



April 11, 2025

|   |   |
|---|---|
| To,<br>The General Manager<br>Department of Corporate Services<br>BSE Limited<br>Phiroze Jeejeebhoy Towers,<br>Dalal Street, Mumbai - 400 001.<br><b>Scrip code: 540268</b> | To,<br>The Manager<br>Department of Corporate Compliance<br>National Stock Exchange of India Limited<br>Exchange Plaza, Bandra Kurla Complex,<br>Bandra (East), Mumbai - 400 051.<br><b>Scrip code: TRU</b> |
|---|---|

**Subject: Submission of Voting Results and Scrutinizer's Report in respect of the Postal Ballot through E-voting process under Regulation(s) 30, 44 and 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Dear Sir/Ma'am,

Pursuant to Regulation(s) 30, 44 and 51 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended ("Listing Regulations"), based on the report dated April 11, 2025 issued by M/s. Mayank Arora & Co., Practicing Company Secretaries, the scrutinizer for the postal ballot and e-voting, we wish to inform that the Shareholders of the Company have, through e-voting process, approved the below matter(s) as specified in the postal ballot notice of the Company dated March 07, 2025 ("Notice"):

| Sr. No | Particulars   | Type of Resolution             |
|--------|---|--------------------------------|
| 1.     | Transfer of Gold Loan Business of the Company by way of Slump Sale as 'Going Concern Basis'.                        | Approved as Special Resolution |
| 2.     | Re-pricing of the Employee Stock Options granted to the employee(s) of the Company under Dhanvarsha ESOP Plan 2018. | Approved as Special Resolution |

In this regard, pursuant to Regulation 44 of the Listing Regulations and Section(s) 108 and 110 of the Act read with applicable Rules, please find enclosed herewith the following:

- Voting results of the postal ballot.
- Scrutinizers' Report issued by M/s. Mayank Arora and Company, Practicing Company Secretaries, (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India).

Further, pursuant to the provisions of Section(s) 108 and 110 of the Act, read with applicable Rules made thereunder, the date of passing the resolution(s) shall be deemed to be Thursday, April 10, 2025, viz. last date for e-voting in the Notice.

The voting results and Scrutinizers' Report are also hosted on the website of the Company at [www.trucapfinance.com](http://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)**

| TRUCAP FINANCE LIMITED   |                               |                        |                               |   |                             |                            |  |  |
|--|-------------------------------|------------------------|-------------------------------|---|-----------------------------|----------------------------|--|--|
| Voting Results for Postal Ballot   |                               |                        |                               |   |                             |                            |  |  |
| Details of E-voting as per Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 in respect of the following resolution(s): |                               |                        |                               |   |                             |                            |  |  |
| Date of the Postal Ballot  |                               |                        |                               |   | April 10, 2025              |                            |  |  |
| Total number of shareholders on record date  |                               |                        |                               |   | 29456                       |                            |  |  |
| 1. Special Resolution: Transfer of Gold Loan business of the Company by way of Slump Sale as 'Going concern basis'.  |                               |                        |                               |   |                             |                            |  |  |
| 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                      | 4,18,00,220            | 4,15,20,220                   | 99.3301   | 4,15,20,220                 | 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   |
|  | <b>Total (A)</b>              | <b>4,18,00,220</b>     | <b>4,15,20,220</b>            | <b>99.3301</b>  | <b>4,15,20,220</b>          | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |
| Public Institutions  | E-Voting                      | 87,90,729              | 83,07,008                     | 94.4974   | 83,07,008                   | 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   |
|  | <b>Total (B)</b>              | <b>87,90,729</b>       | <b>83,07,008</b>              | <b>94.4974</b>  | <b>83,07,008</b>            | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |
| Public - Non Institutions  | E-Voting                      | 6,63,08,422            | 2,07,30,371                   | 31.2636   | 1,51,19,634                 | 56,10,737                  | 72.9347  | 27.0653  |
|  | 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   |
|  | <b>Total (C)</b>              | <b>6,63,08,422</b>     | <b>2,07,30,371</b>            | <b>31.2636</b>  | <b>1,51,19,634</b>          | <b>56,10,737</b>           | <b>72.9347</b>   | <b>27.0653</b>                                       |
| <b>Total (A+B+C)</b>   |                               | <b>11,68,99,371</b>    | <b>7,05,57,599</b>            | <b>60.3576</b>  | <b>6,49,46,862</b>          | <b>56,10,737</b>           | <b>92.0480</b>   | <b>7.9520</b>  |

