

11th March 2026

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai- 400001

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

Scrip code: 511742

NSE Symbol: UGROCAP

Dear Sir/ Madam,

Subject: Outcome of the Investment and Borrowing Committee Meeting

With reference to intimation filed by the Company dated 06th March 2025 and pursuant to the provisions of Regulation 30 read with Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby inform you that the Investment and Borrowing Committee of the Board of Directors of the Company (“Committee”) at its meeting held today, i.e. Wednesday, 11th March 2026 has, inter alia, approved the issuance Non-Convertible Debentures/ Bonds in one or more tranches as mentioned below, on a private placement basis as per the terms agreed between the Company and investors and such particulars as furnished in “**Annexure**”:

Sr. No.	Instrument	Type	Size of Issue
1	Non-Convertible Debentures	Listed, Rated, Senior, Secured, Transferable, Redeemable, Non-Convertible Debentures	Upto 1,50,000 (One Lakh Fifty Thousand) (the “Base Issue Size”) Non-Convertible Debentures (“NCDs”) having face value of INR 10,000/- (Ten Thousand) with an option to retain oversubscription upto 50,000 (Fifty Thousand) NCDs (“Green Shoe Option”) having face value of INR 10,000/- aggregating up to INR 200,00,00,000/- (Indian Rupees Two Hundred Crores Only)
2	Non-Convertible Debentures	Listed, Rated, Senior, Secured, Transferable, Redeemable, Non-Convertible Debentures	Upto 50,000 (Fifty Thousand) (the “Base Issue Size”) Non-Convertible Debentures (“NCDs”) having face value of INR 10,000/- (Ten Thousand) with an option to retain oversubscription upto 50,000 (Fifty Thousand) NCDs (“Green Shoe Option”) having face value of INR 10,000/- aggregating up to INR 100,00,00,000/- (Indian Rupees Hundred Crores Only) (“Overall Issue Size”)
3	Non-Convertible Debentures	Unsecured, Rated, Subordinated Listed, Taxable, Redeemable, Non-Convertible Debentures	Upto 6,500 (Six Thousand and Five Hundred only) unsecured, rated, subordinated listed, taxable, redeemable, Non-Convertible Debentures denominated in Indian Rupees (“INR”), each having face value of 1,00,000/- aggregating up to 65,00,00,000/- (Sixty Five Crores)

UGRO CAPITAL LIMITED

Registered Office Address: 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

4	Non-Convertible Bonds	Listed Foreign Currency External Commercial Borrowing (ECBs)	Up to 2000 (Two Thousand) listed, secured, rated, US Dollars (“USD”) denominated non-convertible redeemable bonds, each having face value of USD 10,000/- (US Dollar Ten Thousand) aggregating up to USD 2,00,00,000/- (USD Twenty Million)
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The meeting of the Committee commenced at 16:30 p.m. and concluded at 17.30 p.m.

This is for your information and records.

The aforesaid information is being made available on the Company's website at www.ugrocapital.com

Thanking You,

Yours Faithfully,

For UGRO Capital Limited

Satish Kumar

Company Secretary and Compliance Officer

Encl: a/a

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Annexure

Sr. No.	Particulars	Details			
1	Type of securities	Listed, Rated, Senior, Secured, Transferable, Redeemable, Non-Convertible Debentures	Listed, Rated, Senior, Secured, Transferable, Redeemable, Non-Convertible Debentures	Unsecured, Rated, Subordinated Listed, Taxable, Redeemable, Non-Convertible Debentures	Listed Foreign Currency External Commercial Borrowing (ECBs)
2	Type of issue	Private Placement			
3	Size of Issue	Upto 1,50,000 (One Lakh Fifty Thousand) (the “Base Issue Size”) Non-Convertible Debentures (“NCDs”) having face value of INR 10,000/- (Ten Thousand) with an option to retain oversubscription upto 50,000 (Fifty Thousand) NCDs (“Green Shoe Option”) having face value of INR 10,000/- aggregating up to INR 200,00,00,000/- (Indian Rupees	Upto 50,000 (Fifty Thousand) (the “Base Issue Size”) Non-Convertible Debentures (“NCDs”) having face value of INR 10,000/- (Ten Thousand) with an option to retain oversubscription upto 50,000 (Fifty Thousand) NCDs (“Green Shoe Option”) having face value of INR 10,000/- aggregating up to INR 100,00,00,000/- (Indian Rupees Hundred Crores	Upto 6,500 (Six Thousand and Five Hundred only) unsecured, rated, subordinated listed, taxable, redeemable, Non-Convertible Debentures denominated in Indian Rupees ("INR"), each having face value of 1,00,000/- aggregating up to 65,00,00,000/- (Sixty Five Crores)	Up to 2000 (Two Thousand) listed, secured, rated, US Dollars (“USD”) denominated non-convertible redeemable bonds, each having face value of USD 10,000/- (US Dollar Ten Thousand) aggregating up to USD 2,00,00,000/- (USD Twenty Million)

