environment and encourage them to align individual performance with the Company's objectives, the Board has, on recommendation of the Nomination and Remuneration Committee, subject to the approval of the Members of the Company, approved institution of Dhanvarsha ESOP Plan 2026 with a pool of 1,75,00,000 (One Crore Seventy-Five Lakhs) Stock Options (**"ESOP 2026"**) and to create and grant stock options not exceeding 1,75,00,000 (One Crore Seventy-Five Lakhs) Stock Options, each convertible into one (1) Equity Share of the Company having face value of ₹ 2/- (Rupees Two only) per equity share (subject to change in capital structure and corporate actions, as defined in the ESOP 2026).

Further, pursuant to the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended (**"SEBI SBEB & SE Regulations"**), the aforesaid proposal shall be approved by the shareholders by way of separate resolutions for (a) implementation of the ESOP 2026 (b) grant of options to the identified employee(s), during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option and (c) grant of the stock options to the employee(s) of the Subsidiary Company(s) of the Company.

In terms of Regulation 6(3)(c) of the SEBI SBEB & SE Regulations, a separate special resolution is required for the grant of options to the employees of a subsidiary company. The Board considers it appropriate that the eligible employees and directors (other than non-executive and independent directors) of the subsidiary company(s) of the Company, who contribute to the growth of the Company and its business, are also covered under ESOP 2026. Accordingly, the approval of the Members is sought under Item No. 3 for extending the benefits of ESOP 2026 to such employees. The Stock Options granted to the employees of the subsidiary company(s) shall form part of, and shall not be in addition to, the overall ceiling of 1,75,00,000 Stock Options under ESOP 2026, and shall be on the same terms as set out below.

The Shareholders are further informed that the grants under the pool, if vested and exercised into equivalent number of equity shares, will be within the Authorised Share Capital of the Company and the equity shares allotted upon exercise of stock options shall rank pari passu with the then existing equity shares of the Company.

As stated in the Explanatory Statement to Item No. 1, the offer period under the Open Offer made by MCIBPL continues to subsist. Any allotment of equity shares upon exercise of Stock Options during the offer period would constitute an issue of authorised but unissued securities carrying voting rights and a change in the capital structure of the Company under Regulation 26(2)(c) and (d) of the SAST Regulations. Accordingly, the approval of the Members sought under Item Nos. 2, 3 and 4 by way of special resolutions through postal ballot shall also constitute their approval for the purposes of Regulation 26(2) of the SAST Regulations.

The broad features of the ESOP 2026 are as under:

Brief description of the ESOP 2026	The objective of ESOP 2026 is to motivate and retain talent, align key employees' interest with that of the shareholders and provide wealth creation opportunities to critical employees. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.
Total number of stock options to be granted	Not exceeding 1,75,00,000 Stock Options (subject to change in capital structure and corporate action(s), as defined in the ESOP 2026).
Identification of classes of employees entitled to participate and be beneficiaries in the ESOP 2026	The eligible employee(s) shall mean: (i) an employee as designated by the Company, who is exclusively working in India; or (ii) a director of the Company, whether a whole-time director or not, but excluding non-executive and independent directors; or (iii) an employee or a director, as defined in sub-clauses (i) or (ii) above, of a subsidiary company of the Company, in India or outside India, but does not include – (a) an employee who is a promoter or person belonging to promoter group; or (b) a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company. The Nomination and Remuneration Committee will determine the specific employees or class of employees who will be eligible for grant of stock options.
Appraisal process for determining the eligibility of employees to the ESOP 2026	The appraisal process for determining the eligibility for grant of options pursuant to the ESOP 2026 shall be determined by the Nomination and Remuneration Committee and shall be in line to reward or retain any employee or director (excluding non-executive and independent directors) who is critical to the Company's growth objectives using a fair assessment of past performance and criticality. Further details on the eligibility and objectives are mentioned in ESOP 2026.
Requirements of vesting and period of vesting	The vesting period and the schedule of vesting shall be as determined by the Nomination and Remuneration Committee, at the time of grant in accordance with applicable law, provided that the vesting of the options shall take place over a period of not more than three (3) years from the date of grant. The minimum vesting period will be One (1) year from the date of grant. The Nomination and Remuneration Committee may, subject to the provisions of applicable law, vary or alter the vesting period from employee to employee or class thereof, as it may deem fit. The conditions of vesting shall be determined by the Nomination and Remuneration Committee and would be linked to continued employment on the date of vesting.
Maximum period within which the options shall be vested	Maximum period in which the options shall be vested shall be within three (3) years from the date of grant.
Exercise price or the formula for arriving at the exercise price	The exercise price shall be determined by the Nomination and Remuneration Committee and shall not be lower than the face value of the equity shares at the time of grant and shall not be higher than the Market Price (as defined in ESOP 2026) of the equity shares as on the date of grant.
Exercise period and Exercise Process	The exercise period shall be as determined by the Nomination and Remuneration Committee and shall commence from the date of vesting, and the options will be exercisable for a period of five (5) years from the date of vesting of the stock options. The process of exercise of stock options will involve tendering of an application to the Company for issue of shares in respect of vested options together with payment of the applicable exercise price and perquisite taxes (if any) that arise out of the exercise. The mode of exercise and the deduction of perquisite tax will be decided by the Nomination and Remuneration Committee.

