

Samena Special Situations Mauritius III

C/o Citco (Mauritius) Limited

Level 4, Tower A, 1 Exchange Square, Wall Street, Ebene 72201, Mauritius

Dated: 04 November 2024

To,

National Stock Exchange of India Ltd.,

Exchange Plaza, C-1, Block G,

Bandra Kurla Complex,

Bandra (E)

Mumbai – 400 051

Tel: +91 22 2659 8100/ 2659 8114 / 66418100

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Reporting under Substantial Acquisition of Shares and Take over Regulations, 2011 of Securities & Exchange Board of India ("SEBI")

Dear Sir,

We wish to make the necessary disclosures as required under the Substantial Acquisition of Shares and Take over Regulations, 2011 of Securities & Exchange Board of India ("SEBI").

Please find below the relevant details in this regard for your ready reference. In this connection, we have also enclosed herewith the necessary disclosure forms.

Name of the acquirer & PAC with the acquirer	Samena Special Situations Mauritius III
Name of the Target Company	UGRO Capital Limited (ISIN: INE583D01011)
Paid Up Equity Capital (No. of Shares)	92,994,201
Total Holdings (No. of Shares)	5,020,904
Shares purchased	3,997,528
% Fluctuation	4.3%
Current % Holding	5.4 %

In view of the aforesaid, you are requested to take this on records and do the needful. For any further queries in this regard, please contact us on +203 404 2600

Thanking you,

Truly Yours,



For and on behalf of **Samena Special Situations Mauritius III**

Javed Aboobakar

Director

Enclosures:

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	Ugro Capital Limited (INE583D01011)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Samena Special Situations Mauritius III		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	NSE & BSE		
Details of the acquisition / disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of :			
a) Shares carrying voting rights	1,023,376	1.1%	0.71%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	1,023,376	1.1%	0.71%
Details of acquisition/sale			
a) Shares carrying voting rights acquired/sold	3,997,528	4.3%	2.76%
b) VRs acquired /sold otherwise than by shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered / invoked/released by the acquirer	-	-	-
e) Total (a+b+c+/-d)	3,997,528	4.3%	2.76%

After the acquisition/sale, holding of:			
a) Shares carrying voting rights	5,020,904	5.4%	3.47%
b) Shares encumbered with the acquirer	-	-	-
c) VRs otherwise than by shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
e) Total (a+b+c+d)	5,020,904	5.4%	3.47%
Mode of acquisition / sale (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).	Open Market		
Date of acquisition / sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	October 29, 2024		
Equity share capital / total voting capital of the TC before the said acquisition / sale	92,994,201 shares		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	92,994,201 shares		
Total diluted share/voting capital of the TC after the said acquisition	144,859,989 shares		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Signature of the acquirer / seller / Authorised Signatory

Place: Mauritius



Date: 4 November 2024

Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	Ugro Capital Limited (INE583D01011)		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Samena Special Situations Mauritius III		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	NSE & BSE		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	1,023,376	1.1%	0.71%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)	1,023,376	1.1%	0.71%
Details of acquisition			
a) Shares carrying voting rights acquired	3,997,528	4.3%	2.76%
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each	-	-	-

category) acquired			
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	3,997,528	4.3%	2.76%
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	5,020,904	5.4%	3.47%
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	5,020,904	5.4%	3.47%
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Open Market		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	Equity shares		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	October 29, 2024		
Equity share capital / total voting capital of the TC before the said acquisition	92,994,201 shares		
Equity share capital/ total voting capital of the TC after the said acquisition	92,994,201 shares		
Total diluted share/voting capital of the TC after the said acquisition	144,859,989 shares		

Part-B***

Name of the Target Company:

Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Whether the acquirer belongs to Promoter/ Promoter group	PAN of the acquirer and/ or PACs
Samena Special Situations Mauritius III	N/A	

Signature of the acquirer / Authorised Signatory

Place: Mauritius



Date: 4 November 2024

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(***) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated.