

General information about company		
Scrip code	540268	
NSE Symbol	TRU	
MSEI Symbol	NOTLISTED	
ISIN	INE615R01029	
Name of the entity	TruCap Finance Limited	
Date of start of financial year	01-04-2024	
Date of end of financial year	31-03-2025	
Reporting Quarter Type	Quarterly	
Date of Quarter Ending	31-12-2024	
Type of company	Equity	
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	Yes	
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	Yes	
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	Yes	
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	No	Not Applicable for the current quarter
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	Yes	
Risk management committee	Applicable	
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities	
Is SCORE ID Available ?	Yes	
SCORE Registration ID	d00325	
Reason For No SCORE ID		
Type of Submission	Revision	
Remarks (website dissemination)		
Remarks for Exchange (not for Website Dissemination)		

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							Textual Information(1)	
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) & reg. 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)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
1	NA		15-10-2019	15-10-2019	14-10-2024	59.29	2	2	1	0	Tenure Completion		
2	NA		10-08-2018	10-08-2023		76.21	2	1	2	0			
3	NA		24-08-2018	24-08-2023		76.07	1	1	2	1			
4	NA		30-03-2022	30-03-2022		33.01	2	2	0	0			
5	NA		31-05-2022	31-05-2022	04-10-2024	28.04	2	2	2	0	Others		
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(2)	
9	NA		17-12-2019	17-12-2022			1	0	1	0			

Text Block

Textual Information(1)	1 For Geetu Verma and Rakesh Sethi, in columns X, Y, Z, AA & AB weve considered details till resignation/cessation. 2 Nirmal Momaya is appointed as Chairperson of Board on 11/10/24 and inadvertently we have selected No for the regular chairperson. Since XBRL utility permits 1 person to select as Chairperson, we'd selected Chairperson for Rakesh Sethi earlier. We have now selected NA for Category 2 of Directors for Rakesh Sethi and Chairperson for Nirmal Momaya.
Textual Information(2)	Mr. Atwood Porter Collins is a US National and hence PAN details is not applicable.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	Textual Information(1)

Annexure 1 Text Block

Textual Information(1)	The Company is in Top 2000 listed companies and accordingly the Company is not required to constitute Risk Management Committee as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended. However, since the Company is a registered NBFC with the Reserve Bank of India, the Company has constituted Risk Management and Strategy Committee as per applicable RBI Master Directions.
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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	14-10-2024	Textual Information(1)

Sr Text Block

Textual Information(1)

Mr. Rakesh Sethi (DIN: 02420709) has completed his term of 5 (Five) consecutive years as an Independent Director of the Company, on October 14, 2024 and consequently, Mr. Sethi, ceases to be the Independent Director of the Company and Member of the Audit Committee.

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	11-10-2024	Textual Information(1)
3	01641934	Nirmal Vinod Momaya	Non-Executive - Independent Director	Member	24-08-2018		
4	07529826	Krishipal Tarachand Raghuvanshi	Non-Executive - Independent Director	Member	11-10-2024		Textual Information(2)

Sr Text Block

Textual Information(1)	The Committee is re-constituted on October 11, 2024 and appointed Mr. Krishipal Raghuvanshi as the Member of the Committee in place of Mr. Rakesh Sethi.
Textual Information(2)	The Committee is re-constituted on October 11, 2024 and appointed Mr. Krishipal Raghuvanshi as the Member of the Committee in place of Mr. Rakesh Sethi.

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	11-10-2024	
2	01641934	Nirmal Vinod Momaya	Non-Executive - Independent Director	Member	10-06-2021		
3	08204049	Rajiv Kapoor	Non-Executive - Non Independent Director	Chairperson	10-06-2021		Textual Information(1)
4	08342094	Rohanjeet Singh Juneja	Executive Director	Member	10-06-2021		

Sr Text Block

Textual Information(1)

The Board of Directors have on October 11, 2024, re-constituted the Risk Management and Strategy Committee and re-designated Mr. Rajiv Kapoor as the Chairperson of the Company with effect from October 11, 2024.

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		

Other Committee						
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. No.	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	13-08-2024				Yes	9	7	4
2		04-11-2024	82		Yes	7	5	3

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	13-08-2024				Yes	4	4	3	0
2	Audit Committee	04-11-2024	82			Yes	3	3	2	0
3	Risk Management Committee	04-11-2024				Yes	3	3	1	0
4	Nomination and remuneration committee	13-08-2024				Yes	3	2	2	0
5	Corporate Social Responsibility Committee	13-08-2024				Yes	3	3	1	0

Annexure 1**V. 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

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

Text Block

Textual Information(1)

The Company is in top 2000 listed entities list and accordingly is not required to constitute Risk Management Committee as per SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended. However, since the Company is an NBFC registered with the Reserve Bank of India, the Company has constituted Risk Management and Strategy Committee pursuant to application RBI Master Directions.

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
Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event

Signatory Details

Name of signatory	Sonal Sharma
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	10-02-2025

Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					Textual Information(1)
Sr. No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
1	DFL Technologies Private Limited	06-11-2019	100	0	100

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below: Text Block

Textual Information(1)

There was no additional investment of the Company in DFL Technologies Private Limited during the quarter ending December 31, 2024.

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr. No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
1	Income Tax Dept	29-01-2019	Ongoing	Open

