

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

L24231MH1994PLC334457

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACD9887D

(ii) (a) Name of the company

TRUCAP FINANCE LIMITED

(b) Registered office address

3rd Floor, A -Wing D.J. House, Old Nagardas Road, Andheri
East NA
MUMBAI
Mumbai City
Maharashtra
400060

(c) *e-mail ID of the company

corpsec@trucapfinance.com

(d) *Telephone number with STD code

02268457200

(e) Website

www.trucapfinance.com

(iii) Date of Incorporation

09/11/1994

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☒ Yes ☐ No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BSE Limited	1
2	NSE India Limited	1,024

(b) CIN of the Registrar and Transfer Agent

U67120WB2011PLC165872

Pre-fill

Name of the Registrar and Transfer Agent

MCS SHARE TRANSFER AGENT LIMITED

Registered office address of the Registrar and Transfer Agents

383 LAKE GARDENS
1ST FLOOR

(vii) *Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2023

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

The Annual General Meeting of the Company shall be held on Tuesday, September 26, 2023 at 3.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K8	Other financial activities	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

2

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	WILSON HOLDINGS PRIVATE LI	U65100MH2014PTC260223	Holding	56.51
2	DFL TECHNOLOGIES PRIVATE L	U67190MH2019PTC331368	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	250,000,000	116,214,716	116,214,716	116,214,716
Total amount of equity shares (in Rupees)	500,000,000	232,429,432	232,429,432	232,429,432

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	250,000,000	116,214,716	116,214,716	116,214,716
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	500,000,000	232,429,432	232,429,432	232,429,432

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	1,498,000	87,340,939	88838939	177,677,878	177,677,878	
Increase during the year	0	27,625,777	27625777	55,251,554	55,251,554	1,120,363,395
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	983,230	983230	1,966,460	1,966,460	127,819,900
v. ESOPs	0	1,313,563	1313563	2,627,126	2,627,126	9,323,050
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	17,488,690	17488690	34,977,380	34,977,380	829,441,090
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	7,840,294	7840294	15,680,588	15,680,588	153,779,356
Allotment 75,90,294 equity shares pursuant to con						
Decrease during the year	250,000	0	250000	500,000	500,000	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	250,000	0	250000	500,000	500,000	
Conversion of physical shares into demat shares						
At the end of the year	1,248,000	114,966,716	116214716	232,429,432	232,429,432	
Preference shares						

At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE615R01029

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<input type="text"/>
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
------------------	----------------------	--

Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferor's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name
Ledger Folio of Transferee <div style="border: 1px solid black; width: 500px; height: 25px; margin-left: 10px;"></div>			
Transferee's Name	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>	<div style="border: 1px solid black; width: 100%; height: 25px;"></div>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	36	1000000	37,411,792
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			37,411,792

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	369,448,600	0	332,036,808	37,411,792
Partly convertible debentures	0	0	0	0
Fully convertible debentures	12,697,600	0	12,697,600	0

(v) Securities (other than shares and debentures)

1

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Convertible Warrants	2,774,706	132	366,261,192	132	366,261,192
Total	2,774,706		366,261,192		366,261,192

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,239,587,179

(ii) Net worth of the Company

2,227,545,377

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	2,246,180	1.93	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	65,678,273	56.51	0	
10.	Others	0	0	0	
	Total	67,924,453	58.44	0	0

Total number of shareholders (promoters)

2

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	29,240,187	25.16	0	
	(ii) Non-resident Indian (NRI)	411,790	0.35	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	9,813,231	8.44	0	
7.	Mutual funds	80,000	0.07	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	8,745,055	7.52	0	
10.	Others	0	0	0	
	Total	48,290,263	41.54	0	0

Total number of shareholders (other than promoters)

10,485

**Total number of shareholders (Promoters+Public/
Other than promoters)**

10,487

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
AVIATOR EMERGING M	8TH FLOOR EBENE TOWER , 52 CYB			7,052,500	6.07
NOMURA SINGAPORE	11TH FLR, BLDG NO.3, NESCO - IT F			1,475,000	1.27
CITRUS GLOBAL ARBIT	8TH FLOOR EBENE TOWER 52 CYB			567,300	0.49
CALYPSO GLOBAL INV	8TH FLOOR EBENE TOWER 52 CYB			718,431	0.61

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	1	2
Members (other than promoters)	5,548	10,485
Debenture holders	1,870	2

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	1	0	1	0	0
B. Non-Promoter	2	6	1	7	2.25	0.08
(i) Non-Independent	2	2	1	2	2.25	0.08
(ii) Independent	0	4	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	7	1	8	2.25	0.08

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Rakesh Sethi	02420709	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Mr. Krishipal Raghuvaran	07529826	Director	0	
Mr. Nirmal Vinod Moma	01641934	Director	0	
Ms. Abha Kapoor	01277168	Director	0	
Ms. Geetu Gidwani Verr	00696047	Director	0	
Mr. Rajiv Kapoor	08204049	Director	91,976	
Mrs. Rushina Mehta	01042204	Director	0	
Mr. Atwood Porter Collir	09239511	Director	0	
Mr. Rohanjeet Singh Jui	08242094	Director	2,609,445	
Mr. Sanjay Kukreja	ADXP7005P	CFO	3,307	
Ms. Sonal Sharma	DWQPS5949H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

6

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Ms. Geetu Gidwani Verr	00696047	Director	31/05/2022	Appointment
Mrs. Minaxi Mehta	03050609	Director	17/06/2022	Cessation
Mrs. Rushina Mehta	01042204	Director	17/06/2022	Appointment
Mr. Karan Neale Desai	05285546	Whole-time directo	30/06/2022	Cessation
Mr. Lalit Chendvankar	AHMPC6583D	Company Secretar	13/10/2022	Change in Designation
Ms. Sonal Sharma	DWQPS5949H	Company Secretar	13/10/2022	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra Ordinary General Meeting	11/04/2022	5,597	53	66.98
Extra Ordinary General Meeting	29/06/2022	8,144	56	70.05
Annual General Meeting	29/09/2022	10,608	62	70.52
Extra Ordinary General Meeting	18/01/2023	10,354	69	73.12
Extra Ordinary General Meeting	28/03/2023	10,918	52	71.15

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/05/2022	9	8	88.89
2	10/08/2022	9	6	66.67
3	13/10/2022	9	7	77.78
4	14/11/2022	9	7	77.78
5	19/12/2022	9	8	88.89
6	13/02/2023	9	9	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2022	3	3	100
2	Audit Committee	10/08/2022	3	2	66.67
3	Audit Committee	14/11/2022	3	2	66.67
4	Audit Committee	19/12/2022	3	2	66.67
5	Audit Committee	13/02/2023	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
6	Nomination & I	30/05/2022	3	2	66.67
7	Nomination & I	10/08/2022	3	2	66.67
8	Nomination & I	13/10/2022	3	3	100
9	Nomination & I	13/02/2023	3	3	100
10	Stakeholders F	27/05/2022	3	2	66.67

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Mr. Rakesh Se	6	6	100	7	7	100	
2	Mr. Krishipal F	6	6	100	6	6	100	
3	Mr. Nirmal Vin	6	3	50	10	5	50	
4	Ms. Abha Kap	6	6	100	5	4	80	
5	Ms. Geetu Gid	6	4	66.67	0	0	0	
6	Mr. Rajiv Kapd	6	6	100	10	9	90	
7	Mrs. Rushina I	5	4	80	0	0	0	
8	Mr. Atwood Pc	6	3	50	0	0	0	
9	Mr. Rohanjeet	6	6	100	4	4	100	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rohanjeet Singh	Managing Director	14,088,310	0	2,562,500	0	16,650,810
2	Mr. Karan Neale Desai	Whole Time Director	2,240,056	0	0	0	2,240,056
	Total		16,328,366	0	2,562,500	0	18,890,866

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sanjay Kukreja	Chief Financial Officer	6,368,100	0	0	0	6,368,100
2	Mr. Lalit Chendvankar	Company Secretary	4,781,556	0	0	0	4,781,556
3	Ms. Sonal Sharma	Company Secretary	779,691	0	0	0	779,691
	Total		11,929,347	0	0	0	11,929,347

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rakesh Sethi	Independent Director	0	80,250	0	1,000,000	1,080,250
2	Mr. Krishipal Raghuwanshi	Independent Director	0	80,250	0	1,050,000	1,130,250
3	Mr. Nirmal Vinod Mehta	Independent Director	0	80,250	0	600,000	680,250
4	Ms. Abha Kapoor	Independent Director	0	80,250	0	900,000	980,250
5	Ms. Geetu Gidwani	Independent Director	0	80,250	0	350,000	430,250
6	Mr. Rajiv Kapoor	Non-Executive Director	0	80,250	0	1,000,000	1,080,250
7	Mrs. Rushina Mehta	Non-Executive Director	0	80,250	0	400,000	480,250
8	Mr. Atwood Potter C	Non-Executive Director	0	80,250	0	300,000	380,250
9	Mrs. Minaxi Mehta	Non-Executive Director	0		0	100,000	100,000
	Total		0	642,000	0	5,700,000	6,342,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

- * A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☐ Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
TruCap Finance Li	BSE Limited	20/05/2022	Regulation 17(1) read	2,95,000	Not Applicable

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

U.HEGDE & ASSOCIATES

Whether associate or fellow

☒ Associate ☐ Fellow

Certificate of practice number

11161

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
 (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

08342094

To be digitally signed by

☒ Company Secretary

☐ Company secretary in practice

Membership number

33260

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

MGT 8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company