

Date: October 9, 2025

BSE Limited
25th Floor, 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 (East), Mumbai – 400 051
NSE Symbol – UGROCAP

Dear Madam/Sir(s),

Sub: Further disclosure under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI LODR Regulations”) for Allotment of securities by way of Preferential Allotment (the “Preferential Issue”).

Ref: Disclosure under Regulation 30 of SEBI LODR Regulations dated June 20, 2025, filed along with outcome of the Board Meeting held on June 20, 2025

Dear Sir/ Madam,

1. The Board of Directors at their meeting held on June 20, 2025, had approved capital raise by way of issuance of fully paid-up unsecured compulsorily convertible debentures of the Company, having face value of INR 10/- each (“CCDs”) each at an issue price of INR 185/- per CCD, aggregating up to INR 911.40 crores to certain identified non-promoter allottees of the Company (“**Proposed Allottees**”) on preferential basis. The same has been approved by the Shareholders of the Company vide its special resolution passed on July 20, 2025, through postal ballot.
2. Also, the Board of Directors in its meeting held on May 20, 2025 had approved Right Issue of INR 400 crores to ensure that every public shareholder is given a fair opportunity to invest in the Company to protect against the dilution emanating from Preferential Allotment of CCDs. The Company closed its Right Issue and completed the allotment on June 24, 2025 with total capital raise of INR 380 crores.
3. In the intervening period, Company raised additional Tier 2 Capital to the tune of Rs. 250 crores and is in the process of raising additional Tier 2 Capital of INR 150 crores during the current quarter.
4. In furtherance to our earlier communication dated June 20, 2025, with respect to the issuance of CCDs and pursuant to the In-principle approval received from the stock exchanges, and in accordance with Regulation 30 of the SEBI LODR Regulations, the Securities Allotment and Transfer Committee (“Committee”) had approved the draft private placement offer letter (“PAS-4”) on September 25, 2025 and offer to all the eligible Proposed Allottees. Accordingly, as per the approval accorded by the Committee, the offer was opened from September 26, 2025, till October 8, 2025.
5. In this regard, the Company has received the subscription amount from 77 eligible Proposed Allottees to the extent of INR 534.64 crores and the Committee considered allotment of CCDs to the Proposed Allottees who have remitted the subscription monies and accordingly, allotted CCDs aggregating to INR 534.64 crores on October 8, 2025.
6. It is pertinent to note that, a few investors couldn’t participate in the preferential issuance of CCDs owing to reasons viz., ineligibility due to sale of UGRO’s shares during stipulated period as defined under SEBI Regulations, liquidity constraints etc. Further, Samena Capital, our existing large shareholder, who had committed to subscribe upto INR 500 crores, have participated for an amount of INR 241.24 crores. The lower participation of Samena was on account of request made by the Company as its capital need was served through raising Right Issue and Tier 2 Capital and their lower

UGRO CAPITAL LIMITED

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

CIN: L67120MH1993PLC070739

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participation would ensure lower dilution for the other public shareholders. Samena is the largest shareholder of UGRO post these rounds of capital raise and they have communicated that they are open to participate in future investment rounds, including the potential exercise of outstanding warrants due in December 2025.

7. With these capital raises the capital adequacy of the Company stands approximately at 29% giving ample head room for growth as planned by the Company.
8. As updated earlier, Company would be utilising the proceeds of the capital raise and internal accruals of the Company to close the acquisition of Profectus Capital (NBFC) during the month of October, 2025, itself as the required RBI approval for the same was received on September 17, 2025.
9. Further, the updated/additional details as required under Regulation 30 of the SEBI LODR Regulations read with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, is enclosed as **Annexure A** in this letter and the allotment details are enclosed as **Annexure B**.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the SEBI LODR Regulations, as amended.

Thanking you,

Yours truly,

For UGRO Capital Limited

Satish Kumar
Company Secretary and Compliance Officer
Encl: A/a

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The relevant details regarding preferential issue - post allotment of securities as per Regulation 30 and Schedule III of the Listing Regulations read with the SEBI Circular are as under:

Sr. No.	Particulars	Descriptions
1.	Name of Investors	As per Annexure “B”
2.	Outcome of the subscription	<p>Following securities have been allotted:</p> <p>Number of CCDs: 2,88,99,481</p> <p>Face Value: INR 10 /-</p> <p>Issue Price: INR 185/- per CCD aggregating to INR 534.64 crores</p> <p>Convertible into / exchangeable for: 1 (one) equity share of face value of INR 10/- each per CCD</p> <p>Allotted price: As set out above</p>
2.	Issue price/ allotted price (in case of convertibles)	As stated above
3.	Number of investors	77
4.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the CCD is convertible into 1 (one) equity share and the CCD can be exercised at any time within a period of 18 months from the date of allotment of CCD on such terms as agreed between the Company and investors

