22nd September 2026

BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai- 400001
Scrip code: 511742

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol: UGROCAP

Sub: Summary of proceedings, Voting Results and Scrutinizer's Report of the NCLT Convened Meeting of Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) of the Company held on 22nd September 2026.

Ref: Meeting of Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) of the Company held pursuant to the order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated 6th August 2026 ("Order") in connection with the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Dear Sir/ Madam,

In furtherance to our earlier intimation dated 14th August 2026 regarding the convening of separate meetings of the Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) for the purpose of considering, and if thought fit, approving the proposed Scheme, this is to inform you that the respective Meeting(s) of the Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) in compliance with the Order dated 6th August 2026 as issued by the National Company Law Tribunal, Mumbai Bench, were convened and held on 22nd September 2026 through Video Conferencing (VC) / Other Audio-Visual Means (OAVM). In this connection, we enclose herewith the following:

Equity Shareholders

1. Summary of proceedings of the Meeting of the Equity Shareholders, as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["SEBI (LODR) Regulations"] and relevant circulars therein (Annexure A);
2. Voting results in respect of the business conducted at the Meeting as required under Regulation 44(3) of the SEBI (LODR) Regulations (Annexure B); and
3. Scrutinizer's Report dated September 22, 2026 (Annexure C).

Secured Creditors (including Secured Non-Convertible Debentures)

1. Summary of proceedings of the Meeting of the Secured Creditors (including Secured Non-Convertible Debentures), as required under the SEBI (LODR) Regulations and relevant circulars therein (Annexure D);
2. Voting results in respect of the business conducted at the Meeting, as required under Regulation 44(3) of the SEBI (LODR) Regulations (Annexure E); and
3. Scrutinizer's Report dated September 22, 2026 (Annexure F).

Unsecured Creditors (including Unsecured Non-Convertible Debentures)

1. Summary of proceedings of the Meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debentures), as required under the SEBI (LODR) Regulations and relevant circulars therein (Annexure G);
2. Voting results in respect of the business conducted at the Meeting, as required under Regulation 44(3) of the SEBI (LODR) Regulations (Annexure H); and
3. Scrutinizer's Report dated September 22, 2026 (Annexure I).

Kindly take the above on record.

Yours faithfully,
For UGRO Capital Limited

SATISH KUMAR CHELLADURAI

Digitally signed by SATISH KUMAR CHELLADURAI
Date: 2026.09.22 21:14:25 +05'30'

Satish Kumar
Company Secretary and Compliance Officer

Enc: a/a

Annexure A

Proceedings of the Meeting of Equity Shareholders of the Company held pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated 6th August 2026 ("Order") in connection with the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme")

A. Date, time and venue of the Meeting

A Meeting of the Equity Shareholders of the Company was convened today, Tuesday, 22nd September 2026 at 10.30 A.M. through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or **"Hon'ble Tribunal**") dated 6th August 2026 in Company Application No. 141 of 2026 for considering and if thought fit, approve the Scheme.

B. Directors and Other Representative present

Mr. Satyananda Mishra, Non-Executive Chairman and Independent Director was present through VC. Ms. Akanksha Mota, Scrutinizers, Mr. Sumit Godambe, the representatives of the Statutory Auditors, and Mr. Pankaj Nigam, the representatives of Secretarial Auditors, were also present at the Meeting through VC.

C. Proceedings in brief

Pursuant to the Order of the NCLT, Mr. H. V. Subba Rao, chaired the meeting ("Chairperson") of the Equity Shareholders of the Company. Upon confirmation of requisite quorum being present, the Chairperson called the meeting to order.

The Chairperson informed the Equity Shareholders that the meeting was being held through VC/OAVM pursuant to the Order passed by the Hon'ble Tribunal and in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to seek approval of the Equity Shareholders for the following resolution:

Brief description of the resolution	Resolution Type
Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013	Special Majority

The Equity Shareholders were informed that pursuant to the Order, Ms. Akanksha Mota, Practising Company Secretary, was appointed as the Scrutinizer to scrutinize the process of remote e-Voting and e-Voting at the meeting.

Mr. Satish Kumar, Company Secretary & Compliance Officer of the Company, explained the rationale of the Scheme. Mr. Satish Kumar informed the Equity Shareholders that since the Scheme, the explanatory statement and the resolution proposed for approval had already been circulated along with the notice of the meeting, the same were taken as read.

The Chairperson explained the guidelines for casting votes. Thereafter, the Equity Shareholders registered as speakers, if any, were invited to raise questions and express their views on the Scheme. Since no Equity Shareholders was registered as a speaker, no queries were raised in relation to the Scheme.

Thereafter, the Chairperson requested the Equity Shareholders who were present at the meeting and had not cast their votes electronically through remote e-Voting were provided an opportunity to cast their votes through e-Voting during the meeting by using the link provided on the NSDL website and which shall remain open upto 30 minutes from the conclusion of the meeting.

The results along with the Scrutinizer's Report shall be intimated to the recognized Stock Exchanges, where the securities of the Company are listed i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and the same shall be displayed on the notice board and website of the Company i.e. www.ugrocapital.com and on the website of the NSDL i.e. www.evoting.nsdl.com.

D. Voting by Equity Shareholders

The Company had provided remote e-Voting facility to its Equity Shareholders to cast their votes electronically on the proposed resolution as set out in the notice of the meeting from Saturday, 19th September 2026 at 9:00 A.M to Monday, 21st September 2026 at 5:00 P.M. Further, the facility to vote on the resolution through e-Voting at the meeting was also made available to the Equity Shareholders who participated in the meeting but had not cast their votes through remote e-Voting.

The meeting concluded at 10:38 A.M. with a vote of thanks by the Chairperson.

Post conclusion of the e-voting, the Consolidated Scrutinizer's report from Ms. Akanksha Mota, Scrutinizer was received.

E. Results of e-Voting (remote e-voting and e-voting at the Meeting)

Basis the consolidated Scrutinizer's report dated 22nd September 2026, the resolution as set out in the Notice of the Meeting dated 14th August 2026 was passed by the Equity Shareholders with requisite statutory majority under Section 230 of the Companies Act, 2013 read with the Order.

Annexure B

Results declared for the meeting held on 22nd September 2026 of the Equity Shareholders held pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated 6th August 2026 ("Order") in connection with the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Pursuant to the provisions of Sections 230 to 232 of the Companies Act 2013 ("Act") and other applicable provisions of Act and rules made thereunder, the Meeting of the Equity Shareholders of the Company pursuant to the order of the Hon'ble NCLT was convened on Tuesday, 22nd September 2026 at 10:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to seek the approval of the Equity Shareholders of the Company on the resolution contained in the Notice dated 14th August 2026 ("Notice"), wherein the following was provided:

Cut-off date for sending notice to eligible Equity Shareholders	30th June 2026
Cut-off date for e-voting	15th September 2026
Remote e-voting start date and time	19th September 2026 at 9:00 A.M
Remote e-voting end date and time	21st September 2026 at 5:00 P.M

Equity Shareholders who had not cast their vote through remote e-voting and present at the Meeting through VC/OAVM were provided the facility to cast their vote through e-voting during the Meeting.