| 2. Special Resolution: Re-pricing of the Employee Stock Options granted to the Employees of the Company under 'Dhanvarsha ESOP Plan 2018' |                               |                        |                               |   |                             |                            |  |  |
|---|-------------------------------|------------------------|-------------------------------|---|-----------------------------|----------------------------|--|--|
| 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                      | 4,18,00,220            | 4,15,20,220                   | 99.3301   | 4,15,20,220                 | 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   |
|   | <b>Total (A)</b>              | <b>4,18,00,220</b>     | <b>4,15,20,220</b>            | <b>99.3301</b>  | <b>4,15,20,220</b>          | <b>0</b>                   | <b>100.0000</b>  | <b>0.0000</b>  |
| Public Institutions   | E-Voting                      | 87,90,729              | 83,07,008                     | 94.4974   | 42,73,000                   | 40,34,008                  | 51.4385  | 48.5615  |
|   | 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   |
|   | <b>Total (B)</b>              | <b>87,90,729</b>       | <b>83,07,008</b>              | <b>94.4974</b>  | <b>42,73,000</b>            | <b>40,34,008</b>           | <b>51.4385</b>   | <b>48.5615</b>                                       |
| Public - Non Institutions   | E-Voting                      | 6,63,08,422            | 1,97,69,126                   | 29.8139   | 1,41,51,432                 | 56,17,694                  | 71.5835  | 28.4165  |
|   | 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   |
|   | <b>Total (C)</b>              | <b>6,63,08,422</b>     | <b>1,97,69,126</b>            | <b>29.8139</b>  | <b>1,41,51,432</b>          | <b>56,17,694</b>           | <b>71.5835</b>   | <b>28.4165</b>                                       |
| <b>Total (A+B+C)</b>  |                               | <b>11,68,99,371</b>    | <b>6,95,96,354</b>            | <b>59.5353</b>  | <b>5,99,44,652</b>          | <b>96,51,702</b>           | <b>86.1319</b>   | <b>13.8681</b>                                       |

# MAYANK ARORA & Co.

## COMPANY SECRETARIES

### SCRUTINIZER'S REPORT

Report of the Scrutinizer on Postal Ballot

[Pursuant to Section(s) 108 & 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Company (Management and Administration) Rules, 2014, as amended]

To,  
The Board of Directors  
**TruCap Finance Limited,**  
3<sup>rd</sup> Floor, A Wing, D.J. House,  
Old Nagardas Road, Andheri (East),  
Mumbai - 400 069

Dear Sir,

1. We, M/s. Mayank Arora & Co., Practicing Company Secretaries, has been appointed as Scrutinizer by the Board of Directors ("the Board") of TruCap Finance Limited (herein referred as "the Company") on 7<sup>th</sup> March, 2025 for scrutinizing the Postal Ballot voting including E-Voting process for seeking approval of the shareholders by way of Special Resolution for following items:
  - i. Transfer of Gold Loan Business of the Company by way of Slump Sale as 'Going Concern' Basis;
  - ii. Re-pricing of the Employee Stock Options granted to the employees of the Company under 'Dhanvarsha ESOP Plan 2018'
2. The said appointment as a Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with rule 20 and rule 22 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules") and in accordance with Regulation 44 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("LODR") as amended.
3. On 10<sup>th</sup> March, 2025, the Company have sent the Postal Ballot Notice, only through email to its all eligible Members through CDSL, as per Section 108 & 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 for seeking the consent of the members by way of Special Resolutions for the business set out in the Notice dated 7<sup>th</sup> March, 2025, to be transacted by postal ballot which includes voting by electronic means.
4. A Public Notice that the Company had sent Postal Ballot Notices along with other documents to the shareholders was published in Financial Express (English Newspaper) having nationwide circulation on 11<sup>th</sup> March, 2025 and in Mumbai Lakshadeep (Marathi Newspaper) Newspaper circulating in Mumbai on 11<sup>th</sup> March, 2025.

5. The Company had offered e-voting facility to all its Shareholders, which enabled the Members to cast votes electronically instead of physically submitting duly filled in Postal Ballot Form. The instructions on e-voting were provided in the Notice.
6. The Company was having 29456 Shareholders as on 7<sup>th</sup> March, 2025 i.e. the cut-off date, as set out in the Notice to ascertaining the Shareholders entitled to vote on resolution(s) as set out in the Notice and their voting rights were in proportion to their share in the paid up capital of the Company as of the cut-off date.

