



¹TruCap Finance Limited
(Formerly Dhanvarsha Finvest Limited)

**POLICY FOR DETERMINATION AND
DISCLOSURE OF MATERIAL EVENTS**

⁰¹ Logo and Name of the Company changed pursuant to Change in name of the Company w.e.f. August 03, 2022.

VERSION CONTROL:

Sr. No.	Details of Changes	Date of Creation / Change	Department	Version No	Approved By
1.	Original Document		Legal & Secretarial	Version 1.0	Board of Directors
2.	SEBI (Listing Obligations and Disclosure) Requirement 2015	August 10, 2018	Legal & Secretarial	Version 2.0	Board of Directors
3.	Logo and Name Change of the Company	August 03, 2023	Legal & Secretarial	Version 3.0	-----
4.	Review and amendment in provisions to bring it in lines with the recent changes in SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	November 09, 2023	Legal & Secretarial	Version 4.0	Board of Directors

Policy for Determination and Reporting of Material Event

Background

¹TruCap Finance Limited (Formerly Dhanvarsha Finvest Limited) (the “Company”) is committed to transparency and fairness in dealing with all its stakeholders by disclosing all material events/information relating to the Company.

The Securities and Exchange Board of India (“SEBI”) with the objective of bringing the basic framework governing the regime of listed entities in line with the Companies Act, 2013 and at the same time compiling all the mandates of varied regulations/circulars issued by SEBI governing equity as well as debt segments of capital market under the ambit of a single document, has notified SEBI (Listing Obligations and Disclosure Requirements) Regulations (“LODR” or “Listing Regulations”) on September 2, 2015. These Regulations shall come into force on the ninetieth day from their publication i.e. December 1, 2015.

Regulation 30 of the Listing Regulations mandates all listed entities to frame a policy for determination of materiality of events / information, approved by its Board of Directors. The said Regulation also mandates all listed entities to report (a) all material events that are either specified in the Regulations; and (b) all other events which are determined as material events based on the criteria for determination of materiality of events / information specified in the Listing Regulations.

1. TITLE AND COMMENCEMENT

1.1. This Policy is called “Policy for Determination and Reporting of Material Events”.

2. DEFINITIONS

2.1. “Authorized Representative” means and includes any one from the Managing Director and Chief Executive Officer, Chief Financial Officer, Chief Compliance Officer and Legal Head and Company Secretary & Compliance Officer of the Company.

2.2. “Board” shall mean Board of Directors of the Company.

2.3. “Compliance Officer” shall mean the Company Secretary of the Company who is responsible for ensuring compliance with this Policy.

2.1 “Mainstream Media” shall include print or electronic mode of the following:

(a) Newspapers registered with the Registrar of Newspapers of India;

(b) News channels permitted by Ministry of Information and Broadcasting under Government of India;

(c) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and

(d) Newspapers or news channels or news and current affairs content similarly

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registered or permitted or regulated, as the case may be, in jurisdictions outside India.

2.2 “Material Event or Information” shall mean such information/event listed under Para 3 of this Policy.

2.3 “Officer” as defined in Companies Act, 2013 and includes promoter of the Company.

Unless the context requires otherwise, words and expressions not defined herein shall have the meaning ascribed to them under the Listing Regulations, the SEBI Act, 1992, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Securities Contracts (Regulation) Act, 1956, the Companies Act, 2013, or any other cognate statute.

3. DISCLOSURE OF MATERIAL EVENT OR INFORMATION

- (i) Events specified in Para A of Part A of Schedule III of the Listing Regulations are deemed material events and shall be disclosed by the Company without applying any guidelines/criteria.
- (ii) Events specified in Para B of Part A of Schedule III of the Listing Regulations, the materiality of which has to be determined based on the application of guidelines for materiality.
- (iii) In case where an event occurs or information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III of the Listing Regulations, but which may have material effect on the Company, as determined by the Board of the Company or Authorized Persons in accordance with this Policy, the Company is required to make disclosures in regard thereof.
- (iv) In case an event or information is required to be disclosed by the Company in terms of the provisions of Regulation 30 of the Listing Regulations, pursuant to receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.
- (v) Events or information with respect to subsidiaries, which are material for the Company, shall be disclosed to the stock exchanges in accordance with the Listing Regulations.

