

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]



सत्यमेव जयते

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

L64920MH1994PLC334457

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

4th Floor, A Wing, D.J. House, Old Nagardas Road, Andheri East
Mumbai
Mumbai
Maharashtra
400026

(c) *e-mail ID of the company

corpsec@trucapfinance.com

(d) *Telephone number with STD code

02268457200

(e) Website

www.trucap finance.com

(iii) Date of Incorporation

09/11/1994

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	National Stock Exchange of 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 01/04/2024 (DD/MM/YYYY) To date 31/03/2025 (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

30/09/2025

(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 in September 26, 2025

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

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	DFL TECHNOLOGIES PRIVATE LIMITED	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	116,899,371	116,899,371	116,899,371
Total amount of equity shares (in Rupees)	500,000,000	233,798,742	233,798,742	233,798,742

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	116,899,371	116,899,371	116,899,371
Nominal value per share (in rupees)	2	2	2	2
Total amount of equity shares (in rupees)	500,000,000	233,798,742	233,798,742	233,798,742

(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	990,000	115,909,371 +	116899371	233,798,742 +	233,798,742 +	
Increase during the year	0	8,000	8000	0	0	0
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	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
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	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify		8,000	8000			0
Due to dematerialisation of physical shares						
Decrease during the year	8,000	0	8000	0	0	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	8,000		8000			
Conversion of shares from physical mode into demat						
At the end of the year	982,000	115,917,371	116899371	233,798,742	233,798,742	
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

Date of registration of transfer (Date Month Year) <input type="text"/>			
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"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
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"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	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	11,544	100000, 10000000	1,265,166,663
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			1,265,166,663

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	1,309,900,000	635,000,000	679,733,337	1,265,166,663
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	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	6,542,372	73.75	482,499,935	184375	120,624,984
Total	6,542,372		482,499,935		120,624,984

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

(i) Turnover

1,992,561,375

(ii) Net worth of the Company

1,621,916,913

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	2,526,180	2.16	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)	37,774,040	32.31	0	
10.	Others Anjaneya Realty Management LL +	1,500,000	1.28	0	
	Total	41,800,220	35.75	0	0

Total number of shareholders (promoters)

5

(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	43,596,258	37.29	0	
	(ii) Non-resident Indian (NRI)	1,818,469	1.56	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	1,100,000	0.94	0	
6.	Foreign institutional investors	7,225,314	6.18	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	18,308,419	15.66	0	
10.	Others Clearing Member, HUF, Trust	3,050,691	2.61	0	
	Total	75,099,151	64.24	0	0

Total number of shareholders (other than promoters) 28,827

**Total number of shareholders (Promoters+Public/
Other than promoters)** 28,832

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

6

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 CYE			3,734,008	3.19
NOVA GLOBAL OPPOF	Oribis Financial Corporation Ltd, C			3,123,000	2.67
CALYPSO GLOBAL INV	C/O ANEX MANAGEMENT SERVICE			300,000	0.26
CITADEL SECURITIES S	9th Floor, Tower A Block 9, JP Mor			56,287	0.05
QUADRATURE CAPITA	9th Floor, Tower A Block 9, JP Mor			3,036	0
COPTHALL MAURITIUS	9th Floor, Tower A Block 9, JP Mor			8,983	0.01

**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	3	5
Members (other than promoters)	17,190	28,827
Debenture holders	222	1,523

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	1	7	1	5	0.83	0.08
(i) Non-Independent	1	2	1	2	0.83	0.08
(ii) Independent	0	5	0	3	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	1	8	1	6	0.83	0.08

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

9

(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. Krishipal Raghuvar 	07529826	Director	0	
Mr. Nirmal Vinod Moma 	01641934	Director	0	
Ms. Abha Kapoor	01277168	Director	0	
Mr. Rajiv Kapoor	08204049	Director	91,976	
Ms. Rushina Mehta	01042204	Director	0	
Mr. Atwood Porter Colli 	09239511	Director	0	
Mr. Rohanjeet Singh Ju 	08342094	Managing Director	965,615	
Mr. Sanjay Kukreja	ADXP7005P	CFO	6,943	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Ms. Sonal Sharma	DWQPS5949H	Company Secretar	0	

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

2

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)
Mr. Rakesh Sethi	02420709	Director	14/10/2024	Cessation
Ms. Geetu Gidwani	00696047	Director	04/10/2024	Cessation

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

3

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	22/05/2024	13,702	63	49.94
Extra Ordinary General Meeting	27/06/2024	18,405	61	44.97
Annual General Meeting	26/09/2024	24,702	62	42.74

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	22/04/2024	9	8	88.89
2	28/05/2024	9	8	88.89
3	13/08/2024	9	7	77.78
4	04/11/2024	7	5	71.43
5	13/02/2025	7	6	85.71
6	25/02/2025	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

14

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	28/05/2024	4	4	100
2	Audit Committee	13/08/2024	4	4	100
3	Audit Committee	04/11/2024	3	3	100
4	Audit Committee	13/02/2025	3	3	100
5	Risk Management	28/05/2024	4	4	100
6	Risk Management	04/11/2024	3	3	100
7	Risk Management	13/02/2025	3	3	100
8	Risk Management	25/02/2025	3	2	66.67
9	Stakeholders Forum	27/05/2024	3	3	100
10	Corporate Social Responsibility	13/08/2024	3	3	100

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. Krishipal F	6	6	100	8	8	100	
2	Mr. Nirmal Vin	6	5	83.33	11	9	81.82	
3	Ms. Abha Kap	6	6	100	4	4	100	
4	Mr. Rajiv Kapd	6	6	100	11	11	100	
5	Ms. Rushina M	6	5	83.33	0	0	0	
6	Mr. Atwood Pc	6	1	16.67	0	0	0	
7	Mr. Rohanjeet	6	6	100	7	7	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

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Rohanjeet Singh	Managing Director	22,187,692	0	1,962,500		24,150,192
	Total		22,187,692	0	1,962,500		24,150,192

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Sanjay Kukreja	Chief Financial Officer	7,766,238	0	0		7,766,238
2	Ms. Sonal Sharma	Company Secretary	2,190,270	0	0		2,190,270
	Total		9,956,508	0	0		9,956,508

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Krishipal Raghu	Independent Director	0	1,138,087	0	0	1,138,087
2	Mr. Nirmal Vinod Mehta	Independent Director	0	1,138,087	0	0	1,138,087
3	Ms. Abha Kapoor	Independent Director	0	888,087	0	0	888,087
4	Mr. Rajiv Kapoor	Non-Executive Director	0	1,138,087	0	0	1,138,087
5	Mrs. Rushina Mehta	Non-Executive Director	0	638,087	0	0	638,087
6	Mr. Atwood Potter	Non-Executive Director	0	138,087	0	0	138,087
	Total		0	5,078,522	0	0	5,078,522

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

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

(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. ...

NIL

dated

26/05/2025

(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:

- 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.
- 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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

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