



**TRANSCRIPT OF THE EXTRAORDINARY GENERAL MEETING (EGM) OF TRUCAP FINANCE LIMITED HELD ON TUESDAY, MARCH 28, 2023 AT 3.00 P.M. THROUGH VIDEO CONFERENCING**

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**Ms. Sonal Sharma :** Good afternoon to all the directors and shareholders, I, Sonal Sharma, Company Secretary and Compliance Officer, welcome you to this Extra Ordinary General Meeting (EGM) of the Members of the Company being held through Video Conferencing as permitted by the Ministry of Corporate Affairs.

Today we have with us:

- (i) Mr. Rakesh Sethi, Independent Director and Chairperson of the Board.
- (ii) Mr. Rohanjeet Singh Juneja, Managing Director & Chief Executive Officer.
- (iii) Mr. K. P. Raghuvanshi, Independent Director.
- (iv) Mrs. Rushina Mehta, Non-Independent Director.
- (v) Mr. Sanjay Kukreja, Chief Financial Officer.
- (vi) Mr. Lalit Chendvankar, Chief Compliance Officer & Legal Head.
- (vii) Mr. Mayank Arora, Practicing Company Secretary acting as a scrutinizer.

May I now request the Moderator to please confirm the number of shareholders attending this meeting.

**Moderator/Host :** Right now 52 shareholders have joined the meeting.

**Ms. Sonal Sharma :** Thank You.

The shareholders have been provided the facility to join the meeting through video conferencing and for e-voting being provided by CDSL.

Before we commence, I would like to take you through certain points regarding participation in the meeting.

The facility of joining this EGM through Video Conferencing is being made available to the Members on “first come, first serve” basis.

All the Members joining this meeting are by default placed on mute mode to avoid any background noise disturbance and to ensure smooth and seamless conduct of the meeting.

During the question / answer session, the names of registered speaker shareholder will be announced, who will thereafter be unmuted by the host of the EGM and will be allowed to express their views / ask questions only on the items mentioned in the Notice of this EGM.

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Each speaker will be given 3 minutes and I request each speaker to adhere to this time limit to ensure effectiveness of the meeting and to provide equal opportunity to other speaker shareholders.

The speaker shareholders are requested to click the audio and video button while speaking. If the shareholder is unable to join through video mode due to any reason, the shareholder is advised to switch off the camera / video and speak through audio mode.

If there is a connectivity problem at speaker shareholder's end, we will ask the next speaker to speak and continue with his/her questions. Once connectivity improves, the previous speaker shareholder will be given an opportunity to speak.

During the meeting, if Members faces any technical issue, he/she may call the helpline number of CDSL as mentioned in the Notice of the EGM.

Speaker Shareholders are requested to minimize any background noises to avoid any disturbance. While speaking, we would request the speaker to use the ear-phones so that he/she is clearly audible.

The speaker Shareholders are requested to be loud and clear while speaking, so as to enable us to note the questions correctly.

Mr. Rakesh Sethi, Independent Director and Chairperson of the Board to take the Chair, as the Chairperson of the Meeting.

Thank you.

I now handover the proceedings to our Chairperson.

Over to you Rakesh Sir.

Mr. Rakesh Sethi :

Thank You Sonal.

Good afternoon to ladies & gentlemen. I extend a very warm welcome to all the Shareholders, Directors and the invitees to this Extra Ordinary General Meeting of TruCap Finance Limited.

Please note that as required by the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, e-voting facility was provided by CDSL e-voting platform to enable Members holding shares either in physical form or in dematerialized form, as on the cut-off date being March 21, 2023 to cast their vote during the period commencing from

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Regd. Off : 3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069  
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March 25, 2023 (9.00 a.m.) to March 27, 2023 (5.00 p.m.) and during the course of the EGM on all the resolutions as set out in the Notice of the EGM. The remote e-voting was closed on March 27, 2023 (5.00 p.m.) and those members who had not casted their votes through remote e-voting can now vote during the EGM through e-voting.

The Board has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries, as Scrutinizer for conducting process of remote e-voting and e-voting during the EGM in accordance with the provisions of the Companies Act, Rules, and the MCA Circulars in a fair and transparent manner. The General Instructions for remote e-voting and e-voting during the EGM are circulated to the Members along with the Notice of EGM.

The Register of Members and other Statutory Registers under the Companies Act, 2013 are kept open for online Inspection.

