

**General information about company**

Scrip code	540268
NSE Symbol	TRU
MSEI Symbol	NA
ISIN	INE615R01029
Name of the entity	TruCap Finance Limited
Date of start of financial year	01-04-2023
Date of end of financial year	31-03-2024
Reporting Quarter	Half Yearly
Date of Report	30-09-2023
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

**Annexure I****Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO No

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth
1	Mr	Rakesh Sethi	ADPPS0858L	02420709	Non-Executive - Independent Director	Chairperson		30-04-1957
2	Mr	Nirmal Vinod Momaya	AADPM4743P	01641934	Non-Executive - Independent Director	Not Applicable		28-07-1966
3	Mr	Krishipal Tarachand Raghuvanshi	ACZPR8189C	07529826	Non-Executive - Independent Director	Not Applicable		01-03-1955
4	Ms	Abha Kapoor	AAHPK5564G	01277168	Non-Executive - Independent Director	Not Applicable		07-01-1961
5	Ms	Geetu Gidwani Verma	AAFPV1256L	00696047	Non-Executive - Independent Director	Not Applicable		09-06-1966
6	Mrs	Rushina Nimir Mehta	AACPD2905R	01042204	Non-Executive - Non Independent Director	Not Applicable		05-12-1982
7	Mr	Rajiv Kapoor	AAFPK9152L	08204049	Non-Executive - Non Independent Director	Not Applicable		11-06-1954
8	Mr	Atwood Porter Collins	ZZZZZ9999Z	09239511	Non-Executive - Non Independent Director	Not Applicable		27-06-1975
9	Mr	Rohanjeet Singh Juneja	ADEPJ4305L	08342094	Executive Director	Not Applicable	CEO-MD	06-11-1980

**I. Composition of Board of Directors**

**Disqualification of Directors under section 164 of the Companies Act, 2013**

Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status
1	No				Active
2	No				Active
3	No				Active
4	No				Active
5	No				Active
6	No				Active
7	No				Active
8	No				Active
9	No				Active

**I. Composition of Board of Directors**

Sr	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)]	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	NA		15-10-2019	15-10-2019		47.16	1	1	1	0		
2	NA		10-08-2018	10-08-2023		61.21	2	1	2	0		
3	NA		24-08-2018	24-08-2023		61.07	1	1	2	1		
4	NA		30-03-2022	30-03-2022		18.01	2	2	0	0		
5	NA		31-05-2022	31-05-2022		16	2	2	3	0		
6	NA		17-06-2022				1	0	0	0		
7	NA		03-02-2020				1	0	2	1		
8	NA		31-07-2021				1	0	0	0	Textual Information(1)	
9	NA		17-12-2019	17-12-2022			1	0	1	0		

**Text Block**

Textual Information(1)

Mr. Atwood Porter Collins is a US National and hence PAN details is not applicable.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07529826	Krishipal Tarachand Raghuvanshi	Non-Executive - Independent Director	Chairperson	30-03-2022		
2	01641934	Nirmal Vinod Momaya	Non-Executive - Independent Director	Member	24-08-2018		
3	08204049	Rajiv Kapoor	Non-Executive - Non Independent Director	Member	03-02-2020		
4	02420709	Rakesh Sethi	Non-Executive - Independent Director	Member	04-08-2023		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01277168	Abha Kapoor	Non-Executive - Independent Director	Chairperson	30-03-2022		
2	02420709	Rakesh Sethi	Non-Executive - Independent Director	Member	15-10-2019		
3	01641934	Nirmal Vinod Momaya	Non-Executive - Independent Director	Member	24-08-2018		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08204049	Rajiv Kapoor	Non-Executive - Non Independent Director	Chairperson	01-11-2021		
2	07529826	Krishipal Tarachand Raghuvanshi	Non-Executive - Independent Director	Member	28-09-2018		
3	08342094	Rohanjeet Singh Juneja	Executive Director	Member	30-05-2022		



Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02420709	Rakesh Sethi	Non-Executive - Independent Director	Chairperson	10-06-2021		
2	01641934	Nirmal Vinod Momaya	Non-Executive - Independent Director	Member	10-06-2021		
3	08204049	Rajiv Kapoor	Non-Executive - Non Independent Director	Member	10-06-2021		
4	08342094	Rohanjeet Singh Juneja	Executive Director	Member	10-06-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01277168	Abha Kapoor	Non-Executive - Independent Director	Chairperson	30-05-2022		
2	08204049	Rajiv Kapoor	Non-Executive - Non Independent Director	Member	30-05-2022		
3	08342094	Rohanjeet Singh Juneja	Executive Director	Member	30-05-2022		

<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

**Annexure 1****Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory								
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	23-05-2023				Yes	9	9	5
2		11-08-2023	79		Yes	9	8	5

## Annexure 1

### IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	23-05-2023				Yes	3	3	2	0
2	Audit Committee	11-08-2023	79			Yes	4	3	2	0
3	Risk Management Committee	23-05-2023				Yes	4	4	2	0
4	Risk Management Committee	11-08-2023	79			Yes	4	3	1	0
5	Nomination and remuneration committee	19-05-2023				Yes	3	3	3	0
6	Stakeholders Relationship Committee	19-05-2023				Yes	3	3	1	0

**Annexure 1**

**IV. Meeting of Committees**

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
7	Corporate Social Responsibility Committee	11-08-2023				Yes	3	3	1	0

**Annexure 1**

**V. Related Party Transactions**

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

## Annexure 1

### VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes



**Annexure 1**

Sr	Subject	Compliance status
1	Name of signatory	Sonal Sharma
2	Designation	Company Secretary and Compliance Officer

### Annexure III

#### III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
6				

**Annexure III**

1	Name of signatory	Sonal Sharma
2	Designation	Company Secretary and Compliance Officer

<b>Additional Half yearly Disclosure</b>		
Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

**Text Block**

Textual Information(1)

No Loans / guarantees / comfort letters / securities advanced by company during the half year ended September 30, 2023.

**Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

**Signatory Details**

Name of signatory	Sonal Sharma
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	10-10-2023