Ms. Akanksha Mota, Proprietor of M/s Akanksha Mota & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Hon'ble NCLT vide its Order dated 6th August 2026 to conduct the e-voting process in a fair and a transparent manner. The remote e-voting period commenced as per the schedule stated above. Equity Shareholders who had cast their votes through remote e-voting prior to and during the Meeting were considered by the Scrutinizer and Ms. Akanksha Mota has submitted a Consolidated Scrutinizers Report dated 22nd September 2026, on the same.

The result of e-voting and the summary of the Scrutinizer's Report, as under:

- The under-mentioned votes of Equity Shareholders were in favour the Scheme being adopted and carried into effect:

Mode of voting	No. of Equity Shareholders voted	% of the total no. of Equity Shareholders (out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	5	4.032	13,04,24,940	21.228
By remote e-voting	110	88.710	48,36,79,170	78.760
Total	**115**	**92.742**	**61,41,04,110**	**99.998**

- The under-mentioned votes of Equity Shareholders were against the Scheme being adopted and carried into effect:

Mode of voting	No. of Equity Shareholders voted	% of the total no. of Equity Shareholders (out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	Nil	Nil	Nil	Nil
By remote e-voting	9	7.258	10,710	0.002
Total	**9**	**7.258**	**10,710**	**0.002**

- The under-mentioned votes of the Equity Shareholders were considered as invalid from voting is stated under:

Number of Equity shareholders whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Pursuant to the above, the Resolution proposed in the Meeting has been passed by the requisite majority of the Equity Shareholders of the Company.

Ugro Capital Limited	
Results of NCLT Convened Meeting - Equity shareholders (As per Regulation 44 (3) of SEBI(LODR) Regulations, 2015)	
Date of NCLT Convened Meeting -Equity shareholders	22-09-2026
Voting start date	19-09-2026
Voting end date	21-09-2026
Total number of shareholders as on record date (15.09.2026):	39,656
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	1
Public:	37
No. of resolutions passed in the meeting	1

Resolution Details								
Resolution No. 1: Special Resolution					**APPROVAL OF THE SCHEME OF AMALGAMATION BETWEEN PROFECTUS CAPITAL PRIVATE LIMITED ("TRANSFEROR COMPANY") AND UGRO CAPITAL LIMITED ("TRANSFEREE COMPANY") AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS.**			
Whether promoter/ promoter group are interested in the agenda/resolution?					**No**			
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% votes polled on outstanding shares**	**No. of votes - in favour**	**No. of votes - in Against**	**% of votes - in favour**	**% of votes - in Against**
		(1)	**(2)**	**(3)=[(2)/(1)]*100**	**(4)**	**(5)**	**(6)=[(4)/(2)]*100**	**(7)=[(5)/(2)]*100**
Promoter and Promoter Group	E-voting	16779588	4477061	26.68159075	4477061	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	**16779588**	**4477061**	**26.68159075**	**4477061**	**0**	**100**	**0**
Public Institutions	E-voting	14211242	3151090	22.17322033	3151090	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	**14211242**	**3151090**	**22.17322033**	**3151090**	**0**	**100**	**0**
Public Non-Institutions	E-voting	124297493	53783331	43.26984374	53782260	1071	99.99800868	0.001991323
	Poll		0	0	0	0	0	0
	Postal Ballot(if applicable)		0	0	0	0	0	0
	Total	**124297493**	**53783331**	**43.26984374**	**53782260**	**1071**	**99.99800868**	**0.001991323**
Total		**155288323***	**61411482**	**39.54674815**	**61410411**	**1071**	**99.99825603**	**0.001743974**

*Includes the following: -

2,472,820 Equity shares representing 1.59% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Annexure C

AKANKSHA MOTA & CO.
COMPANY SECRETARIES

+91 - 9987239582
akanksha.amco@gmail.com
Office No. 301, Sai Shruti, Above Dr. Roshan's Clinic, Navyahar Road, Shri Sai Nath Naga Mulund East Mumbai 400081

Compliance is our profession. Governance is our commitment. Growth is our purpose.

Scrutinizers Report

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench

To,

Mr. H.V. Subba Rao
The Chairperson
(Appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Equity Shareholders of UGRO Capital Limited bearing CIN: L67120MH1993PLC070739 having its registered office at B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai- 400070, Maharashtra, India)

Sub: **Consolidated Scrutinizer's Report on the results of voting by the Equity Shareholders of UGRO Capital Limited through remote e-voting process (prior to the meeting and e-voting during the meeting) at the Meeting of the Equity Shareholders of UGRO Capital Limited ("Company") convened on Tuesday, September 22, 2026 at 10:30 a.m. (IST) ("Meeting"), through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to Sections 230-232, and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules") and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended from time to time, read with the applicable General Circulars issued by the Ministry of Corporate Affairs ("MCA") and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as amended and as per the directions issued by the Hon'ble Tribunal vide Order dated August 6, 2026 ("Order") passed in the Company Scheme Application No. C.A. (CAA) No.141/MB/2026.**

Dear Sir,

I, Akanksha Mota (ACS: 24626, CoP: 15096) Proprietor of M/s Akanksha Mota & Co. Practicing Company Secretaries, have been appointed by the **Hon'ble Tribunal** by its Order dated August 6, 2026 in Company Scheme Application **No. C.A. (CAA) No.141/MB/2026**, as Scrutinizer for the purpose of scrutinizing remote e-voting process in a fair and transparent manner, prior to Meeting and e-voting process during the Meeting, of the Equity Shareholders of Company held on Tuesday, September 22, 2026 at 10:30 a.m. (IST) ("Meeting") through video conferencing **("VC")** /other audio visual means **("OAVM"),** convened pursuant to the provisions of the Sections 230-232 of the Companies Act, 2013 **("the Act")** read with Arrangement Rules and Section 108 of the Act read with Management Rules read with the applicable general circulars issued by the MCA, and SS-2, on the resolution seeking approval of the Equity Shareholders to the Scheme of Amalgamation between Profectus Capital Private Limited

Akanksha

Practicing Company Secretary Akanksha Mota M No.: 24626 Cp No.: 15096

("Transferor Company") with UGRO Capital Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 – 232 read with Section 52 of the Act ("Scheme" / "Scheme of Amalgamation") in terms of the Notice dated August 14, 2026 ("Notice") for convening the said Meeting.

I do hereby submit my report as under:

1. The Company had provided its Equity Shareholders the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means (by using the electronic voting system provided by National Securities Depository Limited ("NSDL") by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.

2. The voting period for remote e-voting prior to the Meeting commenced on Saturday, September 19, 2026 at 9:00 a.m. (IST) and ended on Monday, September 21, 2026 at 5.00 p.m. (IST).

3. The Company had also provided e-voting facility to the Equity Shareholders present at the Meeting through VC/OAVM and who had not cast their votes on resolution earlier by availing the remote e-voting facility prior to the Meeting. The remote e-voting module during the Meeting was disabled by NSDL for voting after 30 minutes of the conclusion of the Meeting.