4. GUIDELINES TO ASCERTAIN MATERIALITY OF AN EVENT OR INFORMATION

- (i) Materiality will be determined on a case to case basis depending on specific facts and circumstances relating to the information/event. In order to determine whether a particular event/information is material in nature, the quantitative and/or qualitative factors shall be considered. The Company shall consider the following criteria for determination of materiality of events/information:

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Qualitative Criteria

Qualitative criteria would mean:

- (a) The omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) The omission of an event or information which is likely to result in significant market reaction if the said omission came to light at a later date.

Quantitative Criteria

Quantitative criteria would mean the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:

- (a) 2% of turnover, as per the last audited consolidated financial statements of the Company;
- (b) 2% of net worth, as per the last audited consolidated financial statements of the Company; except in case the net worth value is arrived in negative;
- (c) 5% of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company.

For the purpose of this Policy, if the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value/figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

- (ii) In case where the quantitative and qualitative criteria as above are not applicable, an event or information may be treated as being material if in opinion of the Board, the event or information is considered material.

5. GUIDELINES ON TIMELINES FOR DISCLOSURE OF MATERIAL EVENTS/ INFORMATION

- (i) The disclosure with respect to events/information for which timelines have been specified for Part A of Schedule III of the Listing Regulations shall be made within such timelines. Refer **Annexure I** and **Annexure II** of this Policy.
- (ii) All events/information identified as material in line with the Listing Regulations and under this Policy shall be disclosed as soon as reasonably possible and in any case not later than the following:

Events	Disclosure Timelines
For all material events/information for which decision is taken in the Board Meeting.	Within 30 (Thirty) minutes from the closure of the Board Meeting.
For all material events/information	Within 12 (Twelve) hours from the

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emanating from within the Company	occurrence of event or information.
For all material events/information relating to the Company but emanating from outside the Company	Within 24 (Twenty-Four) hours from the occurrence of event or information.
In case the disclosure is made after the stipulated timeline	Company shall provide an explanation for the delay along with the disclosure.

6. GUIDELINES ON OCCURANCE OF EVENT/INFORMATION AND ITS TIMELY DISCLOSURE

- (i) The occurrence of material events/information:
- Depends upon the stage of discussion, negotiation or approval; and
 - In case of natural calamities disrupting operations etc., it would depend upon the timing when the Company became aware of the event/information.
- (ii) In respect of the events under 6(i)(a), the events/information can be said to have occurred upon receipt of approval of the Board and in certain events/information after receipt of approval of both i.e. Board and Shareholders.

However, considering the price sensitivity involved for certain events e.g. decision on declaration of dividends etc., disclosure shall be made on receipt of approval of the event by the Board, pending shareholder's approval. Approvals other than final approvals, such as in-principle approval or approval to explore (which is not final approval) given by the Board, will not require disclosure under this Policy.

In respect of events under 6(i)(b), the events/information can be said to have occurred when the Company becomes aware of the events/information, or as soon as, an Officer of the Company has or ought to have reasonably come into possession of the information in the course of the performance of his/her duties.

7. RESPONDING TO MARKET RUMORS

- (i) Effective from April 01, 2024, if the Company is under top 250 companies basis the market capitalization, as at the end of the immediately preceding financial year, the Company shall confirm, deny or clarify any reported event or information in the Mainstream Media which is not general in nature and which indicates that rumors of any impending specific Material Event or Information in terms of the Listing Regulations are circulating amongst the investing public.
- (ii) The Company shall confirm/deny/clarify such market rumor, as soon as reasonably possible but not later than 24 (Twenty-Four) hours from the reporting of Material Event or Information.
- (iii) The Company shall also adhere to the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information framed under SEBI(Prohibition of Insider

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Trading) Regulations, 2015, as amended.

