



May 22, 2024

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: Summary of proceedings of the Extra-Ordinary General Meeting held on Wednesday, May 22, 2024

Dear Sir/Madam,

Pursuant to Regulation 30 and Regulation 51(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”) read with Schedule III of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD/CIR/P/2023/120 dated July 11, 2023, enclosed herewith is a summary of the proceedings of the Extra-Ordinary General Meeting (“**EGM**”) of the Members of the Company held on Wednesday, May 22, 2024 at 03.00 P.M. (IST) through Video Conferencing (“**VC**”)/Other Audio-Visual Means (“**OAVM**”) in accordance with General Circular No. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular No. 09/2023 dated September 25, 2023, and all other applicable circulars issued by the Ministry of Corporate Affairs (collectively referred to as “**MCA Circulars**”).

Please note that the combined results of the remote e-voting and voting at the EGM and the Scrutinizer’s Report will be submitted separately.

Kindly take the same on record.

Thanking You,

Yours faithfully,
For TruCap Finance Limited

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

TruCap Finance Limited
(Formerly known as Dhanvarsha Finvest Limited)

Regd. Off. : 3rd Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069
Tel. : 1800 210 2100 | contact@trucapfinance.com | www.trucapfinance.com | CIN : L24231MH1994PLC334457



Summary of Proceedings of the Extra-Ordinary General Meeting

The Extra-Ordinary General Meeting (“EGM”) of Members of the Company was held on Wednesday, May 22, 2024, at 03.00 P.M. (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) without the physical presence of the Members at a common venue. The Company, while conducting the EGM, adhered to the applicable circulars issued by the Ministry of Corporate Affairs (“MCA”). The proceedings of the EGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the EGM.

At the beginning, Ms. Sonal Sharma, Company Secretary & Compliance Officer of the Company, introduced the members of the Board and other officials present at the EGM. Mr. Rakesh Sethi, Independent Director and Chairperson of the Board, Mr. Rohanjeet Singh Juneja, Managing Director & Chief Executive Officer, Mr. Krishipal Raghuvanshi, Independent Director and Chairperson of the Audit Committee and Member of the Stakeholders Relationship Committee, Ms. Abha Kapoor, Independent Director and Chairperson of Nomination and Remuneration Committee, Ms. Geetu Gidwani Verma, Independent Director, Mrs. Rushina Mehta, Non-Executive Non-Independent Director, Mr. Sanjay Kukreja, Chief Financial Officer, Mr. Lalit Chendvankar, Chief Compliance Officer & Legal Head and Mr. Mayank Arora, Practicing Company Secretary, acting as a scrutinizer joined the meeting through VC/OAVM.

Further, Ms. Sonal Sharma, informed the Members that the EGM is being held through video conferencing in accordance with the circulars issued by the MCA. She briefly informed the Members regarding the process and regulatory aspects pertaining to participation at the EGM through VC/OAVM.

After ascertaining that the requisite quorum was present through VC/OAVM, Mr. Rakesh Sethi, Chairperson of the Board and the EGM, commenced the proceedings of the EGM and welcomed the Members and other attendees for the EGM.

The Members were further informed that as required by the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has provided remote e-voting facility through Central Depository Services (India) Limited (“CDSL”) to enable the Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, May 15, 2024 to cast their vote on the resolutions set out in the notice of the EGM dated April 22, 2024 (“Notice”) as per the timelines mentioned in the Notice. The remote e-voting period commenced on Sunday, May 19, 2024 (9.00 A.M. IST) and ended on Tuesday, May 21, 2024 (5:00 P.M. IST). The remote e-voting module was disabled by CDSL for voting thereafter.

The Chairperson further apprised that the Members who attended the EGM through VC/OAVM facility but had not cast their votes through remote e-voting facility will be given an opportunity to cast their votes through e-voting system during the EGM. Accordingly, the e-voting window shall remain open for another 15 minutes after the conclusion of the EGM and requested the Members who have not already cast their vote through remote e-voting, to vote through e-voting system within the said time.

TruCap Finance Limited
(Formerly known as Dhanvarsha Finvest Limited)

Regd. Off. : 3rd Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069
Tel. : 1800 210 2100 | contact@trucapfinance.com | www.trucapfinance.com | CIN : L24231MH1994PLC334457



The Chairperson further informed the Members that the Board has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries, as the Scrutinizer to report on the combined voting results of remote e-voting and the e-voting at the EGM for each of the items as per the Notice.

He further informed the Members that as all the resolutions set out in Notice have already been put to vote through e-voting, the resolutions need not be proposed or seconded by the Members at the EGM.

Thereafter, the Chairperson declared that since the Notice has been sent through electronic mode to eligible Members, the Notice was taken as read. He further informed the Shareholders that the relevant documents as specified in the Notice were available electronically for inspection.

The Chairperson further informed that, with respect to Agenda No. 1 and Explanatory Statement pertaining to the Notice, Raj Ratan Commodities Private Limited (PAN: AAECR0122P), one of the proposed allottee(s), became ineligible to subscribe to the proposed issue of convertible warrants in terms of Regulation 159(1) of the Securities and Exchange Board of India (SEBI) (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended and hence its name has been removed from the name of the Proposed Allottee(s). Accordingly, since the revised list of the Proposed Allottee now only includes Krest Confin Private Limited, the issue size now reduced to 55,74,912 convertible warrants having face value of Rs. 2/- each at an issue price of Rs. 71.75/- per warrant aggregating but not exceeding Rs. 39,99,99,936/- (Rupees Thirty Nine Crores Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Thirty Six only). In this regard and based on the suggestions/comments received from the concerned stock exchange(s), the Company has issued the Corrigendum dated May 13, 2024 to the Notice. He further informed the shareholders that the Corrigendum forms an integral part of the Notice and shall always be read in conjunction with the Corrigendum.

The following items of business as per the Notice were transacted:

Special Business

1. Issuance of 55,74,912 Convertible Warrants having face value of Rs. 2/- each at an issue price of Rs. 71.75/- per Warrant at an amount aggregating but not exceeding Rs. 39,99,99,936/- (Rupees Thirty-Nine Crores Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Thirty-Six only) on preferential basis to non-promoter.
2. Amendment in the object clause of Memorandum of Association of the Company for incorporating clauses with respect to undertaking corporate agency business.

Thereafter, the Chairperson invited the Members who had registered themselves as speakers to ask questions or express their views. The Members who had registered as speakers expressed their views and the questions asked by them were suitably answered.

The Chairperson informed the Members that on receipt of the Scrutinizer's Report, the e-voting results along with consolidated Scrutinizer's Report shall be informed to the stock exchanges i.e. BSE Limited and National Stock Exchange of India Limited within 2 (two) working days of the conclusion of EGM and also be placed on the website of the Company i.e.

TruCap Finance Limited (Formerly known as Dhanvarsha Finvest Limited)



www.trucapfinance.com and CDSL. It was also informed that the recorded transcript will also be made available on the Company's website in due course of time.

The Chairperson, thereafter, thanked all the Members for their participation, constructive suggestions and comments and prayed for their good health and safety.

The EGM commenced at 3.00 P.M. (IST) and concluded at 3:31 P.M. (IST) (including the time allowed for e-voting).



TruCap Finance Limited

(Formerly known as Dhanvarsha Finvest Limited)

Regd. Off. : 3rd Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069
Tel. : 1800 210 2100 | contact@trucapfinance.com | www.trucapfinance.com | CIN : L24231MH1994PLC334457