



September 27, 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>
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Subject: Submission of Voting Results and Scrutinizer's Report of the 30th Annual General Meeting of the Company held on Thursday, September 26, 2024

Dear Sir/Ma'am,

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, please find enclosed herewith the following documents with respect to the 30th Annual General Meeting ("AGM") of the Members of TruCap Finance Limited ("Company") held on Thursday, September 26, 2024 at 3:00 p.m. (IST) through Video conferencing/Other Audio Visual Means:

- Voting results of the AGM.
- Consolidated Scrutinizers' Report issued by M/s. U. Hegde and 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 hosted 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
(Formerly known as Dhanvarsha Finvest 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: **Thirtieth Annual General Meeting through Video Conferencing/Other Audio Visual Means**

Day and Date of the Meeting: **Thursday, September 26, 2024**

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

Deemed Venue: **3rd 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 26, 2024, for the purpose of scrutinizing the Remote e-Voting and e-Voting for the Thirtieth Annual General Meeting ("AGM"), held on Thursday, September 26, 2024 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 26, 2024 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. 09/2023 dated September 25, 2023 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 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") 2023-24 was sent only through electronic mode to those Members whose name appeared in the Register of Members / Beneficial Owners as on Friday, August 23, 2024 maintained by the Company / Depositories and whose e-mail addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2023-24 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. Thursday, September 19, 2024 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 Monday, September 23, 2024 at 09:00 a.m. (IST) and ended on Wednesday, September 25, 2024 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, 2024, 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, 2024, 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, 2024, 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	99	50,340,839	99.9859
e-Voting during AGM	0	0	0
Total	99	50,340,839	99.9859

(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	3	7,106	0.0141
e-Voting during AGM	0	0	0
Total	3	7,106	0.0141

(iii) **Invalid** votes:

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

Result: Resolution passed with requisite majority.

Resolution No. 2: Ordinary Resolution

Declaration of final dividend of Re. 0.01/- per equity share for the financial year ended March 31, 2024.

(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	99	50,340,839	99.9853
e-Voting during AGM	0	0	0
Total	99	50,340,839	99.9853

(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	7,406	0.0147
e-Voting during AGM	0	0	0
Total	4	7,406	0.0147

(iii) **Invalid** votes:

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

Result: Resolution passed with requisite majority.

Resolution No. 3: Ordinary Resolution

Appointment of a Director in place of Mr. Rajiv Kapoor (DIN: 08204049), who retires by rotation, and being eligible, offers himself 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	97	50,247,685	99.9829
e-Voting during AGM	0	0	0
Total	97	50,247,685	99.9829

(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	8,584	0.0171
e-Voting during AGM	0	0	0
Total	5	8,584	0.0171

(iii) **Invalid** votes:

Particulars	Total number of members voted	Total number of votes cast by them
Remote e-Voting	1	91,976
e-Voting during AGM	-	-
Total	1	91,976

Result: Resolution passed with requisite majority.

Resolution No.4 : Ordinary Resolution

Appointment of Statutory Auditors

(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	98	50,340,739	99.9857
e-Voting during AGM	0	0	0
Total	98	50,340,739	99.9857

(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	7,206	0.0143
e-Voting during AGM	0	0	0
Total	4	7,206	0.0143

(iii) **Invalid** votes:

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

Result: Resolution passed with requisite majority.

Resolution No. 5: Special Resolution

Approve the Issuance of Non-Convertible Debentures.