Lock-in period	The shares arising out of exercise of vested options would not be subject to any lock-in period after such exercise, except if any lock-in is required pursuant to applicable laws.
Maximum number of options to be granted per employee and in aggregate	The Nomination and Remuneration Committee shall decide the maximum number of options to be granted per employee and in aggregate, however the aggregate number of options under ESOP 2026 shall not exceed 1,75,00,000 (One Crore and Seventy Five Lakhs).
Maximum quantum of benefits to be provided per employee under a Scheme	The maximum quantum of benefits underlying the options issued to an employee shall be equal to the difference between the market price of the shares on the exercise date and option exercise price.
Method which the company shall use to value its options	The Company shall value the Stock Options using the fair value method in accordance with Indian Accounting Standard (Ind AS) 102 – Share-based Payment, or such other accounting standard as may be applicable from time to time. The Company shall comply with all the relevant disclosures as applicable from time to time.
Conditions under which options vested in employee(s) may lapse	If an Employee's employment with the Company or its subsidiary company, as the case may be, terminates for Cause (as defined in ESOP 2026), then all options vested (but not exercised) or unvested, shall stand cancelled.
Specified Time Period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee	On voluntary resignation on the part of the Employee or termination of employment without a Cause (defined in ESOP 2026), all vested options have to be exercised before the last working day, post which they will be considered forfeited. However, all unvested options will lapse on the date of such resignation or termination.
Whether ESOP 2026 is to be implemented and administered directly by the company or through a trust	The Company shall directly implement and administer ESOP 2026 through the Board / the Nomination and Remuneration Committee.
Whether ESOP 2026 involves new issue of shares by the Company or secondary acquisition	The Company shall issue new shares on exercise of stock options under ESOP 2026.
The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.	Not applicable
Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)	Not applicable
Terms & conditions for buyback, if any, of specified securities covered under the regulations.	Not applicable

The Members are requested to note that the Company shall conform to the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations, as applicable to the Company, from time to time.

Further, as per Regulation 6(3)(c) of the SEBI SBEB & SE Regulations, a seperate special resolution is required to be passed for grant of options to identified employee(s) of the Subsidiary Company(s).

As per Regulation 6(3)(d) of the SEBI SBEB & SE Regulations, a separate special resolution is required to be passed for grant of option, to identified employee(s), during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of option.

Further, the Company may identify certain employee(s) to whom it may be necessary to grant options equal to or exceeding one per cent of the issued capital in any one year to ensure continuity of their service with the Company.

The draft ESOP 2026 will be available for inspection in electronic mode. Members seeking to inspect such documents can send an email to corpsec@trucapfinance.com.

The Board recommends the Resolution(s) set out at Item Nos. 2, 3 and 4 of this Notice to the Members for their consideration and approval, by way of Special Resolution(s).

None of the Directors, Key Managerial Personnel and Senior Management Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution(s) set out at Item Nos. 2 and 3 of this Notice, except to the extent of the options / equity shares that may be granted / offered to them under the ESOP 2026.

By Order of the Board of Directors
For TruCap Finance Limited

Sd/-
Sonal Sharma
Company Secretary & Compliance Officer

October 28, 2026
Mumbai