4. Voting rights of the Equity Shareholders were in proportion to their shareholding in the Company as on the close of business hours of Tuesday, September 15, 2026 (**"Cut Off Date").** Equity Shareholders, whose names were recorded in the register of members maintained by the Company /Registrar and Transfer Agents **("RTA")** or in the register of Beneficial Owners maintained by the Depositories as on Cut-Off Date were entitled to attend the Meeting (either in person or by Authorised Representative under Sections 112 and 113 of the Act) through VC/OAVM and vote through electronic means.

5. As confirmed by the Company, the Notice dated August 14, 2026 convening the meeting of the Equity Shareholders of the Company along with the Scheme and Explanatory Statement disclosing all material facts as required under Sections 230(3), 232(1), 232(2) read with Section 102 and other applicable provisions of the Act read with Rule 6 of the Arrangements Rules, and other annexures **("Notice")** was sent to the Equity Shareholders in respect of the resolution passed at the Meeting of the Company through electronic mode by NSDL via e-mail on August 14, 2026, whose e-mail addresses were registered / available with the Company and or with Depository Participant/ or its RTA as on June 30, 2026 in compliance with the various circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of e-voting ("MCA Circulars"). Further, to Equity Shareholders whose e-mail addresses were not available, letters containing the weblink and QR code for accessing the documents had been sent on August 18, 2026, in accordance with the NCLT Order.

   In addition, as directed by the Order, the Company has on August 19, 2026 published a notice by way of joint advertisement intimating, the convening and holding of the Meeting of Equity Shareholders, Secured Creditors (including Unsecured Non-Convertible Debenture Holders) and Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company, in "Financial Express" in English and "Loksatta" in Marathi language, being the newspapers having circulation in Maharashtra.

Akanksha

Practicing Company Secretary
M No.: 24826
Cp No.: 15096
Akanksha Mota

6. After the closure of the voting at the Meeting of the Equity Shareholders, votes cast by e-voting during the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.

7. I have scrutinized and reviewed the remote e-voting prior to and e-voting at the Meeting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the RTA and the authorisations lodged with the Company/ RTA.

8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and rules framed thereunder relating to voting through remote e-voting and e-voting during the Meeting on the resolution contained in the Notice convening the Meeting of the Equity Shareholders.

9. My responsibility as the Scrutinizer for the remote e-voting process prior to the Meeting, and e-voting during the Meeting is restricted to scrutinize the remote e-voting process prior to and during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or" against" the Resolution and "invalid" votes, based on the reports generated from the remote e- voting system and e-voting system during the Meeting provided by NSDL.

10. The resolution placed before the Equity Shareholders and the consolidated result of the voting on the same through remote e-voting prior to and e-voting during the Meeting seeking approval of the Equity Shareholders of the Company are given below:

"**RESOLVED THAT** pursuant to the provisions of Sections 230 to 232 read with Section 52 of the Companies Act, 2013 ("the Act") and any other applicable provisions, rules and regulations (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), if any, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (**"Amalgamation Rules"**) and other rules, circulars and notifications under the Act, as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), SEBI Master Circular No. SEBI/HO/CFD/POD2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Scheme Circular**"), and SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/000000103 dated July 11, 2025 ("**SEBI Debt Circular**"), and any amendments thereof of the aforementioned SEBI circulars, pursuant to the SEBI LODR Regulations and other regulations/ circulars, as may be applicable, issued by the SEBI, the applicable guidelines, circulars and directions issued by the Reserve Bank of India ("**RBI**") from time to time, including the approval granted by the RBI vide its letter dated February 25, 2026, for the proposed Scheme, the no adverse observation letter/No-objection letter issued by the National Stock Exchange of India Limited ("**NSE**") and the BSE Limited ("**BSE**") (collectively referred to as "**Stock Exchanges**") dated July 9, 2026 and July 10, 2026 respectively, and the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approvals as may be applicable and/or necessary including but not limited to the approval of shareholders and creditors of the Company and Profectus Capital Private Limited ("**Transferor Company**"), a wholly owned subsidiary of the Company, as may be required, the Securities and Exchange Board of India ("**SEBI**"), the RBI, the jurisdictional bench of the Hon'ble National Company Law Tribunal ("**NCLT**") or such other regulatory/ government authority as may be applicable and such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities while granting such approvals, consents, permissions and sanctions which the Board is hereby authorised to accept, the

Akanksha

Akanksha Mota - Practicing Company Secretary
M No.: 24626
Cp No.: 15096

consent and approval of the shareholders of the Company, be and is hereby accorded to the draft Scheme of Amalgamation of Profectus Capital Private Limited ("**Transferor Company" or "PCPL**"), a wholly owned subsidiary of UGRO Capital Limited ("**Transferee Company" or "UGRO Capital**") with the Company and their respective shareholders and creditors (hereinafter referred to as "**Scheme**") with effect from April 01, 2026, being the Appointed Date or any such date approved by the NCLT or any other appropriate authority or any other competent authority, as presented before the Board, on the terms and conditions as stated in the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate, necessary or proper to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT, Mumbai Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of account as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

PROVIDED THAT no modification or amendment to the Scheme, other than a modification or amendment mandated by the NCLT, SEBI, the Stock Exchanges or any other statutory or regulatory authority, shall be carried out without the specific prior written consent of SEBI and the Stock Exchanges, in terms of the observation letters dated July 9, 2026 and July 10, 2026."

(i) Voted in favour of the Resolution:

Mode of voting	No. of Equity Shareholders voted	% of the total no. of Equity Shareholders (out of total no. of attendee votes)	Value of Equity Shares held (INR)	% of total value of Equity Shares (out of the total value of attendee votes)
By e-voting	5	4.032	13,04,24,940	21.238
By remote e-voting	110	88.710	48,36,79,170	78.760
Total	**115**	**92.742**	**61,41,04,110**	**99.998**

(ii) Voted against the Resolution:

Mode of voting	No. of Equity Shareholders voted	% of the total no. of Equity Shareholders (out of total no. of attendee votes)	Value of Equity Shares held (INR)	% of total value of Equity Shares (out of the total value of attendee votes)
By e-voting	NIL	NIL	NIL	NIL
By remote e-voting	9	7.258	10,710	0.002
Total	**9**	**7.258**	**10,710**	**0.002**

Akanksha Mota · Practicing Company Secretary
M No.: 24826
Cp No.: 15096

Akanksha

(iii) Invalid Votes

Number of Equity shareholders whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Based on the aforesaid report, I confirm that the Resolution as set out in the Notice has been passed.

11. All registers, relevant records and other incidental papers related to remote e-voting prior to and e-voting during the Meeting were handed over to the Company Secretary & Compliance Officer of the Company for safe keeping.

For **Akanksha Mota & Co.**
Practicing Company Secretaries

Akanksha Mota: Practicing Company Secretary
M No.: 24626
Cp No.: 15096

Akanksha Mota
Proprietor
M. No: ACS 24626 CoP: 15096

UDIN: A024626H001557685

ICSI Unique Code: S2016MH434800
Peer Review No: 3261/2023

Date: September 22, 2026
Place: Mumbai

Countersigned by

H.V. Subba Rao
Chairperson appointed by Hon'ble Tribunal for the Meeting of the Equity Shareholders of the Company.