(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	98	50,339,461	99.9831
e-Voting during AGM	0	0	0
Total	98	50,339,461	99.9831

(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	8,484	0.0169
e-Voting during AGM	0	0	0
Total	4	8,484	0.0169

(ii) **Invalid** votes:

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

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 5 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: 27/09/2024

For U. Hegde & Associates, Company Secretaries

UMASHANKAR  Digitally signed by UMASHANKAR
KRISHNA HEGDE
Date: 2024.09.27 17:30:42 +05'30'

Umashankar K Hegde - Scrutinizer

(Proprietor)

Practicing Company Secretary

COP No. - 11161

M. No. - A22133


UDIN: - A022133F001347897

Countersigned

For TruCap Finance Limited

Sonal

Sharma

 Digitally signed by
Sonal Sharma
Date: 2024.09.27
17:44:50 +05'30'

Sonal Sharma

Company Secretary and Compliance Officer

TRUCAP FINANCE LIMITED								
Voting Results for Annual General Meeting								
Details of Remote E-voting and Voting at the AGM as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of the following resolution(s):								
Date of the AGM/EGM						September 26, 2024		
Total number of shareholders on record date						24702		
No. of shareholders present in the meeting either in person or through proxy:						0		
Promoter and Promoter Group:								
Public:								
No. of Shareholders attended the meeting through Video Conferencing:						1		
Promoter and Promoter Group:						61		
Public:								
1. Ordinary Resolution: To consider and adopt: (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2024, 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, 2024, together with Statutory Auditors' Report thereon.								
Whether promoter/ promoter group are interested in the agenda/ resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
Public Institutions	E-Voting	11100927	0	0.0000	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	11100927	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	58607606	3157107	5.3869	3150001	7106	99.7749	0.2251
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	58607606	3157107	5.3869	3150001	7106	99.7749	0.2251
Total	116899371	50347945	43.0695	50340839	7106	99.9859	0.0141	
2. Ordinary Resolution: To declare a final dividend of ₹ 0.01/- per equity share, for the financial year ended March 31, 2024.								
Whether promoter/ promoter group are interested in the agenda/ resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
Public Institutions	E-Voting	11100927	0	0.0000	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	11100927	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	58607606	3157407	5.3874	3150001	7406	99.7654	0.2346
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	58607606	3157407	5.3874	3150001	7406	99.7654	0.2346
Total	116899371	50348245	43.0697	50340839	7406	99.9853	0.0147	
3. Ordinary Resolution: To appoint a director in place of Mr. Rajiv Kapoor (DIN: 08204049), who retires by rotation and being eligible, offers himself for re-appointment.								
Whether promoter/ promoter group are interested in the agenda/ resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
Public Institutions	E-Voting	11100927	0	0.0000	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	11100927	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	58607606	3065431	5.2304	3056847	8584	99.7200	0.2800
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	58607606	3065431	5.2304	3056847	8584	99.7200	0.2800
Total	116899371	50256269	42.9911	50247685	8584	99.9829	0.0171	

4. Ordinary Resolution: To appoint Statutory Auditors of the Company for period of 3(Three) years commencing from the conclusion of the 30th Annual General Meeting till conclusion of the 33rd Annual General Meeting.

Whether promoter/ promoter group are interested in the agenda/ resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
Public Institutions	E-Voting	11100927	0	0.0000	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	11100927	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	58607606	3157107	5.3869	3149901	7206	99.7718	0.2282
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	58607606	3157107	5.3869	3149901	7206	99.7718	0.2282
Total	116899371	50347945	43.0695	50340739	7206	99.9857	0.0143	

5. Special Resolution: To approve issuance of non-convertible debentures.

Whether promoter/ promoter group are interested in the agenda/ resolution: No								
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes -in favour (4)	No. of votes - Against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	47190838	47190838	100.0000	47190838	0	100.0000	0.0000
Public Institutions	E-Voting	11100927	0	0.0000	0	0	0.0000	0.0000
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	11100927	0	0.0000	0	0	0.0000	0.0000
Public - Non Institutions	E-Voting	58607606	3157107	5.3869	3148623	8484	99.7313	0.2687
	Venue_Vote	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)	0	0	0.0000	0	0	0.0000	0.0000
	Total	58607606	3157107	5.3869	3148623	8484	99.7313	0.2687
Total	116899371	50347945	43.0695	50339461	8484	99.9831	0.0169	