2nd September 2021

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai 400 001
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

Dear Sir/Madam,

Sub: Disclosure of Voting Results and consolidated scrutinizer report of the 28th Annual General Meeting

Pursuant to the requirements of Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the details of voting results of the 28th Annual General Meeting of the members of the Company which was held on Wednesday, 1st September, 2021 at 11:00 a.m. (IST) through Video Conferencing (VC) along with the Scrutinizer's Report.

You are requested to take the same on record.

Thanking you.

Yours faithfully,

For UGRO Capital Limited

Aniket Karandikar
Company Secretary
Membership number: A24107

Encl: a/a

UGRO Capital Limited								
Consolidated Voting Results (i.e. Remote e-voting and e-voting during the 28th AGM)								
Date of the AGM						01/09/2021		
Total number of shareholders on cut-off date (25.08.2021):						3709		
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:						Not Applicable		
Public:						Not Applicable		
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:						1		
Public:						30		
Resolution Required : (Ordinary)			**1 - To receive, consider and adopt the Audited Financial Statements of the Company as on 31st March, 2021 along with Directors' Report and Auditors' Report thereon.**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	2027709	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	7275609	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	61225232	30847795	50.3841	30847795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30847795**	**50.3841**	**30847795**	**0**	**100.0000**	**0.0000**
Total		**70528550**	**30847795**	**43.7380**	**30847795**	**0**	**100.0000**	**0.0000**

Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Chetan Gupta (DIN: 07704601), who retires by rotation, and being eligible, offers himself for reappointment					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2027709	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	7275609	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	61225232	30847795	50.3841	30847795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30847795**	**50.3841**	**30847795**	**0**	**100.0000**	**0.0000**
Total		**70528550**	**30847795**	**43.7380**	**30847795**	**0**	**100.0000**	**0.0000**

Resolution Required : (Special)			3 - To approve alteration of Articles of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	2027709	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	7275609	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	61225232	30847795	50.3841	30847795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30847795**	**50.3841**	**30847795**	**0**	**100.0000**	**0.0000**
Total		**70528550**	**30847795**	**43.7380**	**30847795**	**0**	**100.0000**	**0.0000**

Resolution Required : (Special)			4 - Authorization for Borrowing Money under Section180 (1) (c) of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2027709	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	7275609	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	61225232	30847795	50.3841	30847795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30847795**	**50.3841**	**30847795**	**0**	**100.0000**	**0.0000**
Total		**70528550**	**30847795**	**43.7380**	**30847795**	**0**	**100.0000**	**0.0000**

Resolution Required : (Special)			5 - Authorization to sell, lease, charge and/or mortgage etc. property of the Company under Section 180 (1) (a) of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	2027709	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	7275609	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	61225232	30847795	50.3841	30847795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30847795**	**50.3841**	**30847795**	**0**	**100.0000**	**0.0000**
Total		**70528550**	**30847795**	**43.7380**	**30847795**	**0**	**100.0000**	**0.0000**

Resolution Required : (Special)			6 - To borrow funds by way of issuance of Non-Convertible Debentures and other instruments					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	2027709	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	7275609	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	61225232	30847795	50.3841	30847795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30847795**	**50.3841**	**30847795**	**0**	**100.0000**	**0.0000**
Total		**70528550**	**30847795**	**43.7380**	**30847795**	**0**	**100.0000**	**0.0000**

Resolution Required : (Special)			7 - To consider and approve raising of funds to the tune of INR 500 Crores (INR Five Hundred Crores only) by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes –Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	2027709	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Institutions	E-Voting	7275609	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**0**	**0.0000**	**0**	**0**	**0.0000**	**0.0000**
Public Non Institutions	E-Voting	61225232	30847795	50.3841	30847795	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		**30847795**	**50.3841**	**30847795**	**0**	**100.0000**	**0.0000**
Total		**70528550**	**30847795**	**43.7380**	**30847795**	**0**	**100.0000**	**0.0000**

PANKAJ NIGAM & ASSOCIATES

(Company Secretaries)

F-54, Arora Shoppers Park, Opp. Swarn Jayanti Park,
Shakti Khand-II, Indirapuram, Ghaziabad
Phone No. : 0120-4157617
Email: pankajnigamcs@gmail.com

Date: 02 September, 2021

To

The Chairman
UGRO Capital Limited
Equinox Business Park, Tower 3, Fourth Floor
Off BKC, LBS Road, Kurla, Mumbai - 400070.

Dear Sir,

We thank you for appointing us as the Scrutinizer for remote e- voting process and voting by your members during 28th Annual General Meeting of your Company held on Wednesday, 01st September, 2021 through Video Conferencing ("VC")/ other Audio-Visual means ("OAVM").

We are pleased to submit the scrutinizer's report, which is comprehensive and self-explanatory in all respects.