Annexure D

Proceedings of the Meeting of Secured Creditors (including the Secured Non-Convertible Debenture Holders) of the Company held pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated 6th August 2026 ("Order") in connection with the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme")

A. Date, time and venue of the Meeting

A Meeting of the Secured Creditors (including the Secured Non-Convertible Debenture Holders) of the Company was convened today, Tuesday, 22nd September 2026 at 12:15 P.M. through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or **"Hon'ble Tribunal**") dated 6th August 2026 in Company Application No. 141 of 2026 for considering and if thought fit, approve the Scheme.

Further, as directed by the Hon'ble Tribunal, the meeting commenced at 12:15 PM (IST). However, due to the want of requisite quorum, the meeting was adjourned for 30 minutes. Thereafter, the meeting resumed at 12:45 PM (IST), at which the Secured Creditors (including Secured Non-Convertible Debenture Holders) present were considered to constitute the quorum for the Meeting.

B. Directors and Other Representative present

Mr. Satyananda Mishra, Non-Executive Chairman and Independent Director was present through VC. Ms. Akanksha Mota, Scrutinizers, Mr. Sumit Godambe, the representatives of the Statutory Auditors, and Mr. Pankaj Nigam, the representatives of Secretarial Auditors, were also present at the Meeting through VC.

C. Proceedings in brief

Pursuant to the Order of the NCLT, Mr. H. V. Subba Rao, chaired the meeting ("Chairperson") of the Secured Creditors (including the Secured Non-Convertible Debenture Holders) of the Company. Upon confirmation of requisite quorum being present, the Chairperson called the meeting to order.

The Chairperson informed the Secured Creditors (including the Secured Non-Convertible Debenture Holders) that the meeting was being held through VC/OAVM pursuant to the Order passed by the Hon'ble Tribunal and in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to seek approval of the Secured Creditors (including the Secured Non-Convertible Debenture Holders) for the following resolution:

Brief description of the resolution	Resolution Type
Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013	Special Majority

The Secured Creditors (including the Secured Non-Convertible Debenture Holders) were informed that pursuant to the Order, Ms. Akanksha Mota, Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the process of remote e-Voting and e-Voting at the meeting.

Mr. Satish Kumar, Company Secretary & Compliance Officer of the Company, explained the rationale of the Scheme. Mr. Satish Kumar informed the Secured Creditors (including the Secured Non-Convertible Debenture Holders) that since the Scheme, the explanatory statement and the resolution proposed for approval had already been circulated along with the notice of the meeting, the same were taken as read.

The Chairperson explained the guidelines for casting votes. Thereafter, the Secured Creditors (including the Secured Non-Convertible Debenture Holders) registered as speakers, if any, were invited to raise questions and express their views on the Scheme. Since no Secured Creditor (including the Secured Non-Convertible Debenture Holder) was registered as a speaker, no queries were raised in relation to the Scheme.

Thereafter, the Chairperson requested the Secured Creditors (including the Secured Non-Convertible Debenture Holders) who were present at the meeting and had not cast their votes electronically through remote e-Voting were provided an opportunity to cast their votes through e-Voting during the meeting by using the link provided on the NSDL website and which shall remain open upto 30 minutes from the conclusion of the meeting.

The results along with the Scrutinizer's Report shall be intimated to the recognized Stock Exchanges, where the securities of the Company are listed i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and the same shall be displayed on the notice board and website of the Company i.e. www.ugrocapital.com and on the website of the NSDL i.e. www.evoting.nsdl.com.

D. Voting by the Secured Creditors (including the Secured Non-Convertible Debenture Holders)

The Company had provided remote e-Voting facility to its Secured Creditors (including the Secured Non-Convertible Debenture Holders) to cast their votes electronically on the proposed resolution as set out in the notice of the meeting from Saturday, 19th September 2026 at 9:00 A.M to Monday, 21st September 2026 at 5:00 P.M. Further, the facility to vote on the resolution through e-Voting at the meeting was also made available to the Secured Creditors (including the Secured Non-Convertible Debenture Holders) who participated in the meeting but had not cast their votes through remote e-Voting.

The meeting concluded at 12:51 P.M. with a vote of thanks by the Chairperson.

Post conclusion of the e-voting, the Consolidated Scrutinizer's report from Ms. Akanksha Mota, Scrutinizer was received.

E. Results of e-Voting (remote e-voting and e-voting at the Meeting)

Basis the consolidated Scrutinizer's report dated 22nd September 2026, the resolution as set out in the Notice of the Meeting dated 14th August 2026 was passed by the Secured Creditors (including the Secured Non-Convertible Debenture Holders) with requisite statutory majority under Section 230 of the Companies Act, 2013 read with the Order.

Annexure E

Results declared for the meeting held on 22nd September 2026 of the Secured Creditors (including Secured Non-Convertible Debenture Holders) held pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated 6th August 2026 ("Order") in connection with the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Pursuant to the provisions of Sections 230 to 232 of the Companies Act 2013 ("Act") and other applicable provisions of Act and rules made thereunder, the Meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of the Company pursuant to the order of the Hon'ble NCLT was convened on Tuesday, 22nd September 2026 at 12:15 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Due to want of requisite quorum, the meeting was adjourned for 30 minutes and thereafter, the meeting resumed at 12:45 PM (IST), wherein the Secured Creditors (including Secured Non-Convertible Debenture Holders) present were considered as the quorum for Meeting, to seek the approval of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of the Company on the resolution contained in the Notice dated 14th August 2026 ("Notice"), wherein the following was provided:

Cut-off date for sending notice to eligible Secured Creditors (including Secured Non-Convertible Debenture Holders)	31st March 2026
Cut-off date for e-voting	31st March 2026
Remote e-voting start date and time	19th September 2026 at 09:00 A.M.
Remote e-voting end date and time	21st September 2026 at 05:00 P.M.

Secured Creditors (including the Secured Non-Convertible Debenture Holders) who had not cast their vote through remote e-voting and present at the Meeting through VC/OAVM were provided the facility to cast their vote through e-voting during the Meeting.

Ms. Akanksha Mota, Proprietor of M/s Akanksha Mota & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Hon'ble NCLT vide its Order dated 6th August 2026 to conduct the e-voting process in a fair and a transparent manner. The remote e-voting period commenced as per the schedule stated above. Secured Creditors (including Secured Non-Convertible Debenture Holders) who had cast their votes through remote e-voting prior to and during the Meeting were considered by the Scrutinizer and Ms. Akanksha Mota has submitted a Consolidated Scrutinizers Report dated 22nd September 2026, on the same.

