



September 29, 2022

To,  
The Manager  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001.

**Scrip Code: 540268**

**Subject: Summary of proceedings of the 28<sup>th</sup> Annual General Meeting held on  
Thursday, September 29, 2022**

Dear Sir/Madam,

We wish to inform you that the 28<sup>th</sup> Annual General Meeting (“AGM”) of the Company was held today i.e. Thursday, September 29, 2022 at 3.00 p.m. (IST) through video conferencing (“VC”)/ Other Audio Visual Means (“OAVM”), in compliance with the provisions of the Companies Act, 2013 and applicable rules made thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”) and Circular No. 14/2020 and 17/2020 dated April 08, 2020 and April 13, 2020 respectively, General Circular no. 20/2020 dated May 05, 2020, General Circular nos. 02/2021 and 21/2021 dated January 13, 2021 and December 14, 2021 respectively and General Circular No. 02/2022 dated May 05, 2022, issued by the Ministry of Corporate Affairs (“MCA”) and circular No. SEBI/HO/ CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and circular no. SEBI/HO/DDHS/P/CIR/2022/0063 issued by the Securities and Exchange Board of India (“SEBI”) on May 13, 2022 issued by the Securities and Exchange Board of India (SEBI), without the physical presence of the Members at a common venue to transact the business as stated in the Notice dated August 10, 2022, convening the AGM.

Pursuant to Regulation 30 read with Schedule III - Part A - Para A of the Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, please find enclosed herewith summary of proceedings of AGM of the Company.

Kindly take the same on record.

Thanking You,

Yours faithfully,  
**For TruCap Finance Limited**

**Lalit Chendvankar**  
**Company Secretary & Compliance Officer**  
Encl: a/a

**TruCap Finance Limited**  
**(Formerly known as Dhanvarsha Finvest Limited)**

**Regd. Off :** 3<sup>rd</sup> Floor, A Wing, D. J. House, Old Nagardas Road, Andheri (East), Mumbai – 400 069  
Tel : 1800 210 2100 | contact@dhanvarsha.co | www.dhanvarsha.co | CIN : L24231MH1994PLC334457



## Summary of proceedings of the 28<sup>th</sup> Annual General Meeting

The 28<sup>th</sup> Annual General Meeting (“AGM”) of TruCap Finance Limited (Formerly Dhanvarsha Finvest Limited) (“the Company”) was held on Thursday, September 29, 2022 at 3:00 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 AGM, adhered to the circulars issued by the Ministry of Corporate Affairs (“MCA”), the Securities and Exchange Board of India (“SEBI”). The proceedings of the AGM were deemed to be conducted at the Registered Office of the Company which was the deemed venue of the AGM.

At the beginning, Mr. Lalit Chendvankar, Company Secretary & Compliance Officer of the Company, introduced the members of the Board and other officials present at the AGM. Mr. Rakesh Sethi, Independent Director and Chairperson of the Board, Mr. Krishipal Raghuvanshi, Independent Director and Member of the Audit Committee and 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. Rohanjeet Singh Juneja, Managing Director & Chief Executive Officer, Mr. Sanjay Kukreja, Chief Financial Officer, representatives from M/s Bansal Bansal & Co., Statutory Auditors and Mr. Mayank Arora, Practicing Company Secretary, Scrutinizer for the AGM joined the meeting through VC/OAVM.

Further, Mr. Lalit Chendvankar, Company Secretary & Compliance Officer of the Company, informed the Members that the AGM is being held through video conferencing in accordance with the circulars issued by MCA and SEBI. He briefly informed the Members regarding the process and regulatory aspects pertaining to participation at the AGM through VC/OAVM.

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 Members holding shares either in physical form or in dematerialized form, as on the cut-off date being Thursday, September 22, 2022 to cast their vote on the resolutions set out in the Notice of the AGM as per the timelines mentioned in the AGM Notice. The remote e-voting period commenced on Monday, September 26, 2022 (9.00 a.m. IST) and ended on Wednesday, September 28, 2022 (5:00 p.m. IST). The e-voting module was disabled by CDSL for voting thereafter.

The Members who attended the AGM through VC/OAVM facility but had not cast their votes through remote e-voting facility were provided an opportunity to cast their votes through e-voting system at the AGM.

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The Company Secretary & Compliance Officer further informed the members that the Company 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 AGM for each of the items as per the notice of the AGM.

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

He instructed that the e-voting window shall remain open for another 15 minutes after the conclusion of the AGM and requested the Members who have not already casted their vote through remote e-voting, to vote through e-voting system within the said time.

Mr. Rakesh Sethi, Independent Director and Chairperson of the Board, Chairperson of the AGM, after ascertaining that the requisite quorum, commenced the proceedings of the AGM and welcomed the Members and other attendees for AGM.

The Chairperson further spoke about the performance of the Company during the financial year ended March 31, 2022. Further, since the Notice of the 28<sup>th</sup> AGM, copies of the audited financial statements for the year ended March 31, 2022, Board's Report and Auditor's Report had been sent through electronic mode to the Members, the Chairperson declared the same as read. It was also informed that the registers as required by the Companies Act, 2013 were available electronically for inspection.

The Chairperson apprised that the Auditors' Report does not have any qualifications, observations or comments on financial transactions or matters which may have any adverse effect on the functioning of the Company.

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

### **Ordinary Business**

1. To consider and adopt:
  - (a) the audited standalone financial statement(s) of the Company for the financial year ended March 31, 2022, together with the reports of the Board of Directors and Statutory Auditors thereon; and
  - (b) the audited consolidated financial statement(s) of the Company for the financial year ended March 31, 2022, together with Statutory Auditor's Report thereon.
2. To declare a final dividend of Re.0.01/- per equity share, for the financial year ended March 31, 2022.
3. To appoint a director in place of Mr. Rohanjeet Singh Juneja (DIN: 08342094) who retires by rotation and being eligible, offers himself for re-appointment.

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### Special Business

4. To approve the re-appointment of Mr. Rohanjeet Singh Juneja (DIN: 08342094), as Managing Director & Chief Executive Officer of the Company and remuneration payable to him.
5. To approve appointment of Mrs. Rushina Mehta (DIN: 01042204) as a Director of the Company.
6. To approve amendment in Dhanvarsha ESOP Plan 2018.

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.

The Chairperson informed the Members that the e-voting results along with consolidated Scrutinizer's Report shall be filed with the stock exchange within two working days of the conclusion of AGM on receipt of the Scrutinizer's Report and also be placed on the website of the Company i.e. [www.trucapfinance.com](http://www.trucapfinance.com). It was also informed that the recorded transcript will also be made available on the Company's website as soon as possible.

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

The AGM commenced at 3.00 p.m. (IST) and concluded at 03:28 p.m. (IST) (including the time allowed for e-voting).



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