



DHANVARSHA FINVEST LIMITED

CIN: L24231MH1994PLC334457

Registered Office: 3rd Floor, A Wing, D.J. House, Old Nagardas Road,
Andheri (East), Mumbai - 400 069.

Website: www.dhanvarsha.co

NOTICE OF THE EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting (EGM) of the Members of Dhanvarsha Finvest Limited ("Company") will be held on Wednesday, June 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, to transact the businesses mentioned below:

Special Business:

Item No 1: To change the Name of the Company

To consider and if thought fit to pass with or without any modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4 read with Section 13 and any other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under (including any statutory modification(s) or amendment(s) or re-enactment thereof, for the time being in force) and subject to the approvals, consents, sanctions and permissions of the Central Government / stock exchange(s) / Reserve Bank of India, appropriate authorities / departments or bodies as may be necessary, the consent of the members of the Company be and is hereby accorded to change the name of the Company from "Dhanvarsha Finvest Limited" to "TruCap Finance Limited".

RESOLVED FURTHER THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause:

1. The Name of the Company is "TruCap Finance Limited".

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof, be and is hereby authorized to do all acts, deeds, matters and things and to take all such steps as may be deemed necessary, proper, desirable or expedient in its absolute discretion for the purpose of giving effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard without requiring the Board to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Item No 2: To approve the appointment of Ms. Abha Kapoor (DIN: 01277168) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Abha Kapoor (DIN: 01277168) who was appointed as an additional director of the Company, categorised as independent, by the Board of Directors with effect from March 30, 2022, be and is hereby appointed as an Independent Director for a term of five consecutive years effective from March 30, 2022 till March 29, 2027 (both days inclusive) and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No. 3: To approve change in designation of Mr. Rajiv Kapoor (DIN: 08204049) from Non-Executive Independent Director to Non-Executive Non-Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary resolution:**

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and 197 of the Companies Act, 2013 and rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), and other applicable provisions, if any, (including any statutory amendment or modification or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Rajiv Kapoor (DIN: 08204049) who was appointed as the Independent Director of the Company, be and is hereby re-designated as Non-Executive Non-Independent Director of the Company w.e.f. March 30, 2022 and is liable to retire by rotation.



RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

Item No 4: To approve the appointment of Ms. Geetu Gidwani Verma (DIN: 00696047) as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and Regulation 17(1C), 25(2A) and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), and pursuant to the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Geetu Gidwani Verma (DIN: 00696047) who was appointed as an additional director of the Company, categorised as independent, by the Board of Directors with effect from May 31, 2022, be and is hereby appointed as an Independent Director for a term of five consecutive years effective from May 31, 2022 till May 30, 2027 (both days inclusive) and shall not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby severally authorized to do and perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution."

**By Order of the Board of Directors
For Dhanvarsha Finvest Limited**

**Sd/-
Lalit Chendvankar
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: May 31, 2022**

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs ("MCA") followed by Circular No. 20/2020 dated May 05, 2020, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 5, 2022 and other aforesaid all notifications, physical attendance of the Members to the Extraordinary General Meeting (EGM) venue is not required and EGM be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.dhanvarsha.co. The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at www.bseindia.com and the EGM Notice is also available on the website of Central Depository Services (India) Limited (CDSL) (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com. Further, in accordance with the aforesaid MCA circulars, the Notice of the EGM will be sent electronically to all the members of the Company who have registered their email addresses with the Company or depository participants or with the Company's share transfer agent i.e. M/s. MCS Share Transfer Agent Limited and whose names are recorded in the Register of Members of the Company as on Friday, June 3, 2022 and physical copies will not be sent.
5. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 20/2021 dated December 08, 2021 and MCA Circular No. 3/2022 dated May 5, 2022.



