

September 23, 2025

<p>To, The General Manager Department of Corporate Services BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001.</p> <p>Scrip Code: 540268</p>	<p>To, The Manager Department of Corporate Compliance National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051.</p> <p>Scrip Code: TRU</p>
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Sub: Intimation under Regulation(s) 30 and 51 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Dear Sir/Madam,

Further to our disclosure dated May 26, 2025, *inter alia*, regarding the execution of: (i) a share purchase agreement dated May 26, 2025 for acquisition of 3,68,00,220 equity shares of the Company from the promoter and promoter group (“SPA”); and (ii) a securities subscription agreement dated May 26, 2025 for subscription of 11,56,80,000 equity shares and 9,37,00,000 convertible warrants (“SSA”) and pursuant to Regulation(s) 30 and 51 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), read with master circular for compliance with the provisions of the Listing Regulations, by listed entities dated November 11, 2024, as amended, issued by SEBI, (“Master Circular”), we wish to inform that Marwadi Chandarana Intermediaries Brokers Private Limited (“Acquirer”) has vide its letter dated September 22, 2025 (received by the Company on September 23, 2025), communicated regarding the termination of the SPA and the SSA.

In this regard, details as required under Regulation 30 read with the Master Circular for the aforesaid termination are enclosed as Annexure to this letter.

Kindly take the above information on your record.

Thanking You,

For TruCap Finance Limited

Sonal Sharma
Company Secretary & Compliance Officer
Encl.: as above

TruCap Finance Limited

Annexure - Disclosure of information pursuant to Regulation 30 of the Listing Regulations and the Master Circular

Sr. No.	Particulars	Details
1.	name(s) of parties with whom the agreement is entered;	<p>the share purchase agreement (“SPA”) and the securities subscription agreement (“SSA”) both dated May 26, 2025, were signed between:</p> <p>a. Marwadi Chandarana Intermediaries Brokers Private Limited (“Acquirer”);</p> <p>b. Mrs. Minaxi Kishore Mehta, Mr. Kishore Gangadas Mehta, Wilson Holdings Private Limited, Wilson Growth Private Limited, Anjaneya Realty Management LLP (“Sellers”);</p> <p>c. Prolific Ventures Private Limited, Ms. Rushina Mehta, NM Family Investment Trust (Specified Parties”); and</p> <p>d. TruCap Finance Limited (“Company”).</p>
2.	Nature of the agreement and date of execution of the agreement	<p>SPA executed for acquisition of 3,68,00,220 equity shares of the Company held by the Sellers by the Acquirer and SSA was executed for subscription by the Acquirer of 11,56,80,000 equity shares and 9,37,00,000 convertible warrants which was proposed to be allotted by the Company.</p> <p>The aforesaid SPA and SSA have been terminated by the Acquirer vide their letter dated September 22, 2025, received by the Company on September 23, 2025.</p>
3.	Details of amendment and impact thereof or reasons of termination and impact thereof details and reasons for amendment or alteration and impact thereof (including impact on management or control and on the restriction or liability quantified earlier)	<p>The SPA and SSA has been terminated by the Acquirer.</p> <p>With the said termination, the Acquirer no longer will be able to acquire control over the Company as per the terms of the SPA and SSA through classification as the promoter and promoter group.</p> <p>The aforesaid termination does not have any material impact on the Company except for the fund infusion which the Company was expecting from the Acquirer towards subscription of equity shares and convertible warrants proposed to be allotted by the Company.</p>
4.	reasons for rescission and impact thereof (including impact on management or control and on the restriction or liability quantified earlier).	