



July 21, 2025

To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. <u>Scrip Code: 540268</u>	To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. <u>Scrip Code: TRU</u>
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Subject: Certificate under Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

Dear Sir/Madam,

Please find enclosed herewith certificate pursuant to Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended, issued by M/s. Mayank Arora & Co. Company Secretaries, for the quarter ended June 30, 2025.

Kindly take the same on your record and oblige.

Thanking You,

Yours faithfully,
For TruCap Finance Limited

Sonal Sharma
Company Secretary & Compliance Officer
Encl: As above



TruCap Finance Limited

Regd. Off. 4th Floor, A Wing, D.J. House, Old Nagardas Road, Andheri (East), Mumbai - 400 069
Tel. 1800 210 2100 | contact@trucapfinance.com | www.trucapfinance.com | **CIN:** L64920MH1994PLC334457

To,
The Board of Directors
TruCap Finance Limited
4th Floor, A Wing D.J. House,
Old Nagardas Road,
Andheri (East), Mumbai – 400 069.

CERTIFICATE

I have examined the Register of Members, beneficiary details furnished by the Depositories and records/documents being maintained by **TRUCAP FINANCE LIMITED** (herein referred as “the Company”) and **MCS Share Transfer Agent Limited**, its Registrar and Share Transfer Agent for issuing this certificate, as per Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended.

In my opinion and to the best of my information and according to the explanations given to me and based on such verification as considered necessary, I hereby certify the Reconciliation of Share Capital Audit Report annexed herewith for the quarter ended **30th June, 2025**.

For Mayank Arora & Co.
Company Secretaries



Mayank Arora
(Partner)

C.P. No.: 13609

M. No.: F10378

PR No. 5923/2024

UDIN: F010378G000783590

Encl.: As Above

Date: 15th July, 2025

Place: Mumbai

RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

1.	For Quarter Ended	30 th June, 2025					
2.	ISIN	INE615R01029					
3.	Face Value	Rs. 2/- each					
4.	Name of the Company	TruCap Finance Limited					
5.	Registered Office of the Company	4 th Floor, A Wing, D.J. House, Old Nagardas Road, Andheri East, Mumbai, Mumbai, Maharashtra, India, 400069					
6.	Correspondence Address	As Above					
7.	Telephone & Fax No.	022 - 6845 7200					
8.	Email Address	corpsec@trucapfinance.com					
9.	Name of the Stock Exchange where the Company's securities are listed	BSE Limited & National Stock Exchange of India Limited					
		Number of Shares		% of total Issued Capital			
10.	Issued Capital	11,88,61,871		100.00			
11.	Listed Capital (Exchange wise) (as per Company records)	11,88,61,871		100.00			
12.	Held in Dematerialized form in NSDL	4,61,38,943		38.82			
13.	Held in Dematerialized form in CDSL	7,17,40,928		60.36			
14.	Physical	9,82,000		0.82			
15.	Total No. of Shares (12+13+14)	11,88,61,871		100.00			
16.	Reasons for difference, if any between (10&11), (10&15), (11&15)						
17.	Certifying the details of changes in share capital during the quarter under consideration as per Table below:						
Particulars***	No. of Shares	Applied/Not Applied for Listing	Listed on Stock Exchange (specify Names)	Whether intimated to CDSL	Whether intimated to NSDL	In-principal Approval pending from SE (specify Names)	
Allotment of Equity Shares through Employee Stock Option Plan	19,62,500	Yes	Yes	Yes	Yes	No	
Issue of Equity Shares on Preferential Basis	11,56,80,000	No	No	No	No	Yes	
Issue of convertible	9,37,00,000	No	No	No	No	Yes	