6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), relating to the Special Business under Item No. 1 to Item No. 4 of the Notice, is annexed hereto.
7. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s. MCS Share Transfer Agent Limited, Mumbai for assistance in this regard.
8. To support the 'Green Initiative', members who have not registered their e-mail addresses so far are requested to register their e-mail address with their Depository participants (DPs), in case the shares are held by them in electronic form/Demat form and with M/s. MCS Share Transfer Agent Limited, in case the shares are held by them in physical form for receiving all communication(s) including report, notices, circulars, etc. from the Company electronically. Alternatively, members holding shares in physical form are requested to send their email address and mobile number to the company's e-mail id i.e. corpsec@dhanvarsha.co.
9. Members are requested to register or intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. to their Depository Participants with whom they are maintaining their demat accounts in case the shares are held by them in electronic form/demat form and to M/s. MCS Share Transfer Agent Limited in case the shares are held by them in physical form.
10. Remote e-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is providing facility of remote e-voting to its Members through e-Voting agency CDSL.
11. Only those Members, whose names appear in Register of Members / List of beneficial owners as on Wednesday, June 22, 2022 ("Cut-off Date") shall be entitled to vote (through remote e-voting and during EGM) on the resolutions set forth in this Notice and their voting rights shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date. A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.
12. The Board of Directors has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries, (FCS 10378 holding Certificate of Practice No. 13609 with the Institute of Company Secretaries of India), as the Scrutinizer to scrutinize the remote e-voting and voting during the EGM in a fair and transparent manner.
13. The Scrutinizer will make a consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes, if any, to the Chairperson / Executive Director of the Company or in his absence to any other Director authorized by the Board of Directors, who shall countersign the same. Based on the Scrutinizer's Report, the result will be declared by the Chairperson / Executive Director or in his absence by the Company Secretary within two working days from the date of EGM at the Registered Office of the Company. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM i.e. June 29, 2022.
14. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the EGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies. Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

INSTRUCTIONS FOR THE MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM:

15. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the MCA vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 20/2021 dated December 08, 2021 and Circular No. 3/2022 dated May 5, 2022. The forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, December 08, 2021 and May 5, 2022, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
17. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM



will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.

18. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
19. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
20. In line with the MCA Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.dhanvarsha.co. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
21. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 20/2021 dated December 08, 2021 and Circular No. 3/2022 dated May 5, 2022.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Sunday, June 26, 2022 at 9.00 a.m. and ends on Tuesday, June 28, 2022 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) Wednesday, June 22, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of the Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by the Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by the company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.



Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.



- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN Dhanvarsha Finvest Limited.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; corpsec@dhanvarsha.co, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corpsec@dhanvarsha.co. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 5 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at corpsec@dhanvarsha.co. These queries will be replied to the shareholders by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to RTA at subodh@mcsregistrars.com.



2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
5. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.1:

The Board of Directors of the Company has passed the resolution for change of the name of Company from Dhanvarsha Finvest Limited to TruCap Finance Limited (“Proposed Name”), pursuant to the provisions of Section 4 read with Section 13 and any other applicable provisions of the Companies Act, 2013. The Company is a Non-Banking Financial Company (NBFC) and engaged in the lending business and the existing name of the Company conveys a limited perception of the suite of products and services which the Company has been built over the years, whereas the Proposed Name would cater to the Company’s need for enhanced and better brand connect/loyalty with the evolving needs of all our stakeholders. The Proposed Name would also help the Company in achieving the purpose of aligning its vision, mission, brand values, brand persona and customer connect/recall value.

The Members are further informed that the Registrar of Companies has also approved the availability of the Proposed Name on May 31, 2022. Now the approval of the members is required to change the name from Dhanvarsha Finvest Limited to TruCap Finance Limited.

Further, the Company has obtained certificate from M/s. Katariya & Associates, Independent Chartered Accountants, Mumbai, in compliance with Regulation 45(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. A copy of the aforesaid certificate is annexed as Annexure 1.

Accordingly, the members of the Company are requested to approve the same by passing this resolution as Special Resolution.

None of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

Item No. 2:

The Board of Directors vide resolution passed by circulation on March 29, 2022, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Ms. Abha Kapoor (DIN: 01277168), as an Additional Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from March 30, 2022, for a term of five consecutive years effective from March 30, 2022 till March 29, 2027 (both days inclusive) to share her rich experience and expertise for the benefit of the Company. Ms. Abha Kapoor shall not be liable to retire by rotation.

As per the provisions of the Regulation 17(IC) and 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the listed company shall seek the approval of the shareholders by way of special resolution for appointment of a person as Independent Director on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Abha Kapoor (DIN: 01277168), has informed the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She has also given a declaration that she meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

Brief Profile of Ms. Abha Kapoor is as below:

Ms. Abha Kapoor is the founding partner of K & J Associates, a pioneer and leading executive search firm in the Media, Entertainment and Communication sector since 1995 and over the course of over two decades, have excelled in this arena making a prominent position for herself in the Media and Entertainment sector.