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List of Investors

Sr No.	Investor Name	No. of CCDs	Amount of CCDs (in Crs)
1	Samena Green Ltd	13,040,139	241.24
2	ACM Global Fund VCC	9,081,080	168.00
3	Harsh Jain	1,135,134	21.00
4	Neelammegha Investments & Trading Company Pvt Ltd.	756,756	14.00
5	Sea Glimpse Investments Pvt Ltd	540,539	10.00
6	Arjun Juneja	270,268	5.00
7	Rekha Vinayak Naik	270,268	5.00
8	Subodh Gupta	270,268	5.00
9	Kiranben Kishorchandra Kothari	270,268	5.00
10	Luvish Satija	270,268	5.00
11	Maple Leaf Trading and Services Ltd.	142,702	2.64
12	Mehar Juneja	135,133	2.50
13	Radix Multiventures LLP	135,133	2.50
14	MBE Enterprise LLP	135,133	2.50
15	Jyora Family Trust	135,133	2.50
16	Raj Family Trust	135,133	2.50
17	Sanjana Cryogenic Storages Limited	135,133	2.50
18	M/s Mehratex India Private Limited	108,107	2.00
19	Hind Aluminium Industries Limited	86,486	1.60
20	Aakansha Unichem Limited Liability Partnership	81,080	1.50
21	Milky Investment & Trading Company	67,566	1.25
22	Anand Chand Burman	67,566	1.25
23	Aradhita Agarwal Kedia	67,566	1.25
24	Amit Suresh Sethi	54,052	1.00
25	Rishabh Ajmera	54,052	1.00
26	Taranbir Singh	54,052	1.00
27	The Azavedo Family Trust	54,052	1.00
28	Jiten Surtani	54,052	1.00
29	Debashish Hota	54,052	1.00
30	Planet Dewsoft Pvt Ltd	54,052	1.00
31	Cadell Weaving Mill Co Private Limited	54,052	1.00
32	Pico Capital Private Limited	54,052	1.00
33	Powertec Infrastructure Holdings Pvt. Ltd.	54,052	1.00
34	Tarun Murarka	54,052	1.00
35	Varun Jalan	54,052	1.00
36	Alexcy Marketing Private Limited	54,052	1.00
37	Manu Jairamdas Mansharamani	54,052	1.00
38	Sharad Agarwal	43,243	0.80

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39	Miura Infrastructure Pvt Ltd	35,675	0.66
40	Pankaj Fitkariwala	27,026	0.50
41	Nikunj Kedia	27,026	0.50
42	Sandeep Jethwani	27,026	0.50
43	Prudent Investment Managers LLP	27,026	0.50
44	Thomas L Azavedo	27,026	0.50
45	Vaibhav Dungarsingh Porwal	27,026	0.50
46	Amici Estate LLP	27,026	0.50
47	I Tec Reality Services	27,026	0.50
48	Malligeswari	27,026	0.50
49	BSN Quantitative Research Private Limited	27,026	0.50
50	Pooja Rani	27,026	0.50
51	Prabir Kumar Ghoushal	27,026	0.50
52	Suchitra Chandra	27,026	0.50
53	Dalip Daga and Usha Daga	27,026	0.50
54	Altius Investech Private Limited	27,026	0.50
55	Ramavtar Badaya	27,026	0.50
56	Vijayanand A	27,026	0.50
57	Vikas Khattar	27,026	0.50
58	Yerabhadra Meera reddy	27,026	0.50
59	Anuj Pandey	21,620	0.40
60	Rajni Khurana	21,620	0.40
61	Himalaya Infraventure Private Limited	13,512	0.25
62	Vivek Jain HUF	13,512	0.25
63	Prashant H Mehta	10,809	0.20
64	Ajit Kumar	10,809	0.20
65	Monika Kapoor	10,809	0.20
66	Paramasivam T P	10,809	0.20
67	Neeraj Deshpande	10,809	0.20
68	Gunjan Kumar	10,809	0.20
69	Apurva Jhaa	10,809	0.20
70	Peeyush Mittal	10,809	0.20
71	Rafiq Motani	10,809	0.20
72	Priyanka Menezes	10,809	0.20
73	Swaran Deep Singh	10,809	0.20
74	Siddharth Ranjan	10,809	0.20
75	Aarti Rahul Chhabria	5,404	0.10
76	Neil Mahendra Munot	5,404	0.10
77	Vijay Bansal	2,702	0.05
	TOTAL	28,899,481	534.64

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