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		Two Hundred Crores Only)	Only) (“Overall Issue Size”)		
4	Listing	To be listed on BSE Limited	To be listed on BSE Limited	To be listed on BSE Limited	To be listed on India International Exchange Limited
5	Tenure of instrument	13 Months (Thirteen months) from the Deemed Date of Allotment. (Tentative) The tenor of the Debentures may be extended only with the prior written consent of the Majority Debenture Holders. Any such extension shall be on terms mutually agreed between the Issuer and the Debenture Holders and shall be documented in accordance with applicable law and the Transaction Documents.	24 months (Tentative)	Upto 72 months (Tentative)	48 months (Tentative)
6	Date of allotment	18-03-2026 (Tentative)	23-03-2026 (Tentative)	24-03-2026 (Tentative)	27-03-2026 (Tentative)
7	Date of maturity	18-04-2027 (Tentative)	23-03-2028 (Tentative)	24-03-2032 (Tentative)	27-03-2030 (Tentative)
8	Coupon/interest offered	9.50% (Nine decimal five	9.75% (Tentative)	Equivalent of USD 9.25%	Floating Rate: 6 Month CME

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		zero percent per annum payable monthly) (Tentative)		per annum net of withholding tax as applicable. (Tentative)	Term SOFR + 300 bps (Tentative) The interest rate is the net rate (and is exclusive of the withholding tax rate of 9%, education cess and surcharge, or as applicable in the stock exchange)
9	Schedule of Payment of coupon/interest and principal	Interest – Payable on a monthly basis Redemption – Redemption on date of maturity	Interest – Payable on a quarterly basis Redemption– Redemption on date of maturity	Interest – Payable on a quarterly basis Redemption– Redemption on date of maturity	Interest – Payable on a quarterly basis Redemption– Redemption on date of maturity
10	Charge/Security	UGRO Capital Limited (“UGRO”), as the legal and beneficial owner of the equity shares held by it in Profectus Capital Limited (“Pledged Shares”), shall create security in favour of the Debenture Trustee, acting for the benefit of the Debenture Holders, by way	Assignment of Right to receive sale consideration of Enforceable Properties (EP) & 1.1x Security Cover	Not Applicable	The Facility will be secured by way of a first ranking exclusive charge over identified book debts in favour of the Security Trustee up to a security cover of at 110% of principal and interest outstanding, to be maintained at all times. The book debts

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		of a first ranking, exclusive and continuing pledge over such Pledged Shares, to secure all the outstanding amounts, together with accrued interest, default interest, remuneration of the Debenture Trustee, costs, charges, expenses and all other monies payable by the Company in respect of the Debentures (“Secured Obligations”).			shall be identified on the basis of the eligibility criteria prescribed by the Lender.
11	Special right/interest/privileges attached to the instrument and changes thereof	Nil	Nil	Nil	Nil
12	Delay in payment of interest / principal redemption from the due date or default in payment of interest / principal;	Coupon rate plus 2.0% (Two Percent) per annum.	Coupon rate plus 2.0% (Two Percent) per annum.	Coupon rate plus 2.0% (Two Percent) per annum above the Interest Rate on the outstanding principal amount until such default is cured	Coupon rate plus 2.0% (Two Percent) per annum above the Interest Rate on the outstanding principal amount until such default is cured
13	Details of any letter or comments regarding payment/non-payment of interest, principal on	Nil	Nil	Nil	Nil

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	due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;				
14	Details of redemption of debentures	Debentures shall be redeemed at par upon the relevant Maturity Date	Debentures shall be redeemed at par upon the relevant Maturity Date	Redemption of 50% at par at the end of 66 months and 50% at par at the end of 72 months.	25% redemption at the end of 36 months , 25% at the end of 42 months and 50% redemption at par upon the relevant maturity date
15	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	N.A.	N.A.	N.A.	N.A.

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