Further, additional Information of Ms. Abha Kapoor, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings (“SS-2”), is annexed to the Notice as Annexure 2.

A copy of the draft letter of appointment of Ms. Abha Kapoor (DIN: 01277168), as an Independent Director stating the terms and



conditions is available for inspection by the members of the Company in physical or in electronic form at the registered office of the Company during business hours up to date of the ensuing Extra Ordinary General Meeting.

In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, the Board of Directors considers that the appointment of Ms. Abha Kapoor (DIN: 01277168) as an Independent Director will be of advantage to the Company and accordingly, the Board recommends the above resolution to be passed as Special Resolution.

Except Ms. Abha Kapoor and her relatives, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

Item No. 3:

The Board of Directors vide resolution passed by circulation on March 29, 2022, based on recommendation from Nomination and Remuneration Committee, approved the change in designation of Mr. Rajiv Kapoor (DIN: 08204049) from Independent Director to Non-Executive Non Independent Director of the Company with effect from March 30, 2022, liable to retire by rotation.

Brief Profile of Mr. Rajiv Kapoor is as below:

Mr. Rajiv Kapoor holds a Post Graduate Diploma in Management from the Indian Institute of Management Calcutta, and a Bachelor of Technology in Chemical Engineering from the Indian Institute of Technology, New Delhi. He has over 38 years of international corporate experience in senior positions in Marketing, Sales, Product Management, General Management and Corporate Advisory. His last corporate role was as Senior Vice President, Marketing and Cross Border for Asia Pacific at Visa Inc. Prior to that he worked at Procter & Gamble, Nestle, PepsiCo, across multiple geographies including India, Switzerland, Australia, Singapore, United Kingdom, with oversight for international markets in Asia Pacific, Middle East, Eastern Europe, Russia and Africa. He is currently an Advisor and Board Member in fintech, healthtech and market research & data analytics companies.

Further, additional Information of Mr. Rajiv Kapoor, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice as [Annexure 2](#).

The Board recommends the ordinary resolution with respect to the change in designation of Mr. Rajiv Kapoor as a Non-Executive Non-Independent Director of the Company, as set out in item no. 3 of the notice, for approval of the members of the Company.

Except Mr. Rajiv Kapoor and his relatives, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

Item No.4:

The Board of Directors vide resolution passed at the Board meeting held on May 30, 2022, based on recommendation from Nomination and Remuneration Committee, approved the appointment of Ms. Geetu Gidwani Verma (DIN: 00696047), as an Additional Independent Director pursuant to Section 161 of the Companies Act, 2013 with effect from May 31, 2022, for a term of five consecutive years effective from May 31, 2022 till May 30, 2027 (both days inclusive) to share her rich experience and expertise for the benefit of the Company. Ms. Geetu Gidwani Verma shall not be liable to retire by rotation.

As per the provisions of the Regulation 17(IC) and 25 (2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), the listed company shall seek the approval of the shareholders for appointment of a person as Independent Director on the Board of Directors at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Ms. Geetu Gidwani Verma (DIN: 00696047), has informed the Company that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director. She has also given a declaration that she meets with the criteria of independence as prescribed under sub section (6) of Section 149 of the Companies Act, 2013 and the Listing Regulations.

Brief Profile of Ms. Geetu Gidwani Verma is as below:

Ms. Geetu Gidwani Verma is a global business leader & innovator driven by the urgency to build businesses with purpose that have a lasting impact on the health of the world. A seasoned leader, she has over 30 years' experience in the FMCG sector with Procter & Gamble, Pernod Ricard, Pepsico and Unilever. After her last 10 years in Unilever, Ms. Verma is now a global management consultant, focused on helping businesses with innovation, strategy & new business models to create sustainable growth. She partners Oxfordsm, a BCorp and a global strategic and marketing consultancy headquartered in the UK.

Further, additional Information of Ms. Geetu Gidwani Verma, as required under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice as [Annexure 2](#).



A copy of the draft letter of appointment of Ms. Geetu Gidwani Verma (DIN: 00696047), as an Independent Director stating the terms and conditions is available for inspection by the members of the Company in physical or in electronic form at the registered office of the Company during business hours up to date of the ensuing Extra Ordinary General Meeting.