The result of e-voting and the summary of the Scrutinizer's Report, as under:

- The under-mentioned votes of Secured Creditors (including Secured Non-Convertible Debenture Holders) were in favour the Scheme being adopted and carried into effect:

Mode of voting	No. of Secured Creditors (including Secured Non-Convertible Debenture Holders) voted	% of the total no. of Secured Creditors (including Secured Non-Convertible Debenture Holders) (out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	6	8.108	12,22,04,55,812	27.896
By remote e-voting	60	81.081	31,58,58,82,064	72.100
Total	66	89.189	43,80,63,37,876	99.996

- The under-mentioned votes of Secured Creditors (including Secured Non-Convertible Debenture Holders) were against the Scheme being adopted and carried into effect:

Mode of voting	No. of Secured Creditors (including Secured Non-Convertible Debenture Holders) voted	% of the total no. of Secured Creditors (including Secured Non-Convertible Debenture Holders) (out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	Nil	Nil	Nil	Nil
By remote e-voting	8	10.811	18,81,000	0.004
Total	8	10.811	18,81,000	0.004

- The under-mentioned votes of the Secured Creditors (including Secured Non-Convertible Debenture Holders) were considered as invalid from voting is stated under:

Number of Secured Creditors (including Secured Non-Convertible Debenture Holders) whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Pursuant to the above, the Resolution proposed in the Meeting has been passed by the requisite majority of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of the Company.

Annexure F

AKANKSHA MOTA & CO.
COMPANY SECRETARIES

+91 - 9987239582 | akanksha.amco@gmail.com | Office No. 301, Sai Shruti, Above Dr. Roshan's Clinic, Navyahar Road, Shri Sai Nath Naga Mulund East Mumbai 400081

Compliance is our profession. Governance is our commitment. Growth is our purpose.

Scrutinizers Report

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench

To,

Mr. H.V. Subba Rao
The Chairperson
(Appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Secured Creditors (including Secured Non-Convertible Debenture Holders) of UGRO Capital Limited bearing CIN: L67120MH1993PLC070739 having its registered office at B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai- 400070, Maharashtra, India)

Sub: **Consolidated Scrutinizer's Report on the results of voting by the Secured Creditors (including Secured Non-Convertible Debenture Holders) of UGRO Capital Limited through remote e-voting process (prior to the meeting and e-voting during the meeting) at the Meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of UGRO Capital Limited ("Company") convened on Tuesday, September 22, 2026 at 12:15 p.m. (IST) and adjourned for want of quorum and reconvened at 12.45 p.m. (IST), ("Meeting") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") pursuant to Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended from time to time, read with the applicable General Circulars issued by the Ministry of Corporate Affairs ("MCA") and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as amended and as per the directions issued by the Hon'ble Tribunal vide Order dated August 6, 2026 ("Order") passed in the Company Scheme Application No. C.A. (CAA) No.141/MB/2026.**

Akanksha

Akanksha Mota · Practicing Company Secretary · M No.: 24826 · Cp No.: 15096

Dear Sir,

I, Akanksha Mota (ACS: 24626, CoP: 15096) Proprietor of M/s Akanksha Mota & Co. Practicing Company Secretaries, have been appointed by the **Hon'ble Tribunal** by its Order dated August 6, 2026 in Company Scheme Application **No. C.A. (CAA) No.141/MB/2026.**, as Scrutinizer for the purpose of scrutinizing in a fair and transparent manner, remote e-voting process prior to Meeting and e-voting process during the Meeting, of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of Company held on Tuesday, September 22, 2026 at 12:15 p.m. (IST) and adjourned for want of quorum and reconvened at 12.45 p.m. (IST), ("Meeting") through video conferencing ("VC") /other audio visual means **("OAVM"),** convened pursuant to the provisions of the Sections 230-232 of the Companies Act, 2013 **("the Act")** read with Arrangement Rules and Section 108 of the Act read with Management Rules read with the applicable general circulars issued by the MCA, and SS-2, on the resolution seeking approval of the Secured Creditors (including Secured Non-Convertible Debenture Holders) to the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company") with UGRO Capital Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 – 232 read with Section 52 of the Act ("Scheme" / "Scheme of Amalgamation") in terms of the Notice dated August 14, 2026 ("Notice") for convening the said Meeting.

I do hereby submit my report as under:

1. The Company had provided Secured Creditors (including Secured Non-Convertible Debenture Holders) the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means (by using the electronic voting system provided by National Securities Depository Limited ("NSDL") by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.

2. The voting period for remote e-voting prior to the Meeting commenced Saturday, September 19, 2026 at 9:00 a.m. (IST) and ended on Monday, September 21, 2026 at 5.00 p.m. (IST).

3. The Company had also provided e-voting facility to the Secured Creditors (including Secured Non-Convertible Debenture Holders) present at the Meeting through VC/OAVM and who had not cast their votes on resolution earlier by availing the remote e-voting facility prior to the Meeting. The remote e-voting module during the Meeting was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.

4. The Secured Creditors of the Company as on March 31, 2026 being the cut-off date (**"Cut-off Date"**), as specified in the Notice were entitled to attend the Meeting (either in person or by Authorised Representative under Sections 112 and 113 of the Act) through VC/OAVM and vote through electronic means and their voting rights were in proportion to the outstanding amount due by the Company to them as on the cut-off date.

5. As confirmed by the Company, the Notice dated August 14, 2026 convening the meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of the Company along with the Scheme and Explanatory Statement disclosing all material facts as required under Sections 230(3), 232(1), 232(2) read with section 102 and other applicable

Akanksha

Akanksha Mota - Practicing Company Secretary M. No.: 24626 Cp No.: 15096 provisions of the Act read with Rule 6 of the Arrangements Rules and other annexures **("Notice")** was sent to the Secured Creditors (including Secured Non-Convertible Debenture Holders) in respect of the resolution passed at the Meeting of the Company through electronic mode by NSDL via e-mail on August 14, 2026 whose e-mail addresses were registered / available with the Company and or with Depository Participant/ or its RTA as on March 31, 2026 in compliance with the various circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of e-voting ("MCA Circulars"). Further, to Secured Creditors (including Secured Non-Convertible Debenture Holders) whose e-mail addresses were not available, letters containing the weblink and QR code for accessing the documents had been sent on August 18, 2026, in accordance with the NCLT order.

In addition, as directed by the Order, the Company has on August 19, 2026, published a notice by way of joint advertisement intimating, the convening and holding of the Meeting of Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debenture Holders) and Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company, in Financial Express" in English and "Loksatta" in Marathi language, being the newspapers having circulation in Maharashtra.

6. After the closure of the voting at the Meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders), votes cast by e-voting during the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted.

7. I have scrutinized and reviewed the remote e-voting prior to and e-voting at the Meeting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the RTA and the authorisations lodged with the Company/ RTA.

8. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and rules framed thereunder relating to voting through remote e-voting and e-voting during the Meeting on the resolution contained in the Notice convening the Meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders).

9. My responsibility as the Scrutinizer for the remote e-voting process prior to the Meeting, and e-voting during the Meeting is restricted to scrutinize the remote e-voting process prior to and during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or" against" the Resolution and "invalid" votes, based on the reports generated from the remote e- voting system and e-voting system during the Meeting provided by NSDL.

