

5<sup>th</sup> March 2026

BSE Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy  
Towers, Dalal Street,  
Fort, Mumbai – 400 001

**Scrip Code – 511742**

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

**Scrip Code - UGROCAP**

Dear Sir / Madam,

**Sub: Amendment and Closing of Share Purchase Agreement for acquisition of Datasigns Technologies Private Limited (MyShubhLife)**

**Ref: Intimation dated 1<sup>st</sup> January 2025 filed by the Company with the stock exchanges.**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to our earlier disclosure dated January 1, 2025 regarding execution of the Share Purchase Agreement (“SPA”) and Shareholders’ Agreement (“SHA”) for acquisition of Datasigns Technologies Private Limited (“DTPL”), the technology platform operating MyShubhLife, we hereby inform you that the Company is in the process of completing the acquisition of 100% shareholding of DTPL and, in this connection, has undertaken certain amendments to the transaction documentation as set out below.

As previously disclosed, DTPL operates the MyShubhLife platform, which forms a key part of UGRO’s embedded finance ecosystem, enabling digital partnerships with platforms and ecosystems to originate credit for MSMEs and small merchants. Since execution of the original SPA, UGRO partnered with DTPL through a Technology Service Provider arrangement for embedded finance operations and has been originating and disbursing loans through the platform for the past 15 months. As on December 31, 2025, the platform had enabled loan disbursements with an AUM of approximately INR 1,720 crores, with stable asset quality performance. The integration of the platform is aligned with UGRO’s strategic realignment, which places strong emphasis on embedded finance and digital ecosystem partnerships as a key growth pillar.

To complete the acquisition formalities, the Company has entered into an Amended and Restated Share Purchase Agreement dated March 5, 2026 (“Amended SPA”) with the selling shareholders.

The amendment primarily relates to a revision in the mode and quantum of consideration. Under the original SPA, the aggregate consideration of INR 45 crores was to be discharged through a combination of cash and share swap in two tranches. Pursuant to the flexibility available under the shareholders’ approval obtained for the transaction, the Company has revised the consideration structure and the Amended SPA provides for payment of INR 38.23 crores entirely in cash in a single tranche.

The revision in the structure of consideration has been undertaken as part of the Company’s capital allocation approach and to avoid equity dilution, while completing the acquisition. Accordingly, the parties mutually agreed to amend the terms of the transaction.

Upon completion of the remaining closing formalities, Datasigns Technologies Private Limited will become a wholly owned subsidiary of UGRO Capital Limited, and a further intimation will be made to the Stock Exchanges in accordance with applicable regulations

**UGRO CAPITAL LIMITED**

**Registered Office:** Equinox Business Park, Tower 3, 4th Floor, LBS Road, Kurla (West), Mumbai 400070

**CIN:** L67120MH1993PLC070739

**Telephone:** +91 22 41821600 | **E-mail:** info@ugrocapital.com | **Website:** www.ugrocapital.com

The further details pertaining to the aforesaid amendment as required to be disclosed in terms of Chapter V of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11<sup>th</sup> November 2024, is mentioned in the 'Annexure A'.

We request you to kindly take this on record.

Thanking you.

For **UGRO Capital Limited**

Satish Kumar  
**Company Secretary and Compliance Officer**

---

**UGRO CAPITAL LIMITED**

**Registered Office:** Equinox Business Park, Tower 3, 4th Floor, LBS Road, Kurla (West), Mumbai 400070

**CIN:** L67120MH1993PLC070739

**Telephone:** +91 22 41821600 | **E-mail:** info@ugrocapital.com | **Website:** www.ugrocapital.com

**ANNEXURE A**

<b>S. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	In case of amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):	
	a) name of parties to the agreement	<ol style="list-style-type: none"> <li>1. UGRO Capital Limited</li> <li>2. Teruhide Sato</li> <li>3. Monish Anand</li> <li>4. Pravega Ventures Trust</li> <li>5. SRI Capital LLC</li> <li>6. BEENEXT2 Pte. Ltd.</li> <li>7. Saama Capital IV Limited</li> <li>8. ON Mauritius</li> <li>9. Flourish Ventures Fund LLC</li> <li>10. Patamar Fund II Singapore Pte. Ltd.</li> <li>11. Gojo &amp; Company, Inc.</li> <li>12. ON Mauritius II</li> <li>13. Datasigns Technologies Private Limited</li> <li>14. Rahul Sekar</li> </ol>
	b) nature of the agreement	Amended and Restated Share Purchase Agreement
	c) date of execution of the agreement;	5 <sup>th</sup> March 2026
	d) details of amendment and impact thereof or reasons of termination and impact thereof.	<p>The amendments relate to change in the mode of consideration payable to the shareholders of DTPL wherein as per the original understanding between the parties, the aggregate consideration of INR 45 crores was to be discharged through a combination of cash and share swap (through preferential allotment of shares) in two tranches.</p> <p>Under the revised terms stated in the Amended and Restated SHA dated 5<sup>th</sup> March 2026, the entire consideration is being discharged in cash in a single tranche with a reduction in the purchase consideration to INR 38.23 crore</p>

**UGRO CAPITAL LIMITED**

**Registered Office:** Equinox Business Park, Tower 3, 4th Floor, LBS Road, Kurla (West), Mumbai 400070

**CIN:** L67120MH1993PLC070739

**Telephone:** +91 22 41821600 | **E-mail:** info@ugrocapital.com | **Website:** www.ugrocapital.com