8. ROLE OF AUTHORIZED REPRESENTATIVE AND FUNCTIONAL HEAD

- 8.1 All functional heads shall be responsible to forthwith intimate any event / information in relation to their respective functions which may be considered as Material Event or Information.
- 8.2 Post receipt of intimation from functional heads, Authorized Representative shall determine whether such events/information falls within the ambit of Material Event or Information after considering the criteria specified in this Policy and the Listing Regulations.
- 8.3 The Authorized Person shall make necessary disclosures to the stock exchange(s) and ensure overall compliance of this Policy.
- 8.4 The contact details of the Authorized Person shall be disclosed to the stock exchange(s) and shall also be made available on the website of the Company.

9. PRINCIPLES OF FAIR DISCLOSURE ON MATERIAL EVENT OR INFORMATION:

The Policy seeks to ensure timely, fair and adequate disclosure of Material Events or Information to the investor community by the Company and to enable them to take informed investment decisions with regard to the Company's securities. To achieve these objectives and in compliance with the Listing Regulations, the Company shall, to the extent required, adhere to the principles of fair disclosure of unpublished price sensitive information contained in the Company's Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in relation to the disclosure of Material Event or Information. The Company shall also follow the guidelines issued by SEBI to decide the extent upto which information need to be provided while disclosing Material Events or Information.

10. DISCLOSURE OF POLICY AND MATERIAL EVENTS OR INFORMATION ON THE WEBSITE

This Policy shall be disclosed on the website of the Company. Further, the details of Material Events or Information (including updating thereof) disclosed to stock exchange(s) under this Policy and the Listing Regulation shall be hosted on the website of the Company for a minimum period of five years and thereafter as per this Policy for Preservation and Archival of Documents of the Company.

11. AMENDMENTS / MODIFCATIONS TO THE POLICY

The Board is authorized to make such amendment(s) or modification(s) in the Policy as may be necessary to comply with the regulatory requirements.

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12. ADDITIONAL GUIDELINES/RULES

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of Material Events or Information.

13. INTERPRETATION

In any circumstance, where the terms of this Policy differ from any existing or newly enacted law, rule or regulation governing the Company, the laws, rules or regulations will take precedence over this Policy and procedures until such time as this policy is amended to conform to the laws, rules or regulations.

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ANNEXURE I

Timelines for disclosure of events specified in Para A of Schedule III of the Listing Regulations.

Para/Sub-para	Events	Timeline for Disclosure
A.	Events which shall be disclosed without any application of the guidelines for materiality as specified in sub-regulation (4) of regulation (30):	
1.	Acquisition(s)(including agreement to acquire), Scheme of Arrangement (amalgamation/ merger/ demerger/restructuring), sale or disposal of any unit(s), division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the Company, sale of stake in the associate company of the Company or any other restructuring.	Within 12 hours*
2.	Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.	Within 12 hours*
3.	New Ratings(s) or Revision in Rating(s).	Within 24 hours
4.	Outcome of Meetings of the Board of Directors.	Timeline as specified in sub-para4 of Para A of Schedule III
5.	Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the Company), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.	Within 12 hours* (for agreements where Company is a party). Within 24 hours (for agreements where Company is not a party).
5A.	Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the	Within 12 hours* (for agreements where Company is a party); Within 24 hours (for agreements

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	management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements: Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.	where Company is not a party).
6.	Fraud or defaults by the Company, its promoter, director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director whether occurred within India or abroad.	Within 24 hours
7.	Change in directors, key managerial personnel (Managing Director, Chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.	Within 12 hours * (except in case resignation); Within 24 hours (in case of resignation)
7A.	In case of resignation of the auditor of the Company, detailed reasons for resignation of auditor, as given by the said auditor.	Timeline as specified in sub-para7A of Para A of Schedule III
7B.	Resignation of independent director including reasons for resignation.	Timeline as specified in sub-para7B of Para A of Schedule III
7C.	Letter of resignation along with detailed reasons for the resignation as given by the key managerial personnel, senior management, Compliance Officer or director.	Timeline as specified in sub-para7C of Para A of Schedule III
7D.	In case the Managing Director or Chief Executive Officer of the Company was indisposed or unavailable to fulfil the requirements of the role in a regular manner for more than forty five days in any rolling period of ninety days, the same along with the reasons for such indisposition or unavailability, shall be disclosed to the stock exchange(s).	Within 12 hours*