### **E-Voting**

7. The Company had provided e-Voting facility through CDSL portal on [www.evotingindia.com](http://www.evotingindia.com). Under Electronic Voting Sequence Number (EVSN) 250307003. The e-Voting commenced from 12<sup>th</sup> March, 2025 at 9.00 a.m. and closed on 10<sup>th</sup> April, 2025 at 5.00 p.m. The votes cast were unblocked on Thursday, 10<sup>th</sup> April, 2025 post 05:00 p.m. i.e. completion of e-Voting period, in the presence of two witnesses, **Ms. Nishita Gandhi** and **Mr. Vatsal Patel** who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



\_\_\_\_\_  
**Ms. Nishita Gandhi**



\_\_\_\_\_  
**Mr. Vatsal Patel**

Thereafter, the details containing inter-alia, list of Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services (India) Limited. (CDSL). i.e. [www.evotingindia.com](http://www.evotingindia.com).

8. The result of the scrutiny is as under:

### Special Resolution 1:

**Transfer of Gold Loan Business of the Company by way of Slump Sale as 'Going Concern' Basis**

### E-Voting Result:-

| Particulars    | E-Voting |             |       | Invalid | Total Valid |             |       |
|----------------|----------|-------------|-------|---------|-------------|-------------|-------|
|                | Nos      | Votes       | %     |         | Nos         | Votes       | %     |
| <b>Assent</b>  | 129      | 6,49,46,862 | 92.05 | 0       | 129         | 6,49,46,862 | 92.05 |
| <b>Dissent</b> | 18       | 56,10,737   | 7.95  | 0       | 18          | 56,10,737   | 7.95  |
| <b>Total</b>   | 147      | 7,05,57,599 | 100   | 0       | 147         | 7,05,57,599 | 100   |

Further, pursuant to proviso to Regulation 37A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Special Resolution passed by the members for transfer of Gold Loan Business of the Company by way of Slump Sale shall be acted upon only if the votes cast by the public shareholders in favour of the resolution exceeds the votes cast by such public shareholders against the resolution. Accordingly based on the report generated from the e-voting portal of CDSL (summary tabulated below), we hereby submit that the votes casted by public shareholders in favour of resolution no. 1 exceeds the votes casted by public shareholders against the said resolution.

### **Votes cast by Public Shareholders**

| Particulars  | No. of Public shareholders Voted | No. of Votes cast | % of total number of valid votes cast by public |
|--------------|----------------------------------|-------------------|---|
| In Favor     | 125                              | 23,426,642        | 80.68   |
| Against      | 18                               | 5,610,737         | 19.32   |
| Invalid      | 0                                | 0                 | 0.00  |
| <b>Total</b> | <b>143</b>                       | <b>29,037,379</b> | <b>100.00</b>                                   |

**Result: Resolution stands passed with requisite majority.**

**Special Resolution 2:**

Re-pricing of the Employee Stock Options granted to the Employees of the Company under 'Dhanvarsha ESOP Plan 2018'

**E-Voting Result:-**

| Particulars | E-Voting |             |       | Invalid | Total Valid |             |       |
|-------------|----------|-------------|-------|---------|-------------|-------------|-------|
|             | Nos      | Votes       | %     |         | Nos         | Votes       | %     |
| Assent      | 123      | 5,99,44,652 | 86.13 | 0       | 123         | 5,99,44,652 | 86.13 |
| Dissent     | 22       | 96,51,702   | 13.87 | 0       | 22          | 96,51,702   | 13.87 |
| Total       | 145      | 6,95,96,354 | 100   | 0       | 145         | 6,95,96,354 | 100   |

**Result: Resolution stands passed with requisite majority.**

The electronic data and all other relevant records relating to remote e-voting will be handed over to Ms. Sonal Sharma (Company Secretary and Compliance Officer), of the Company for safe keeping.

Thanking You,  
Yours faithfully,

For Mayank Arora & Co.,  
Company Secretaries



Mayank Arora  
Partner  
Membership No.: F10378  
COP No.: 13609  
PR No.: 5923/2024



For TruCap Finance Limited



Sonal Sharma  
Company Secretary and Compliance Officer



UDIN: F010378G000086806  
Date: 11/04/2025  
Place: Mumbai

Note: Members casted votes from two different folios are considered as one, for the purpose of counting of number of members voted.