



September 26, 2023

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: Summary of proceedings of the 29th Annual General Meeting held on Tuesday, September 26, 2023

Dear Sir/Madam,

We wish to inform you that the 29th Annual General Meeting (“AGM”) of the Company was held today i.e. Tuesday, September 26, 2023 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. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 issued by SEBI on May 13, 2022 and January 05, 2023 respectively, without the physical presence of the Members at a common venue to transact the business as stated in the notice dated August 11, 2023, 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

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 29th Annual General Meeting

The 29th Annual General Meeting (“AGM”) of TruCap Finance Limited (Formerly Dhanvarsha Finvest Limited) (“Company”) was held on Tuesday, September 26, 2023, 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 applicable 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, Ms. Sonal Sharma, 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 Chairperson of the Audit Committee, Ms. Abha Kapoor, Independent Director and Chairperson of the Nomination and Remuneration Committee, Mr. Rajiv Kapoor, Non-Executive Non-Independent Director and Chairperson of Stakeholders Relationship Committee, Ms. Geetu Gidwani Verma, Non-Executive 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, Mr. Lalit Chendvankar, Chief Compliance Officer & Legal Head, Mr. Jatin Bansal and Mr. Pratik Kothari, representatives of M/s. Bansal Bansal & Co. Statutory Auditors of the Company and Mr. Umashankar Hegde, Proprietor of M/s. U. Hegde & Associates, Practicing Company Secretary and the Secretarial Auditor of the Company, also acting as a scrutinizer for the AGM.

Further, Ms. Sonal Sharma, 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 and 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 Tuesday, September 19, 2023 to cast their vote on the resolutions set out in the notice of the AGM dated August 11, 2023 (“Notice”) as per the timelines mentioned in the Notice. The remote e-voting period commenced from Saturday, September 23, 2023 (9.00 a.m.) (IST) till Monday, September 25, 2023 (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. U. Hegde & Associates, 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.

She 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 AGM.

She 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 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, 2023. Further, since the Notice, copies of the Audited Financial Statements for the year ended March 31, 2023, 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 informed 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 were transacted:

Ordinary Business

1. To consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with Statutory Auditors' Report thereon.
2. To declare a final dividend of ₹ 0.01/- per equity share, for the financial year ended March 31, 2023.
3. To appoint a director in place of Mr. Atwood Porter Collins (DIN: 09239511), 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. Nirmal Vinod Momaya (DIN: 01641934), as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (Five) consecutive years effective from August 10, 2023 till August 09, 2028 (both days inclusive).
5. To approve the re-appointment of Mr. Krishipal Raghuvanshi (DIN: 07529826), as an Independent Director of the Company, not liable to retire by rotation and to hold office for second term of 5 (Five) consecutive years effective from August 24, 2023 till August 23, 2028 (both days inclusive).
6. To consider and approve alteration of Articles of Association of the Company.
7. To consider and approve payment of commission to Non-Executive Directors of the Company.

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 exchanges 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 and on the website of the CDSL.

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 03.00 p.m. (IST) and concluded at 03.31 p.m. (IST) (including the time allowed for e-voting).



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