

WG

WILSON GROWTH

January 23, 2025

To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.	To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051.
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Subject: Disclosure under Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Madam,

This is to inform you that Wilson Holdings Private Limited ("Promoter") has made inter-se transfer of 80,00,000 equity shares of TruCap Finance Limited ("Target Company"), to Wilson Growth Private Limited ("Wilson Growth"), wholly owned subsidiary of the Promoter, by way of gift.

In this regard, in terms of Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, and Master Circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 issued by SEBI on February 16, 2023, as amended, please find enclosed herewith the requisite disclosure.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Wilson Growth Private Limited

Aditya P. Jeth
Authorised Signatory
Encl.: as above



CC to:
Company Secretary & Compliance Officer
TruCap Finance Limited
3rd Floor, A Wing, D. J. House,
Old Nagardas Road, Andheri (East),
Mumbai – 400069.

Disclosure under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011	
1. Name of the Target Company (TC)	TruCap Finance Limited

Wilson Growth Private Limited

1st Floor, D J House, Old Nagardas Road, Andheri (E), Mumbai - 400069, Maharashtra.
E-mail: info@wilsongrowth.in CIN: U74999MH2023PTC397327

2.	Name(s) of the acquirer/seller and Person Acting in Concert (PAC) with the acquirer	Promoter and Promoter Group who has shareholding in the TC: - Wilson Holdings Private Limited - Mrs. Minaxi Mehta - Anjaneya Realty Management LLP - Mr. Nilay Kishor Mehta - Mr. Kishor Gangadas Mehta - Wilson Growth Private Limited		
3.	Whether the acquirer/seller belongs to Promoter/Promoter group	Yes		
4.	Name(s) of the Stock Exchange(s) where the shares of TC are listed	BSE Limited and National Stock Exchange of India Limited		
5.	Details of the acquisition/disposal as follows:	Number	% w.r.t. total share/voting capital, wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
	Before the acquisition/sale under consideration, holding of acquirer along with PAC of:			
	(a) Shares carrying voting rights			
	Wilson Holdings Private Limited	39,353,183 shares.	equity 33.66% of the total share/voting capital of the TC.	30.50% of the total diluted share/voting capital of the TC.
	Mrs. Minaxi Mehta	22,46,180 shares.	equity 1.92% of the total share/voting capital of the TC.	1.74% of the total diluted share/voting capital of the TC.
	Anjaneya Realty Management LLP	15,00,000 shares.	equity 1.28% of the total share/voting capital of the TC.	1.16% of the total diluted share/voting capital of the TC.
	Mr. Nilay Kishor Mehta	1,23,229 shares.	equity 0.11% of the total share/voting capital of the TC.	0.10% of the total diluted share/voting capital of the TC.
	Mr. Kishor Gangadas Mehta	2,80,000 shares.	equity 0.24% of the total share/voting capital of the TC.	0.22% of the total diluted share/voting capital of the TC.
	Wilson Growth Private Limited	-	-	-
	(b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
	(c) Voting rights (VR) otherwise than by shares	-	-	-

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(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
(e) Total (a + b + c + d)	43,502,592 equity shares.	37.21% of the total share/voting capital of the TC	33.72% of the total diluted share/voting capital of the TC
Details of acquisition/sale			
(a) Shares carrying voting rights acquired /sold	80,00,000 equity shares.	6.84% of the total share/voting capital of the TC	6.20% of the total diluted share/voting capital of the TC
(b) VRs acquired/sold otherwise than by shares	-	-	-
(c) Warrant/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
(d) Shares encumbered/invoked/released by the acquirer	-	-	-
(e) Total (a+b+c+d)	80,00,000 equity shares.	6.84% of the total share/voting capital of the TC	6.20% of the total diluted share/voting capital of the TC
After acquisition/sale, holdings of:			
(a) Shares carrying voting rights			
Wilson Holdings Private Limited	31,353,183 equity shares.	26.82% of the total share/voting capital of the TC	24.30% of the total diluted share/voting capital of the TC.
Mrs. Minaxi Mehta	22,46,180 equity shares.	1.92% of the total post issue paid up equity share capital of the TC	1.74% of the total diluted share/voting capital of the TC.
Anjaneya Realty Management LLP	15,00,000 equity shares.	1.28% of the total post issue paid up equity share capital of the TC	1.16% of the total post issue paid up equity share capital of the TC
Mr. Nilay Kishor Mehta	123,229 equity shares.	0.11% of the total post issue paid up equity share capital of the TC	0.10% of the total post issue paid up equity share capital of the TC
Mr. Kishor Gangadas Mehta			0.22% of the total post issue paid up

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	Wilson Growth Private Limited	2,80,000 equity shares	equity share capital of the TC	0.24% of the total post issue paid up equity share capital of the TC	equity share capital of the TC
		80,00,000 equity shares	equity share capital of the TC	6.20% of the total post issue paid up equity share capital of the TC	equity share capital of the TC
	(b) Shares encumbered with the acquirer.	-	-	-	-
	(c) VR otherwise than by shares	-	-	-	-
	(d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-	-
	(e) Total (a+b+c+d)	43,502,592 equity shares.	37.21% of the total share/voting capital of the TC	33.72% of the total diluted share/voting capital of the TC	
6.	Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Off Market. By way of gift			
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	January 21, 2025			
8.	Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs. 23,37,98,742/-comprising of 11,68,99,371 equity shares of Rs.2/- each*			
9.	Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs. 23,37,98,742/-comprising of 11,68,99,371 equity shares of Rs.2/- each*			
10.	Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 258,033,310/- divided into 129,016,655 equity shares of Rs. 2/- each**			

(*) Total share capital/voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) While computing % of shareholding on fully diluted basis, we have included 12,117,284 convertible warrants issued by the TC, which are pending to be converted. Further, Outstanding convertible securities do not include any stock options issued by the TC whether vested or otherwise.

For Wilson Growth Private Limited

Aditya Boller

Authorised Signatory

Place: Mumbai

Date: January 23, 2025



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