

WG

WILSON GROWTH

January 23, 2025

To,
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(6) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") for acquisition of equity shares of TruCap Finance Limited ("TC"), by way of gift.

Ref.: Intimation under Regulation 10(6) in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.

Dear Sir/Madam,

This is in furtherance to our earlier letter dated, January 10, 2025. In this regard, we are submitting the requisite intimation under Regulation 10(6) of the Takeover Regulations with respect of the 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, wholly owned subsidiary of Wilson Holdings Private Limited ("Promoter of TC") from the Promoter of the TC, by way of gift.

Please note that this acquisition is through an inter-se transfer of shares by way of gift between Promoter of TC and its wholly owned subsidiary, Wilson Growth Private Limited.

In the context and in terms of Regulation 10(6) of the Takeover Regulations, please find enclosed herewith intimation in respect of acquisition 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

Aditya B. Desai

Authorised Signatory

Encl.: As Above.

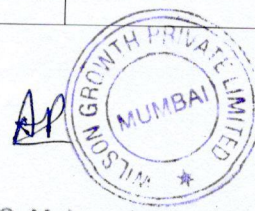


Wilson Growth Private Limited

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

Disclosures under Regulation 10(6) – Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited (NSE) BSE Limited (BSE)	
4.	Details of the transaction including rationale, if any, for the transfer/acquisition of shares.	The disclosure is pursuant to inter-se transfer of shares (by way of Gift) between the members of the Promoter Group. Rationale for the transfer: Transfer of shares by way of Gift to the Acquirer.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Regulation 10(1)(a)(iii) of the Takeover Regulations.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes, the disclosure of the proposed acquisition has been made under Regulation 10(5) of the Takeover Regulations within the timeline specified under the Takeover Regulations. The date of filing the disclosure of the proposed acquisition with the stock exchange is January 10, 2025.	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
a.	Name of the transferor / seller	Wilson Holdings Private Limited	Yes
b.	Date of acquisition	January 21, 2025	Yes
c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	80,00,000	Yes
d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC(#)	- 6.84% of the total share capital of the TC - 6.20% fully diluted of the TC	Yes
e.	Price at which shares are proposed to be acquired / actually acquired	Nil, since it is done by way of Gift transfer.	Yes



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8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a	Each Acquirer / Transferee (*)				
	Wilson Growth Private Limited	0	0.00	80,00,000	6.84
b	Each Seller / Transferor				
	Wilson Holdings Private Limited	39,353,183	33.66	31,353,183	26.82

Note:

- (*) Shareholding of each entity shall 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

Aditya Poojari

**Authorised Signatory
January 23, 2025
Mumbai**



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