10. The resolution placed before the Secured Creditors (including Secured Non-Convertible Debenture Holders) and the consolidated result of the voting on the same through remote e-voting prior to and e-voting during the Meeting seeking approval of the Secured Creditors of the Company are given below:

Akanksha

Akanksha Mota - Practicing Company Secretary
M No.: 24626
Cp No.: 15096

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 52 of the Companies Act, 2013 ("**the Act**") and any other applicable provisions, rules and regulations (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), if any, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Amalgamation Rules**") and other rules, circulars and notifications under the Act, as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Scheme Circular**"), and SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/000000103 dated July 11, 2025 ("**SEBI Debt Circular**"), and any amendments thereof of the aforementioned SEBI circulars, pursuant to the SEBI LODR Regulations and other regulations/ circulars, as may be applicable, issued by the SEBI, the applicable guidelines, circulars and directions issued by the Reserve Bank of India ("**RBI**") from time to time, including the approval granted by the RBI vide its letter dated February 25, 2026 for the proposed Scheme, the no adverse observation letter/No-objection letter issued by the National Stock Exchange of India Limited (**"NSE"**) and the BSE Limited (**"BSE"**) (collectively referred to as "**Stock Exchanges**") dated July 9, 2026 and July 10, 2026 respectively, and the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approvals as may be applicable and/or necessary including but not limited to the approval of shareholders and creditors of the Company and Profectus Capital Private Limited ("**Transferor Company**"), a wholly owned subsidiary of the Company, as may be required, the Securities and Exchange Board of India ("**SEBI**"), the RBI, the jurisdictional bench of the Hon'ble National Company Law Tribunal (**"NCLT"**) or such other regulatory/ government authority as may be applicable and such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities while granting such approvals, consents, permissions and sanctions which the Board is hereby authorised to accept, the consent and approval of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of the Company, be and is hereby accorded to the draft Scheme of Amalgamation of Profectus Capital Private Limited **("Transferor Company" or "PCPL")**, a wholly owned subsidiary of UGRO Capital Limited **("Transferee Company" or "UGRO Capital"**) with the Company and their respective shareholders and creditors (hereinafter referred to as **"Scheme"**) with effect from April 01, 2026, being the Appointed Date or any such date approved by the NCLT or any other appropriate authority or any other competent authority, as presented before the Board, on the terms and conditions as stated in the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate, necessary or proper to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT, Mumbai Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of account as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

Akanksha

Akanksha Mota Practicing Company Secretary M No.: 24626 Cp No.: 15096

PROVIDED THAT no modification or amendment to the Scheme, other than a modification or amendment mandated by the NCLT, SEBI, the Stock Exchanges or any other statutory or regulatory authority, shall be carried out without the specific prior written consent of SEBI and the Stock Exchanges, in terms of the observation letters dated July 9, 2026 and July 10, 2026."

(i) Voted in favour of the Resolution:

Mode of voting	No. of Secured Creditors (including Secured Non-Convertible Debenture Holders) voted	% of the total no. of Secured Creditors (including Secured Non-Convertible Debenture Holders)(out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	6	8.108	12,22,04,55,812	27.896
By remote e-voting	60	81.081	31,58,58,82,064	72.100
Total	66	89.189	43,80,63,37,876	99.996

(ii) Voted against the Resolution:

Mode of voting	No. of Secured Creditors (including Secured Non-Convertible Debenture Holders) voted	% of the total no. of Secured Creditors (including Secured Non-Convertible Debenture Holders)(out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	Nil	Nil	Nil	Nil
By remote e-voting	8	10.811	18,81,000	0.004
Total	8	10.811	18,81,000	0.004

Akanksha

Akanksha Mota - Practicing Company Secretary
M No.: 24626
Cp No.: 15096

(iii) Invalid Votes:

Number of Secured Creditors (including Secured Non-Convertible Debenture Holders) whose votes were declared invalid	Value of invalid votes cast by them
Nil	Nil

Based on the aforesaid report, I confirm that the Resolution as set out in the Notice has been passed.

11. All registers, relevant records and other incidental papers related to remote e-voting prior to and e-voting during the Meeting were handed over to the Company Secretary & Compliance Officer of the Company for safe keeping.

For **Akanksha Mota & Co.**
Practicing Company Secretaries

Akanksha Mota - Practicing Company Secretary
M. No.: 24626 Cp No.: 15096

Akanksha Mota
Proprietor
M. No: ACS 24626 CoP: 15096

UDIN: A024626H001561095

ICSI Unique Code: S2016MH434800
Peer Review No: 3261/2023

Date: September 22, 2026
Place: Mumbai

Countersigned by

H.V. Subba Rao
Chairperson appointed by Hon'ble Tribunal for the Meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of the Company.

Annexure G

Proceedings of the Meeting of Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) of the Company held pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated 6th August 2026 ("Order") in connection with the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme")

A. Date, time and venue of the Meeting

A Meeting of the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) of the Company was convened today, Tuesday, 22nd September 2026 at 2:30 P.M. through Video Conferencing ("**VC**") / Other Audio-Visual Means ("**OAVM**"), pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench ("**NCLT**" or **"Hon'ble Tribunal**") dated 6th August 2026 in Company Application No. 141 of 2026 for considering and if thought fit, approve the Scheme.

Further, as directed by the Hon'ble Tribunal, the meeting commenced at 2:30 PM (IST). However, due to the want of requisite quorum, the meeting was adjourned for 30 minutes. Thereafter, the meeting resumed at 3:00 PM (IST), at which the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) present were considered to constitute the quorum for the Meeting.

B. Directors present

Mr. Satyananda Mishra, Non-Executive Chairman and Independent Director was present through VC. Ms. Akanksha Mota, Scrutinizers, Mr. Sumit Godambe, the representatives of the Statutory Auditors, and Mr. Pankaj Nigam, the representatives of Secretarial Auditors, were also present at the Meeting through VC.

C. Proceedings in brief

Pursuant to the Order of the NCLT, Mr. H. V. Subba Rao, chaired the meeting ("Chairperson") of the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) of the Company. Upon confirmation of requisite quorum being present, the Chairperson called the meeting to order.

The Chairperson informed the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) that the meeting was being held through VC/OAVM pursuant to the Order passed by the Hon'ble Tribunal and in compliance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, to seek approval of the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) for the following resolution:

Brief description of the resolution	Resolution Type
Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013	Special Majority

The Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) were informed that pursuant to the Order, Ms. Akanksha Mota, Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the process of remote e-Voting and e-Voting at the meeting.

Mr. Satish Kumar, Company Secretary & Compliance Officer of the Company, explained the rationale of the Scheme. Mr. Satish Kumar informed the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) that since the Scheme, the explanatory statement and the resolution proposed for approval had already been circulated along with the notice of the meeting, the same were taken as read.

The Chairperson explained the guidelines for casting votes. Thereafter, the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) registered as speakers, if any, were invited to raise questions and express their views on the Scheme. Since no Unsecured Creditor (including the Unsecured Non-Convertible Debenture Holder) was registered as a speaker, no queries were raised in relation to the Scheme.

Thereafter, the Chairperson requested the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) who were present at the meeting and had not cast their votes electronically through remote e-Voting were provided an opportunity to cast their votes through e-Voting during the meeting by using the link provided on the NSDL website and the same shall remain open upto 30 minutes from the conclusion of the meeting.

The results along with the Scrutinizer's Report shall be intimated to the recognized Stock Exchanges, where the securities of the Company are listed i.e. National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and the same shall be displayed on the notice board and website of the Company i.e. www.ugrocapital.com and on the website of the NSDL i.e. www.evoting.nsdl.com.