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8.	Appointment or discontinuation of share transfer agent.	Within 12 hours*
9.	Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions.	Within 24 hours
10.	One time settlement with a bank.	Within 24 hours
11.	Winding-up petition filed by any party / creditors.	Within 24 hours
12.	Issuance of notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the Company.	Within 12 hours*
13.	Proceedings of annual and extraordinary general meetings of the Company.	Within 12 hours*
14.	Amendments to memorandum and articles of association of Company, in brief.	Within 12 hours*
15.	(a) Schedule of analysts or institutional investors meet and presentations made by the Company to analysts or institutional investors. (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means.	Timeline as specified in sub-para 15 of Para A of Schedule III
16.	Events in relation to the corporate insolvency resolution process (CIRP) of a listed corporate debtor under the Insolvency Code.	Within 24 hours
17.	Initiation of Forensic audit: In case of initiation of forensic audit, (by whatever name called), the following disclosures shall be made to the stock exchanges by the Company: (a) The fact of initiation of forensic audit along-with name of Company initiating the audit and reasons for the same, if available; (b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.	Within 12 hours * (if initiated by the Company); Within 24 hours (if initiated by external agency)
18.	Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of these regulations and is not already made available in the public domain by the Company.	Within 24 hours
19.	Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel,	Within 24 hours

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	senior management, promoter or subsidiary, in relation to the Company, in respect of the following: (a) search or seizure; or (b) re-opening of accounts under section 130 of the Companies Act, 2013; or (c) investigation under the provisions of Chapter XIV of the Companies Act, 2013;	
20.	Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following: (a) suspension; (b) Imposition of fine or penalty; (c) settlement of proceedings; (d) debarment; (e) disqualification; (f) closure of operations; (g) sanctions imposed; (h) warning or caution; or (i) any other similar action(s) by whatever name called;	Within 24 hours
21.	Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.	Within 12 hours*
B	Events which shall be disclosed upon application of the guidelines for materiality referred sub-regulation (4) of regulation (30)	
1.	Commencement or any postponement in the date of commencement of commercial production or commercial operations of any unit/division.	Within 12 hours*
2.	Any of the following events pertaining to the Company: (i) arrangements for strategic, technical, manufacturing, or marketing tie-up; or (ii) adoption of new line(s) of business; or (iii) closure of operation of any unit, division, or subsidiary (entirety or piecemeal).	Within 12 hours*
3.	Capacity addition or product launch.	Within 12 hours*
4.	Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/contracts not in the normal course of business.	Within 24 hours
5.	Agreements (viz. loan agreement(s) or any other agreement(s) which are binding and not in normal course	Within 12 hours* (for agreements

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	of business) and revision(s) or amendment(s) or termination(s) thereof.	where Company is a party); Within 24 hours(for agreements where the Company is not a party).
6.	Disruption of operations of any one or more units or division of the Company due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.	Within 24 hours
7.	Effect(s) arising out of change in the regulatory framework applicable to the Company.	Within 24 hours
8.	Pendency of any litigation(s) or dispute(s) or the outcome thereof which may have an impact on the Company.	Within 24 hours
9.	Frauds or defaults by employees of the Company which has or may have an impact on the Company.	Within 24 hours
10.	Options to purchase securities including any ESOP/ESPS Scheme.	Within 12 hours*
11.	Giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party.	Within 12 hours*
12.	Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.	Within 24 hours
13.	Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.	Within 12 hours*
C.	Any other information/event viz. major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities.	Within 24 hours
D.	Without prejudice to the generality of para (A), (B) and (C) above, the Company may make disclosures of event/information as specified by SEBI from time to time.	Timeline as specified by SEBI.

***Note:** In case the event or information emanates from a decision taken in a meeting of Board of Directors, the same shall be disclosed within 30 (thirty) minutes from the closure of such meeting as against the timeline indicated in the table above.

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