For Pankaj Nigam & Associates
Company Secretaries

Pankaj Nigam & Associates ★ C.P. No. 7979 ★ Company Secretaries

Pankaj Kumar Nigam
Membership no. 7343
COP No. 7979

PANKAJ NIGAM & ASSOCIATES
(Company Secretaries)
F-54, Arora Shoppers Park, Opp. Swarn Jayanti Park,
Shakti Khand-II, Indirapuram, Ghaziabad
Phone No. : 0120-4157617
Email: pankajnigamcs@gmail.com

Date: 02 September, 2021

CONSOLIDATED REPORT OF THE SCRUTINIZER

To

The Chairman
UGRO Capital Limited
Equinox Business Park, Tower 3, Fourth Floor
Off BKC, LBS Road, Kurla, Mumbai - 400070.

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process as well as the E Voting by members during 28th Annual General Meeting ("AGM") of UGRO Capital Limited ('the Company') held on 01st September, 2021 through Video Conferencing ("VC")/Other Audio-Visual Means (OAVM).

1. We, M/s. Pankaj Nigam & Associates, Company Secretaries, were appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing:

a. the e-voting process("remote e voting") in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and

b. the E Voting process at the AGM through electronic voting system ("e voting") in accordance with General Circular no. 14/2020, 17/2020, 20/2020 and 02/2021 dated 08th April, 2020, 13th April, 2020, 05th May, 2020 and 13th January, 2021 respectively, issued by the Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India.

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 01 to 07 as set out in the Notice of 28th Annual General Meeting (AGM) of the members of the Company dated 29th June, 2021.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules made thereunder; the MCA circulars; and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, ("LODR") relating to remote e-voting and e voting at AGM on the resolutions contained in the Notice of AGM of the members of the Company.
   Our responsibility as a Scrutinizer for the remote e-voting process and E Voting at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by M/s. Link Intime (India) Private Limited, the Registrar and Transfer Agent of the Company and Central Depository Services (India) Limited ("CSDL"), the agency engaged by the Company to provide remote e voting facility and e-voting facility at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:

   a. Pursuant to General Circular no. 14/2020, 17/2020, 20/2020 and 02/2021 dated 08th April, 2020, 13th April, 2020, 05th May, 2020 and 13th January, 2021 respectively, issued by the Ministry of Corporate Affairs (MCA), advertisement was published in Business Standard, all India Edition (English Newspaper) and Mumbai Lakshdeep, Mumbai edition (Vernacular Language newspaper), having electronic editions on Saturday, 7th August 2021specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchange, manner of registration of email ids with the Company, manner of voting through remote e voting or through e voting at the AGM etc.,

   b. The Company hosted the notice of AGM on its website, and also intimated the same to BSE Limited on Friday, 6th August 2021.

   c. The Notice of the AGM dated 29th June, 2021 along with Statement setting out material facts under Section 102 of the Act was sent by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Friday, 30th July, 2021.

   d. The said Notice was dispatched on the basis of Register of Members made available by M/s. Link Intime (India) Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 30th July, 2021.

4. In terms of the aforesaid Notice, remote e-voting period was kept open for 3 (three) days from Sunday, 29th August, 2021 (09.00 a.m. IST) till Tuesday, 31st August, 2021 (5.00 p.m. IST).

5. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 25th August 2021.

6. Remote E Voting Process:

   i. The remote E Voting period remained open from Sunday, 29th August, 2021 (09.00 a.m. IST) till Tuesday, 31st August, 2021 (5.00 p.m. IST).

   ii. Accordingly, CDSL the remote e voting agency provided us with the names, DP ID and Client ID/folios and shareholding of the members who had cast their votes through remote e voting.

   iii. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration Rules) 2014, for the purpose of ensuring that Members who have cast their votes through e voting do not vote again during the general meeting, the scrutinizer shall have access after closure of period of remote E Voting, such as their names, DP ID and Client ID/folios, number of shares held but not the manner in which they have votes.

7. **E Voting process at the AGM:-**

   i. After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by Central Depository Services (India) Limited under my instructions.

   ii. The e-votes cast were unblocked on Wednesday, 01st September, 2021 after the conclusion of AGM

   Thereafter , the details containing, inter alia, the list of Equity Shareholders who voted "In favour" or "against" on each of the resolutions that was put to vote , were generated from the e-voting website of Central Depository Services (India) Limited . Based on the report generated by Central Depository Services (India) Limited and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.