As the requisite quorum is present, I hereby call the meeting to order.

Since the Notice of the EGM has already been circulated to all the Members, I take the Notice of the meeting as read.

The following items of business, as per the Notice of the EGM dated February 13, 2023, are proposed for approval at the meeting:

**Special Business:**

1. Rescinding of Resolution No. 1 passed at the Extra-Ordinary General Meeting of the Company held on January 18, 2023.
2. Rescinding of Resolution No. 2 passed at the Extra-Ordinary General Meeting of the Company held on January 18, 2023.
3. To consider and approve TruCap Employee Retention Plan.

Since this EGM is held through Video-conferencing, the resolutions mentioned in the Notice convening this EGM have already been put to vote through remote e-voting and as the facility of voting is also available at this EGM, the process for proposing or seconding of the resolutions is not applicable.

The Members to participate in the e-voting facility provided for transacting the above business mentioned in the Notice of this EGM and that the business as specified in the Notice of EGM shall be deemed to have been passed today i.e. March 28, 2023 subject to the receipt of requisite number of votes.

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I now invite Members to express their views and make their observations on items mentioned in the Notice and related matters. Mr. Rohanjeet Singh Juneja, Managing Director & CEO, to respond to the Members' queries.

**Ms. Sonal Sharma :** Thank you, Sir

We now open the floor for any questions from the shareholders present at the Meeting.

To conclude the Meeting in good time, I request each speaker to be brief, limit the speech to 3 (three) minutes and to avoid repetition. Once all the speaker Shareholders have asked their questions one-by-one after I call out their names, the same will be answered. The first speaker is Ms. Prakashini Shenoy.

Host can you please unmute Ms. Prakashini Shenoy.

**Moderator/Host** Ms. Prakashini Shenoy is not available.

**Ms. Sonal Sharma** Okay. We can move to the next speaker shareholder. The second speaker is Ms. Lekha Shah.

Host can you please unmute Ms. Lekha Shah.

**Ms. Lekha Shah :** Thank you Mam. Respected Chairman sir, Board of Directors and my fellow members, good afternoon to all of you. Myself Lekha Shah from Andheri. First of all, I'm very much thankful to our Company Secretary, Ms. Sonal Ma'am, for sending me the EGM notice well in time which is full of knowledge and easy to understand and also our Company Secretarial team Mr. Krishnaji, always answered all my calls and have happily cleared all my doubts. Once again thank you so much Krishnaji. Today's meeting I believe any decision taken by Chairman sir will be good for shareholder. Chairman sir I pray to god that he always shower his blessings upon you. Sir, I am confident that with your vision and determination you will lead our Company to reach greater height and also I pray to God, our Company should progress more and more under you and your team sir. I hope the Company will continue video conferencing in future. Sir, I have no question to ask so I strongly and whole-heartedly support all the resolutions for today's meeting and my best wishes always with our company and its prosperity.

Thank you so much Sir.

**Ms. Sonal Sharma:** Thank you Mam for your kind words. The second speaker is Mr. Satish Shah.

Host, if you can please unmute Mr. Satish Shah.

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- Mr. Satish Shah** : (Spoke in Hindi language and we have translated the same in English language). Hello, am I audible?
- Ms. Sonal Sharma** : Yes, you are audible.
- Mr. Satish Shah** : Okay. Mr. Chairman sir and all other Directors my name is Satish Shah. Sir in your chairman speech you explained us about the company very well. Sir, whatever resolutions stated in today's meeting you have my full support on these resolutions. Wish you all the best, Thank you Sir. Thank you.
- Ms. Sonal Sharma** : Thank you sir. Since there are no further questions, we can proceed further. Over to you Rakesh Sir.
- Mr. Rakesh Sethi** : I would like to thank the Members for their questions. In case any of the questions remained unanswered, or the Members were unable to speak due to any issue during the Meeting, the Members may please communicate their questions to the Company through e-mail at corpsec@trucapfinance.com which shall be answered suitably.

I would now like to conclude this meeting. The e-voting process will continue for the next 15 minutes and will be disabled thereafter.

The result of the voting will be announced within two working days and the same will be intimated to BSE and shall also be uploaded on the website of the Company and CDSL.

I would like to express my sincere appreciation to our Members for your continued faith, trust, encouragement and support.

With your consent, all other Board members and I wish all shareholders and their families a very healthy and safe future and end this meeting.

Thank you.

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