



WILSON GROWTH

June 17, 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.

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 Growth Private Limited ("Promoter Group") has sold 50,00,000 equity shares of TruCap Finance Limited ("Company"), by way of an off-market sale. Consequently, the shareholding of Wilson Growth Private Limited has decreased by 3.99% of the total paid-up equity share capital (fully diluted basis) of the Company.

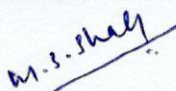
In this regard, in terms of Regulation 29(2) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, and Master Circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2023/31 issued by SEBI on February 16, 2023, as amended, please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

Kindly take the same on record.

Thanking You,

Yours faithfully,

For Wilson Growth Private Limited


Authorised Signatory
Encl.: as above

CC to:
Company Secretary & Compliance Officer
TruCap Finance Limited
4th Floor, A Wing, D. J. House,
Old Nagardas Road, Andheri (East),
Mumbai – 400069.

Wilson Growth Private Limited

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

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		
2.	Name(s) of the acquirer/seller and Person Acting in Concert (PAC) with the acquirer/seller	Name of the Seller: Wilson Growth Private Limited Persons acting in concert along with Seller (belonging to promoter and promoter group): - Wilson Growth Private Limited - Wilson Holdings Private Limited - Mrs. Minaxi Mehta - Anjaneya Realty Management LLP - Mr. Kishore Gangadas Mehta		
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 of shares held	% 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) <u>Shares carrying voting rights</u> Wilson Holdings Private Limited	2,97,74,040 equity shares.	25.05% of the total share/voting capital of the TC.	23.74% of the total diluted share/voting capital of the TC.
	Mrs. Minaxi Mehta	22,46,180 equity shares.	1.89% of the total share/voting capital of the TC.	1.79% of the total diluted share/voting capital of the TC.
	Anjaneya Realty Management LLP	15,00,000 equity shares.	1.26% of the total share/voting capital of the TC.	1.20% of the total diluted share/voting capital of the TC.
	Mr. Kishore Gangadas Mehta	2,80,000 equity shares.	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	80,00,000	6.73% of the total share/voting capital of the TC	6.38% of the total diluted share/voting capital of the TC.
	(b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
	(c) Voting rights (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	-	-	-

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	holding in each category)			
	(e) Total (a + b + c + d)	4,18,00,220 equity shares.	35.17% of the total share/voting capital of the TC	33.33% of the total diluted share/voting capital of the TC
Details of acquisition/sale				
	(a) Shares carrying voting rights acquired /sold	50,00,000 equity shares.	4.21% of the total share/voting capital of the TC	3.99% 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)	50,00,000 equity shares.	4.21% of the total share/voting capital of the TC	3.99% of the total diluted share/voting capital of the TC
After acquisition/sale, holdings of:				
	(a) Shares carrying voting rights			
	Wilson Holdings Private Limited	2,97,74,040 equity shares.	25.05% of the total share/voting capital of the TC.	23.74% of the total diluted share/voting capital of the TC
	Mrs. Minaxi Mehta	22,46,180 equity shares.	1.89% of the total post issue paid up equity share capital of the TC	1.79% of the total diluted share/voting capital of the TC.
	Anjaneya Realty Management LLP	15,00,000 equity shares.	1.26% of the total post issue paid up equity share capital of the TC	1.20% of the total post issue paid up equity share capital of the TC
	Mr. Kishore Gangadas Mehta	2,80,000 equity shares	0.24% of the total post issue paid up equity share capital of the TC	0.22% of the total post issue paid up equity share capital of the TC
	Wilson Growth Private Limited	30,00,000 equity shares	2.52% of the total post issue paid up equity share capital of the TC	2.39% of the total post issue paid up equity share capital of the TC
	(b) Shares encumbered with the acquirer.	-	-	-
	(c) 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) after acquisition	-	-	-
	(e) Total (a+b+c+d)	3,68,00,220 equity shares.	30.96% of the total share/voting capital of the TC	29.35% 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 sale.		
7.	Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	June 13, 2025		
8.	Equity share capital/total voting capital of the TC before the said acquisition/sale	Rs. 23,77,23,742/- comprising of 11,88,61,871 equity shares of Rs.2/- each*		
9.	Equity share capital/total voting capital of the TC after the said acquisition/sale	Rs. 23,77,23,742/- comprising of 11,88,61,871 equity shares of Rs.2/- each*		
10.	Total diluted share/voting capital of the TC after the said acquisition/sale	Rs. 25,08,08,486/- divided into 12,54,04,243 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 equity share capital/voting capital of the TC, we have also considered 19,62,500 equity shares allotted by the board of directors of the TC upon exercise of stock options by eligible ESOP holders.

(**) While computing % of shareholding on fully diluted basis, we have included 65,42,372 convertible warrants issued by the TC, which are pending to be converted. Further, dilutive effect of 26,62,500 stock options granted by the board of directors of the Target Company have not been considered, as the vesting period for the same is still to be completed.

For Wilson Growth Private Limited

M.S. Shetye
Authorised Signatory

Place: Mumbai

Date: June 17, 2025

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