D. Voting by the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders)

The Company had provided remote e-Voting facility to its Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) to cast their votes electronically on the proposed resolution as set out in the notice of the meeting from Saturday, 19th September 2026 at 9:00 A.M to Monday, 21st September 2026 at 5:00 P.M. Further, the facility to vote on the resolution through e-Voting at the meeting was also made available to the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) who participated in the meeting but had not cast their votes through remote e-Voting.

The meeting concluded at 3:06 P.M. with a vote of thanks by the Chairperson.

Post conclusion of the e-voting, the Consolidated Scrutinizer's report from Ms. Akanksha Mota, Scrutinizer was received.

E. Results of e-Voting (remote e-voting and e-voting at the Meeting)

Basis the consolidated Scrutinizer's report dated 22nd September 2026, the resolution as set out in the Notice of the Meeting dated 14th August 2026 was passed by the Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) with requisite statutory majority under Section 230 of the Companies Act, 2013 read with the Order.

Annexure H

Results declared for the meeting held on 22nd September 2026 of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) held pursuant to the Order of the Hon'ble National Company Law Tribunal, Mumbai Bench (the "Tribunal") dated 6th August 2026 ("Order") in connection with the Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company" or "PCPL") with UGRO Capital Limited ("Transferee Company" or "UGRO Capital") and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme")

Pursuant to the provisions of Sections 230 to 232 of the Companies Act 2013 ("Act") and other applicable provisions of Act and rules made thereunder, the Meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company pursuant to the order of the Hon'ble NCLT was convened on Tuesday, 22nd September 2026 at 2:30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). Due to want of requisite quorum, the meeting was adjourned for 30 minutes and thereafter, the meeting resumed at 3:00 PM (IST), wherein the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) present were considered as the quorum for Meeting, to seek the approval of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company on the resolution contained in the Notice dated 14th August 2026 ("Notice"), wherein the following was provided:

Cut-off date for sending notice to eligible Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders)	31st March 2026
Cut-off date for e-voting	31st March 2026
Remote e-voting start date and time	19th September 2026 at 09:00 A.M.
Remote e-voting end date and time	21st September 2026 at 05:00 P.M.

Unsecured Creditors (including the Unsecured Non-Convertible Debenture Holders) who had not cast their vote through remote e-voting and present at the Meeting through VC/OAVM were provided the facility to cast their vote through e-voting during the Meeting.

Ms. Akanksha Mota Proprietor of M/s Akanksha Mota & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Hon'ble NCLT vide its Order dated 6th August 2026 to conduct the e-voting process in a fair and a transparent manner. The remote e-voting period commenced as per the schedule stated above. Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) who had cast their votes through remote e-voting prior to and during the Meeting were considered by the Scrutinizer and Ms. Akanksha Mota has submitted a Consolidated Scrutinizers Report dated 22nd September 2026, on the same.

The result of e-voting and the summary of the Scrutinizer's Report, as under:

- The under-mentioned votes of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) were in favour the Scheme being adopted and carried into effect:

Mode of voting	No. of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) voted	% of the total no. of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) (out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	Nil	Nil	Nil	Nil
By remote e-voting	12	80	5,03,27,64,000	99.984
Total	**12**	**80**	**5,03,27,64,000**	**99.984**

- The under-mentioned votes of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) were against the Scheme being adopted and carried into effect:

Mode of voting	No. of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) voted	% of the total no. of Unsecured Creditors (including Secured Non-Convertible Debenture Holders) (out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	Nil	Nil	Nil	Nil
By remote e-voting	3	20	8,00,000	0.016
Total	**3**	**20**	**8,00,000**	**0.016**

- The under-mentioned votes of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) were considered as invalid from voting is stated under:

Number of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

Pursuant to the above, the Resolution proposed in the Meeting has been passed by the requisite majority of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company.

Annexure I

AKANKSHA MOTA & CO.
COMPANY SECRETARIES

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akanksha.amco@gmail.com
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Compliance is our profession. Governance is our commitment. Growth is our purpose.

Scrutinizers Report

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Order passed by the Hon'ble National Company Law Tribunal, Mumbai Bench

To,

Mr. H.V. Subba Rao
The Chairperson
(Appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the meeting of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of UGRO Capital Limited bearing CIN: L67120MH1993PLC070739 having its registered office at B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai- 400070, Maharashtra, India)

Sub: **Consolidated Scrutinizer's Report on the results of voting by the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of UGRO Capital Limited through remote e-voting process (prior to the meeting and e-voting during the meeting) at the Meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of UGRO Capital Limited ("Company") convened on Tuesday, September 22, 2026 at 02:30 p.m. (IST) and adjourned for want of quorum and reconvened at 3.00 p.m. (IST), ("Meeting"), through Video Conferencing "VC") / Other Audio Visual Means ("OAVM") pursuant to Sections 230-232 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Arrangement Rules"), and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 ("Management Rules") as amended from time to time, read with the applicable General Circulars issued by the Ministry of Corporate Affairs ("MCA") and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ("SS-2"), each as amended and as per the directions issued by the Hon'ble Tribunal vide Order dated August 6, 2026 ("Order") passed in the Company Scheme Application No. C.A. (CAA) No.141/MB/2026.**

Dear Sir,

I, Akanksha Mota (ACS: 24626, CoP: 15096) Proprietor of M/s Akanksha Mota & Co. Practicing Company Secretaries, has been appointed by the **Hon'ble Tribunal** by its Order dated August 6, 2026 in Company Scheme Application **No. C.A. (CAA) No.141/MB/2026**, as Scrutinizer for the purpose of scrutinizing remote e-voting process in a fair and transparent manner, prior to Meeting and e-voting process during the Meeting, of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of Company held on Tuesday, September 22, 2026 at 02:30 p.m. (IST) and adjourned for want of quorum and reconvened at 3.00 p.m. (IST), ("Meeting") through video conferencing ("VC") /other audio visual means **("OAVM"),** convened pursuant to the provisions of the Sections 230-232 of the Companies Act, 2013 **("the Act")** read with Arrangement Rules and Section 108 of the Act read with Management Rules read with the applicable general circulars issued by the MCA, and SS-2, on the resolution seeking approval of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) to the

Akanksha

Akanksha Mota Practicing Company Secretary M No.: 24626 Cp No.: 15096

Scheme of Amalgamation between Profectus Capital Private Limited ("Transferor Company") with UGRO Capital Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 – 232 read with Section 52 of the Act ("Scheme" / "Scheme of Amalgamation") in terms of the Notice dated August 14, 2026 ("Notice") for convening the said Meeting.

I do hereby submit my report as under:

1. The Company had provided its Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) the facility to exercise their right to vote on the resolution proposed to be considered at the Meeting through electronic means (by using the electronic voting system provided by National Securities Depository Limited ("NSDL") by (i) remote e-voting prior to the Meeting; (ii) remote e-voting during the Meeting.

2. The voting period for remote e-voting prior to the Meeting commenced on Saturday, September 19, 2026 at 9:00 a.m. (IST) and ended on Monday, September 21, 2026 at 5.00 p.m. (IST).