8. **Results:**

I submit herewith consolidated scrutinizer's report on the results of the remote e voting and e voting, based on the reports generated from the e-voting website of Central Depository Services (India) Limited, scrutinized on test check basis and relied upon by me as under:-

Summary of the e voting of the AGM is as follows:

A. **ORDINARY BUSINESS**
(Resolution No.1)

Particulars				**Ordinary Resolution for adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Reports of the Directors and Auditors thereon**				
Whether promoter/ promoter group are interested in the agenda/resolution?				**No**				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	20,27,709	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Institutions	E-Voting	72,75,609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutions	E-Voting	6,12,25,232	3,08,47,795	50.3841	3,08,47,795	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**3,08,47,795**	**50.3841**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Total		**7,05,28,550**	**3,08,47,795**	**43.7380**	**3,08,47,795**	**0**	**100.0000**	**0.0000**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes

Resolution No.2

Particulars				**Ordinary Resolution for appointment of Director in place of Mr. Chetan Gupta (DIN : 07704601),who retires by rotation, and being eligible, offers himself for reappointment.**				
Whether promoter/ promoter group are interested in the agenda/resolution?				**No**				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	20,27,709	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Institutions	E-Voting	72,75,609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutions	E-Voting	6,12,25,232	3,08,47,795	50.3841	3,08,47,795	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**3,08,47,795**	**50.3841**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Total		**7,05,28,550**	**3,08,47,795**	**43.7380**	**3,08,47,795**	**0**	**100.0000**	**0.0000**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes

SPECIAL BUSINESS

Resolution No.3

Particulars			**Special Resolution to approve alteration of Articles of Association of the Company**					
Whether promoter/ promoter group are interested in the agenda/resolution?			**No**					
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	20,27,709	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Institutions	E-Voting	72,75,609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutions	E-Voting	6,12,25,232	3,08,47,795	50.3841	3,08,47,795	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**3,08,47,795**	**50.3841**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Total		**7,05,28,550**	**3,08,47,795**	**43.7380**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority

Invalid Votes: There were no invalid votes.

Resolution No.4

Particulars				Special Resolution for Authorization for Borrowing Money under Section 180 (1) (c) of the Companies Act, 2013.				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	20,27,709	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Institutions	E-Voting	72,75,609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutions	E-Voting	6,12,25,232	3,08,47,795	50.3841	3,08,47,795	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**3,08,47,795**	**50.3841**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Total		**7,05,28,550**	**3,08,47,795**	**43.7380**	**3,08,47,795**	**0**	**100.0000**	**0.0000**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes

Resolution No.5

Particulars				**Special Resolution for authorization for Authorization to sell, lease, charge and/or mortgage etc. property of the Company under Section 180 (1) (a) of the Companies Act, 2013**				
Whether promoter/ promoter group are interested in the agenda/resolution?				**No**				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	20,27,709	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Institutions	E-Voting	72,75,609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutions	E-Voting	6,12,25,232	3,08,47,795	50.3841	3,08,47,795	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**3,08,47,795**	**50.3841**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Total		**7,05,28,550**	**3,08,47,795**	**43.7380**	**3,08,47,795**	**0**	**100.0000**	**0.0000**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes

Resolution No.6

Particulars				**Special Resolution to borrow funds by way of issuance of Non-Convertible Debentures and other instruments**				
Whether promoter/ promoter group are interested in the agenda/resolution?				**No**				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	20,27,709	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Institutions	E-Voting	72,75,609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutions	E-Voting	6,12,25,232	3,08,47,795	50.3841	3,08,47,795	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**3,08,47,795**	**50.3841**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Total		**7,05,28,550**	**3,08,47,795**	**43.7380**	**3,08,47,795**	**0**	**100.0000**	**0.0000**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes

Resolution No.7

Particulars				**Special Resolution to consider and approve raising of funds to the tune of INR 500 Crores (INR Five Hundred Crores only) by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws**				
Whether promoter/ promoter group are interested in the agenda/resolution?				**No**				
Category	**Mode of Voting**	**No. of shares held**	**No. of votes polled**	**% of Votes Polled on outstanding shares**	**No. of Votes – in favour**	**No. of Votes – Against**	**% of Votes in favour on votes polled**	**% of Votes against on votes polled**
		[1]	**[2]**	**[3]={[2]/[1]}*100**	**[4]**	**[5]**	**[6]={[4]/[2]}*100**	**[7]={[5]/[2]}*100**
Promoter and Promoter Group	E-Voting	20,27,709	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Institutions	E-Voting	72,75,609	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**0**	**0**	**0**	**0**	**0**	**0**
Public Non Institutions	E-Voting	6,12,25,232	3,08,47,795	50.3841	3,08,47,795	0	100.0000	0.0000
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		**3,08,47,795**	**50.3841**	**3,08,47,795**	**0**	**100.0000**	**0.0000**

Total		**7,05,28,550**	**3,08,47,795**	**43.7380**	**3,08,47,795**	**0**	**100.0000**	**0.0000**
Result: We report that the number of votes cast in favour of the aforesaid Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes

We further report that:

a. The Register/s, all other papers and relevant records relating to the Remote E-Voting and E Voting at the AGM, shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Chairman/Company Secretary of the Company for safe keeping.

Thanking You.

For Pankaj Nigam & Associates
Company Secretaries

Place: Ghaziabad
Date: 02/09/2021

Pankaj Kumar Nigam
Membership no. 7343
COP No. 7979

Countersigned by

Mr. Shachindra Nath
Executive Chairman and Managing Director
UGRO Capital Limited

Place: Gurugram
Date: 02/09/2021