In terms of Section 149(10) of the Companies Act, 2013 and the Listing Regulations, the Board of Directors consider that the appointment of Ms. Geetu Gidwani Verma (DIN: 00696047) as an Independent Director will be of advantage to the Company and accordingly, the Board recommends the above resolution to be passed as Special Resolution.

Except Ms. Geetu Gidwani Verma and her relatives, none of the Directors or any Key Managerial Personnel of the Company or their respective relatives is in anyway concerned or interested, either directly or indirectly in passing of the said resolution, save and except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For Dhanvarsha Finvest Limited**

**Sd/-
Lalit Chendvankar
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: May 31, 2022**

**Annexure 1**

May 31, 2022

To,
Board of Directors,
Dhanvarsha Finvest Limited
3rd Floor, A Wing, D.J. House, Old Nagardas Road,
Andheri (East), Mumbai – 400 069.

Subject: Certificate in compliance with regulation 45 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

This is to certify that in terms of regulation 45 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Dhanvarsha Finvest Limited ("the Company") has complied with the following conditions:

- a) That a time period of at least one year has elapsed from the last name change;
- b) That there is no change in the activity of the Company and at least 50% and more of the total revenue in the preceding 1-year period has been accounted from the activity suggested by the new name of the Company.

**For Katariya & Associates
Sumit Katariya**

**Sd/-
Chartered Accountants
M. No. 133117
Place: Mumbai
UDIN: 22133117AKIWOQ3476**



Annexure 2

Details of directors seeking appointment/re-appointment in the ExtraOrdinary General Meeting as per Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 of the Institute of Company Secretaries of India (ICSI).

Name of the Director	Ms. Abha Kapoor	Mr. Rajiv Kapoor	Ms. Geetu Gidwani Verma
Category	Independent Director	Non-Executive Non-Independent Director	Independent Director
Date of Birth	07/01/1961	11/06/1954	09/06/1966
Nationality	Indian	Singapore Citizen	Indian
Qualifications	Graduate (B.Com.), Master's in Marketing Management from NMIMS (Narsee Monjee Institute of Management Studies), Mumbai University	B. Tech from IIT Delhi PGDBM from IIM Calcutta	MBA, Marketing from Faculty of Management Studies, University of Delhi.
Effective Date of Appointment on the Board	March 30, 2022	March 30, 2022	May 31, 2022
Nature of expertise in specific functional areas	Rich experience in consulting, media and Entertainment sector	Rich international corporate experience in senior positions in Marketing, Sales, Product Management, General Management and Corporate Advisory	Rich experience in marketing, business & innovation experience in leading FMCG firms.
Remuneration	The Director is entitled to receive sitting fees and commission as paid to other Independent Directors of the Company	The Director is entitled to receive sitting fees and commission as paid to other Non-Executive Non-Independent Directors of the Company	The Director is entitled to receive sitting fees and commission as paid to other Independent Directors of the Company
Terms and conditions of appointment	Appointed as an Independent Director for a term of 5 years, not liable to retire by rotation,	Change in designation from Independent Director to Non-Executive Non-Independent Director, liable to retire by rotation.	Appointed as an Independent Director for a term of 5 years, not liable to retire by rotation.
Directorships held in other companies (excluding foreign companies) as on May 31, 2022	1. K and J Search Consultants Private Limited 2. Quint Digital Media Limited 3. Quintype Technologies India Limited	1. Empowerm Mobility Solutions Private Limited. 2. DFL Technologies Private Limited	1. Philips India Limited 2. United Breweries Limited
Memberships of committees across companies as on May 31, 2022 (only Statutory Committees as required to be constituted under the Act are considered)	Dhanvarsha Finvest Limited a. Nomination and Remuneration Committee b. CSR Committee	Dhanvarsha Finvest Limited a. Audit Committee b. Stakeholder Relationship Committee c. CSR Committee	Philips India Limited a. Audit Committee b. CSR Committee c. Nomination and Remuneration Committee



Name of the Director	Ms. Abha Kapoor	Mr. Rajiv Kapoor	Ms. Geetu Verma Gidwani
Shareholding in the Company (Equity) as on the date of notice	NIL	NIL	NIL
Relationship with other Directors/Manager/Key Managerial Personnel	None	None	None
Number of Board meetings attended during the FY-2021-2022	None	Six	None

**By Order of the Board of Directors
For Dhanvarsha Finvest Limited**

**Sd/-
Lalit Chendvankar
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: May 31, 2022**