3. The Company had also provided e-voting facility to the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) present at the Meeting through VC/OAVM and who had not cast their votes on resolution earlier by availing the remote e-voting facility prior to the Meeting. The remote e-voting module during the Meeting was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.

4. The Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company as on March 31, 2026 being the cut-off date ("**Cut-off Date**"), as specified in the Notice were entitled to attend the Meeting (either in person or by Authorised Representative under Sections 112 and 113 of the Act) through VC/OAVM and vote through electronic means and their voting rights were in proportion to the outstanding amount due by the Company to them as on the cut-off date.

5. As confirmed by the Company, the Notice dated August 14, 2026 convening the meeting of the Unsecured Creditors of the Company (including Unsecured Non-Convertible Debenture Holders) along with the Scheme and Explanatory Statement disclosing all material facts as required under Sections 230(3), 232(1), 232(2) read with section 102 and other applicable provisions of the Act read with Rule 6 of the Arrangements Rules and other annexures ("Notice") was sent to the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) in respect of the resolution passed at the Meeting of the Company through electronic mode by NSDL via e-mail on August 14, 2026, whose e-mail addresses were registered / available with the Company and or with Depository Participant/ or its RTA as on March 31, 2026 in compliance with the various circulars issued by the Ministry of Corporate Affairs for holding general meetings through VC/OAVM and providing facility of e-voting ("MCA Circulars"). Further, to Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) whose e-mail addresses were not available, letters containing the weblink and QR code for accessing the documents had been sent on August 18, 2026, in accordance with the NCLT Order.

   In addition, as directed by the Order, the Company has on August 19, 2026, published a notice by way of joint advertisement intimating, the convening and holding of the Meeting of Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debenture Holders) and Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company, in " Financial Express" in English and "Loksatta" in Marathi language, being the newspapers having circulation in Maharashtra.

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M No.: 24626
Cp No.: 15096

6. After the closure of the voting at the Meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders), votes cast by e-voting during the Meeting and the votes cast under remote e-voting facility prior to the Meeting were unblocked and counted. I have scrutinized and reviewed the remote e-voting prior to and e-voting at the Meeting and votes tendered therein based on the data downloaded from the NSDL e-voting system. The downloaded data was reconciled with the records maintained by the RTA and the authorisations lodged with the Company/ RTA.

7. The Management of the Company is responsible to ensure the compliance with the requirements of the Act and rules framed thereunder relating to voting through remote e-voting and e-voting during the Meeting on the resolution contained in the Notice convening the Meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders).

8. My responsibility as the Scrutinizer for the remote e-voting process prior to the Meeting, and e-voting during the Meeting is restricted to scrutinize the remote e-voting process prior to and during the Meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast "in favour" or" against" the Resolution and "invalid" votes, based on the reports generated from the remote e- voting system and e-voting system during the Meeting provided by NSDL.

9. The resolution placed before the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) and the consolidated result of the voting on the same through remote e-voting prior to and e-voting during the Meeting seeking approval of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company are given below:

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 read with Section 52 of the Companies Act, 2013 ("**the Act**") and any other applicable provisions, rules and regulations (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), if any, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Amalgamation Rules**") and other rules, circulars and notifications under the Act, as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Scheme Circular**"), and SEBI Master Circular No. SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/000000103 dated July 11, 2025 ("**SEBI Debt Circular**"), and any amendments thereof of the aforementioned SEBI circulars, pursuant to the SEBI LODR Regulations and other regulations/circulars, as may be applicable, issued by the SEBI, the applicable guidelines, circulars and directions issued by the Reserve Bank of India ("**RBI**") from time to time, including the approval granted by the RBI vide its letter dated February 25, 2026 for the proposed Scheme, the no adverse observation letter/No-objection letter issued by the National Stock Exchange of India Limited (**"NSE"**) and the BSE Limited (**"BSE"**) (collectively referred to as "**Stock Exchanges**") dated July 9, 2026 and July 10, 2026 respectively, and the relevant provisions of the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approvals as may be applicable and/or necessary including but not limited to the approval of shareholders and creditors of the Company and Profectus Capital Private Limited ("**Transferor Company**"), a wholly owned subsidiary of the Company, as may be required, the Securities and Exchange Board of India ("**SEBI**"), the RBI, the jurisdictional bench of the Hon'ble National Company Law Tribunal (**"NCLT"**) or such other regulatory/ government authority as may be applicable and such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities while granting such approvals,

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Akanksha Mota Practicing Company Secretary M No.: 24626 Cp No.: 15096

consents, permissions and sanctions which the Board is hereby authorised to accept, the consent and approval of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company, be and is hereby accorded to the draft Scheme of Amalgamation of Profectus Capital Private Limited **("Transferor Company" or "PCPL")**, a wholly owned subsidiary of UGRO Capital Limited **("Transferee Company" or "UGRO Capital")** with the Company and their respective shareholders and creditors (hereinafter referred to as **"Scheme"**) with effect from April 01, 2026, being the Appointed Date or any such date approved by the NCLT or any other appropriate authority or any other competent authority, as presented before the Board, on the terms and conditions as stated in the Scheme.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate, necessary or proper to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the NCLT, Mumbai Bench while sanctioning the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of account as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.

PROVIDED THAT no modification or amendment to the Scheme, other than a modification or amendment mandated by the NCLT, SEBI, the Stock Exchanges or any other statutory or regulatory authority, shall be carried out without the specific prior written consent of SEBI and the Stock Exchanges, in terms of the observation letters dated July 9, 2026 and July 10, 2026."

(i) Voted in favour of the Resolution:

Mode of voting	No. of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) voted	% of the total no. of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders)(out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	Nil	Nil	Nil	Nil
By remote e-voting	12	80.00	5,03,27,64,000	99.984
Total	**12**	**80.00**	**5,03,27,64,000**	**99.984**

Akanksha

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(ii) Voted against the Resolution:

Mode of voting	No. of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) voted	% of the total no. of Unsecured Creditors (including unsecured Non-Convertible Debenture Holders)(out of total no. of attendee votes)	Value of votes cast (INR)	% of total value of votes cast (out of the total value of attendee votes)
By e-voting	Nil	Nil	Nil	Nil
By remote e-voting	3	20.00	8,00,000	0.016
Total	**3**	**20.00**	**8,00,000**	**0.016**

(iii) Invalid Votes

Number of Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) whose votes were declared invalid	Value of invalid votes cast by them
Nil	Nil

Based on the aforesaid report, I confirm that the Resolution as set out in the Notice has been passed.

10. All registers, relevant records and other incidental papers related to remote e-voting prior to and e-voting during the Meeting were handed over to the Company Secretary & Compliance Officer of the Company for safe keeping.

For **Akanksha Mota & Co.**
Practicing Company Secretaries

Practicing Company Secretary
Akanksha Mota
M No.: 24626
Cp No.: 15096

Akanksha Mota
Proprietor
M. No: ACS 24626 CoP: 15096

UDIN: A024626H001563119

ICSI Unique Code: S2016MH434800
Peer Review No: 3261/2023

Date: September 22, 2026
Place: Mumbai

Countersigned by

H.V. Subba Rao
Chairperson appointed by Hon'ble Tribunal for the Meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of the Company.