

January 10, 2025

National Stock Exchange of India Limited,
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East),
Mumbai - 400 051

BSE Limited
P.J. Towers,
Dalal Street,
Mumbai-400 001.

CC: TruCap Finance Limited
Registered Office:
3rd Floor, A Wing, D.J. House,
Old Nagardas Road,
Andheri East, Mumbai - 400 069.

Sub: Intimation under Regulation 10(5) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") for proposed acquisition of equity shares of TruCap Finance Limited ("TC"), by way of gift.

Ref.: Intimation under Regulation 10(5) in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.

Dear Sir/Madam,

We wish to inform you that Wilson Growth Private Limited is a wholly owned subsidiary of Wilson Holdings Private Limited ("**Promoter of the TC**") and is controlled by the Promoter of the TC.

In this regard, we, the undersigned, are submitting the requisite intimation under Regulation 10(5) of the Takeover Regulations with respect of the proposed acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations, of the equity shares of TruCap Finance Limited ("TC") by Wilson Growth Private Limited from the Promoter of the TC, by way of gift.

Please note that this proposed transaction, will be an inter-se transfer of shares by way of gift between Wilson Holdings Private Limited and its wholly owned subsidiary, Wilson Growth Private Limited.

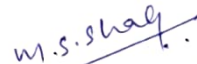
In the context and in terms of Regulation 10(5) of the Takeover Regulations, please find enclosed herewith prior intimation in respect of proposed transfer of equity shares by way of gift which falls under Regulation 10(1)(a)(iii) of the Takeover Regulations.

Kindly take the same on your record.

Thanking you,

Yours faithfully,

For Wilson Growth Private Limited



Maitri Shah
Director
Encl.: As Above.

Wilson Growth Private Limited

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

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Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	TruCap Finance Limited
2.	Name of the acquirer(s)	Wilson Growth Private Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Wilson Growth Private Limited is not a promoter of the TC. However, Wilson Growth Private Limited is a wholly owned subsidiary company of Wilson Holdings Private Limited (Promoter of the TC) and is controlled by Wilson Holdings Private Limited.
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Wilson Holdings Private Limited.
	b. Proposed date of acquisition	On or after January 17, 2025.
	c. Number of shares to be acquired from each person mentioned in 4(a) above	80,00,000 Equity Shares of the TC.
	d. Total shares to be acquired as % of share capital of TC	6.84% of the total share capital of the TC. 6.20% on fully diluted of the TC.#
	e. Price at which shares are proposed to be Acquired	Nil, since transfer of shares by way of gift the acquisition will be off market (by way of Gift).
	f. Rationale, if any, for the proposed transfer	Transfer of shares by way of gift to the Acquirer
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open Offer	Regulation 10(1)(a)(iii) of Takeover Regulations.
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of TC are recorded during such period.	NSE - Rs.20.86/- Further, the volume of trade was higher in NSE during a period of 60 trading days preceding the date of issuance of this notice.
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable.
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable, since the proposed transfer is by way of gift hence acquisition price is zero.
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	Wilson Growth Private Limited and Wilson Holdings Private Limited have complied and will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997).

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10.	Declaration by the acquirer that all Wilson Growth Private Limited hereby declares that all the conditions the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.								
11.	Shareholding details			Before the Proposed transaction			After the proposed transaction		
				No. of shares / voting Rights	% w.r.t total share capital of TC	% of Shareholding (on fully diluted basis)#	No. of shares / voting rights	% of total Share capital of TC	% w.r.t. % of Shareholding (on fully diluted basis) #
	A Acquirer(s) and PACs (other than sellers) (*)								
	Wilson Growth Private Limited			0	0.00	0.00	80,00,000	6.84	6.20
	Mrs. Minaxi Kishore Mehta			22,46,180	1.92	1.74	2,246,180	1.92	1.74
	Mr. Nilay Kishor Mehta			123,229	0.11	0.10	123,229	0.11	0.10
	Mr. Kishor Gangadas Mehta			2,80,000	0.24	0.22	2,80,000	0.24	0.22
	Anjaneya Realty Management LLP			15,00,000	1.28	1.16	15,00,000	1.28	1.16
	B Seller (s)								
	Wilson Holdings Private Limited			39,353,183	33.66	30.50	31,353,183	26.82	24.30

Note:

(*) Shareholding of each entity may be shown separately and then collectively in a group. The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

#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

M. S. Shah
Maitri Shah
Director
January 10, 2025

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