warrants on preferential basis						
*** Rights, Bonus, Preferential Issue, ESOPs, Amalgamation, Conversion, Buyback, Capital Reduction, Forfeiture, Any other (to specify).						
18.	Register of Members is updated (Yes/No)			Yes		
	If not updated up to which date			Not Applicable		
19.	Reference of previous quarter with regards to excess dematerialized shares if any			NIL		
20.	Has the Company resolved the matter in point No. 19 above in the current quarter? If not reason why?			Not Applicable		
21.	Mention the total no. of requests if any confirmed after 21 days and the total no. of requests pending beyond 21 days with the reasons for delay: None					
Total No. of demat request			No. of Requests	No. of Shares	Reasons for Delay	
Confirmed after 21 days			NIL	NIL	NIL	
Pending for more than 21 days			NIL	NIL	NIL	
22.	Name, Telephone & Fax No. of Compliance Officer of the Company		Ms. Sonal Sharma Company Secretary & Compliance Officer Email id: corpsec@trucapfinance.com Phone No.: - 022 - 6845 7200			
23.	Name, Address, Tel & Reg. No. of the Auditor		Mr. Mayank Arora C.P. No.: 13609 M No. F10378 MM/s. Mayank Arora & Co Company Secretaries Address: Office No. 101, 1 st Floor, Udyog Bhavan, Sonawala Road, Goregaon (East), Mumbai - 400 063 Email id.: cs@mayankarora.co.in Contact No.: +91 9324254455			
24	Appointment of common agency for share registry work If yes, name & address:		Yes MCS Share Transfer Agent Limited Office No. 3B3, 3 rd Floor “B” Wing Gundecha Onclave Premises Co-op Society Ltd, Kherani Road, Sakinaka, Andheri (East), Mumbai – 400 072. Tel: 022 – 2851 6021/6022/46049717 Fax: 022-2851 6021 Email: subodh.mcssta@gmail.com			
25.	Any other details that PCS may like to		During the quarter ended June 30, 2025, the Board fo Directors have approved change of registered office address of the Company from			

	<p>provide (e.g. BIFR Company, delisting from SE, Company changed its name etc.)</p>	<p>3rd Floor, A Building, C Wing, Old Nagardas Road, Andheri East, Mumbai – 400 069 to 4th Floor, A Building, C Wing, Old Nagardas Road, Andheri East, Mumbai – 400 069, within the same premises of the city.</p> <p>Further, the Board of Directors had, inter alia, approved the following matter(s) at its meeting held on May 26, 2025:</p> <p>(a) Increase in authorized share capital of the Company from existing Rs.50,00,00,000/- comprising of 25,00,000,000 equity shares having face value of Rs.2/- each to Rs.75,00,00,000/- comprising of 37,50,00,000 equity shares of Rs.2/- each;</p> <p>(b) Approved allotment of 19,62,500 equity shares upon exercise of ESOPs to eligible ESOP Holders;</p> <p>(c) Execution of share purchase agreement dated May 26, 2025 between Marwadi Chandarana Intermediaries Brokers Private Limited (“Acquirer”), Mrs. Minaxi Mehta, Mr. Kishore Gangadas Mehta, Wilson Holdings Private Limited, Anjaneya Realty Management LLP, Wilson Growth Private Limited (collectively, the “Sellers”), Ms. Rushina Mehta, NM Family Investment Trust, Prolific Ventures Private Limited (collectively, the “Specified Parties”, being shareholders of Wilson Holdings Private Limited) and the Company, for acquisition of 3,68,00,220 (Three Crores Sixty Eight Lakhs Two Hundred Twenty) equity shares of the Company from the Sellers, representing 10.99% stake (on fully diluted basis) in the Company, subject to closing adjustments (if required), receipt of requisite regulatory and other approvals, including the Reserve Bank of India for the change in control and management of the Company; and</p> <p>(d) Execution of a securities subscription agreement dated May 26, 2025 between Marwadi Chandarana Intermediaries Brokers Private Limited (“Acquirer”), Mrs. Minaxi Mehta, Mr. Kishore Gangadas Mehta, Wilson Holdings Private Limited, Anjaneya Realty Management LLP, Wilson Growth Private Limited (collectively, the “Sellers”), Ms. Rushina Mehta, NM Family Investment Trust, Prolific Ventures Private Limited (collectively, the “Specified Parties”, being shareholders of Wilson Holdings Private Limited) and the Company, for subscription of 11,56,80,000 equity shares and 9,37,00,000 convertible warrants for aggregate consideration of ₹ 2,06,86,74,400/- (Rupees Two Hundred and Six Crores Eighty-Six Lakhs Seventy-Four Thousand Four Hundred only) (“Securities”) by the Acquirer, representing 62.54% stake (on fully diluted basis) in the Company, subject to receipt of requisite regulatory and other</p>
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		<p>approvals, including the Reserve Bank of India for the change in control and management of the Company.</p> <p>Further, pursuant to the execution of the aforesaid transaction documents, the Acquirer has released letter of offer to the public shareholders of the Company to make an open offer in accordance with Regulation 3(1) and Regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011. Furthermore, the shareholders of the Company have at its extraordinary general meeting held on June 25, 2025, inter alia, approved (i) the increase in the authorized share capital of the Company and (ii) issuance of the Securities.</p>
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**For Mayank Arora & Co.
Company Secretaries**


Mayank Arora
(Partner)



C.P. No.: 13609
M. No.: F10378
PR No. 5923/2024
UDIN: F010378G000783590

**Date: 15th July, 2025
Place: Mumbai**