

11th August 2025

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,

Sub: Scrutinizers report and voting results of the Annual General Meeting of UGRO Capital Limited held on Friday, 8th August 2025

We wish to inform you that the Annual General Meeting (“AGM”) of UGRO Capital Limited was held on Friday, 8th August 2025 at 11.00 A.M through Video Conferencing.

Please find enclosed herewith the consolidated report of Scrutinizers issued by M/s Pankaj Nigam and Associates, Practicing Company Secretaries along with e-voting results.

The same is also being uploaded on the website of the Company.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For UGRO Capital Limited

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

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:** ugro@ugrocapital.com | **Website:** www.ugrocapital.com



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: 11th August, 2025

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 32nd Annual General Meeting of your Company held on Friday, 08th August, 2025 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 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: 11th August, 2025

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 32nd Annual General Meeting ("AGM") of UGRO Capital Limited ('the Company') held on Friday, the 08th day of August, 2025 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 remote 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 the relevant circulars issued by the Ministry of Corporate Affairs (MCA) for holding the AGM or other general meetings of Members through Video Conferencing

(VC) or Other Audio-Visual Means (OAVM) 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 AGM of the members of the Company dated 26th April, 2025.

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") and the circulars issued by the Ministry of Corporate Affairs ("MCA") and SEBI; relating to remote e-voting and e-voting during 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 during 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 National Securities Depository Limited ("NSDL"), 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 the provisions of the Companies Act, 2013 and Rules made thereunder and relevant circulars issued by the MCA, the advertisements were published after dispatch of notice to the members in Business Standard, (English Newspaper) and Navshakti (Vernacular Language Newspaper) on Thursday 10th July, 2025 specifying the date & time of the AGM, availability of the notice on the Company's website and website of Stock Exchanges, manner of registration of email ids by the members (both physical and Demat) who are yet to register their email ids with the Company, manner of voting through remote e-voting or through e-voting during AGM etc.
 - b. The Company hosted the notice of AGM on its website, and also intimated the same to BSE Limited and National Stock Exchange of India Limited on Thursday, 10th July 2025.
 - c. The Notice of the AGM dated 26th April, 2025 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, 01st August, 2025.

- d. The said Notice was dispatched on the basis of Register of Members made available by the RTA 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, 01st August, 2025 (i.e. cut-off date for dispatching Notice).
4. In terms of the aforesaid Notice, remote e-voting period was kept open for 3 (three) days from Tuesday, 05th August, 2025 (09.00 a.m. IST) till Thursday, 07th August, 2025 (5.00 p.m. IST).
5. The voting rights of members were 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. Friday, 01st August, 2025 (i.e. cut-off date for e-voting).
6. **Remote E Voting Process:**
 - i. The remote e-voting period remained open from Tuesday, 05th August, 2025 (09.00 a.m. IST) till Thursday, 07th August, 2025 (5.00 p.m. IST).
 - ii. Accordingly, NSDL 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 voted.
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 NSDL under my instructions.
- ii. The e-votes cast were unblocked on 8th August, 2025 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 NSDL. Based on the report generated by NSDL and relied upon by me, data regarding the remote e-voting and e-voting during the AGM was scrutinized on test check basis.

8. Results:

Consolidated scrutinizer's report on the results of the remote e-voting and e-voting during AGM, based on the reports generated from the e-voting website of NSDL, scrutinized on test check basis and relied upon by me is enclosed herewith as Annexure-1.

**For Pankaj Nigam & Associates
Company Secretaries**



Pankaj Nigam

Pankaj Kumar Nigam

M No. 7343

COP No. 7979

UDIN: F007343G000972219

Date: 11th August, 2025

Place: Ghaziabad

Countersigned by

Satish Kumar

Company Secretary and Compliance Officer

UGRO Capital Limited

ORDINARY BUSINESS**Resolution no. 1**

Resolution Required : Ordinary		TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS ON 31 ST MARCH 2025 ALONG WITH DIRECTOR'S REPORT AND AUDITOR'S 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,48,94,140	69.1724	2,48,94,140	0	100	0.0000
	Poll		0	0	0	0	0	0.0000
	Total		2,48,94,140	69.1724	2,48,94,140	0	100	0.0000
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,709	520	99.9968	0.0032
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,24,709	520	99.9968	0.0032
Total		11,67,55,457*	4,31,05,626	36.9196	4,31,05,106	520	99.9988	0.0012
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.

*Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 2

Resolution Required : Ordinary			TO APPOINT A DIRECTOR IN PLACE OF MR. CHETAN KULBHUSHAN (DIN: 07704601), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.					
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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,45,39,222	3,89,731	98.4366	1.5634
	Poll		0	0	0	0	0	0
	Total		2,49,28,953	69.2692	2,45,39,222	3,89,731	98.4366	1.5634
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,18,889	6,340	99.9607	0.0393
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,18,889	6,340	99.9607	0.0393
Total		11,67,55,457	4,31,40,439	36.9494	4,27,44,368	3,96,071	99.0819	0.9181
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.

*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



SPECIAL BUSINESS**Resolution No. 3**

Resolution Required : Special		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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.00
	Poll		0	0.00	0	0	-	0.00
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.00
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,953	0	100.0000	0.00
	Poll		0	0.00	0	0	-	0.00
	Total		2,49,28,953	69.2692	2,49,28,953	0	100.0000	0.00
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,559	670	99.9958	0.0042
	Poll		0	0	0	0	-	0.00
	Total		1,61,25,229	20.4945	1,61,24,559	670	99.9958	0.0042
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,39,769	670	99.9984	0.0015
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.

*Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 4

Resolution Required : Special		AUTHORIZATION TO SELL, LEASE, CHARGE AND/OR MORTGAGE PROPERTY OR ASSETS 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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,953	0	100	0
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,953	0	100	0
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,20,933	4296	99.9734	0.0266
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,20,933	4296	99.9734	0.0266
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,36,143	4296	99.9904	0.0100
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.

*Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 5

Resolution Required :Special		TO BORROW FUNDS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES						
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,953	0	100	0
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,953	0	100	0
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,659	570	99.9965	0.0035
	Poll		0	0	0	0	0	
	Total		1,61,25,229	20.4945	1,61,24,659	570	99.9965	0.0035
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,39,869	570	99.9987	0.0013
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.

*Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 6

Resolution Required : Special		TO CONSIDER AND APPROVE RAISING OF FUNDS TO THE TUNE OF INR 500 CRORES (INDIAN RUPEES FIVE HUNDRED CRORES ONLY) BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT ("QIP") OR THROUGH ANY OTHER METHOD, IN COMPLIANCE WITH 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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	10,08,420	1,51,16,809	6.2537	93.7463
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	10,08,420	1,51,16,809	6.2537	93.7463
Total		11,67,55,457*	4,31,40,439	36.9494	2,80,23,506	1,51,16,933	64.9588	35.0412
Result: We report that the number of votes cast via requisite majority in favour of the aforesaid Resolution is less than the number of votes cast against, accordingly the resolution may be considered as not passed.								

Invalid Votes: There were no invalid votes.

*Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 7

Resolution Required : Special		TO APPOINT M/S. PANKAJ NIGAM & ASSOCIATES, PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITORS 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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,699	530	99.9967	0.0033
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,24,699	530	99.9967	0.0033
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,39,785	654	99.9985	0.0015
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.

***Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.**



Ugro Capital Limited	
Consolidated Voting Results (i.e. Remote e-voting and e-voting during the 32nd AGM)	
Date of the AGM	08-08-2025
Total number of shareholders on cut-off date (01.08.2025):	44521
No. of shareholders present in the meeting either in person or through proxy:	0
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	38
Promoters and Promoter Group:	2
Public:	40

ORDINARY BUSINESS**Resolution no. 1**

Resolution Required : Ordinary		TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY AS ON 31ST MARCH 2025 ALONG WITH DIRECTOR'S REPORT AND AUDITOR'S 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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,48,94,140	69.1724	2,48,94,140	0	100	0.0000
	Poll		0	0	0	0	0	0.0000
	Total		2,48,94,140	69.1724	2,48,94,140	0	100	0.0000
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,709	520	99.9968	0.0032
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,24,709	520	99.9968	0.0032
Total		11,67,55,457*	4,31,05,626	36.9196	4,31,05,106	520	99.9988	0.0012

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.

***Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.**

Resolution No. 2

Resolution Required : Ordinary			TO APPOINT A DIRECTOR IN PLACE OF MR. CHETAN KULBHUSHAN (DIN: 07704601), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.					
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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,45,39,222	3,89,731	98.4366	1.5634
	Poll		0	0	0	0	0	0
	Total		2,49,28,953	69.2692	2,45,39,222	3,89,731	98.4366	1.5634
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,18,889	6,340	99.9607	0.0393
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,18,889	6,340	99.9607	0.0393
Total		11,67,55,457 *	4,31,40,439	36.9494	4,27,44,368	3,96,071	99.0819	0.9181
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.

***Includes the following: -**

12,38,252 equity shares representing 1.34% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

SPECIAL BUSINESS**Resolution No. 3**

Resolution Required : Special		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 [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes – Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.00
	Poll		0	0.00	0	0	-	0.00
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.00
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,953	0	100.0000	0.00
	Poll		0	0.00	0	0	-	0.00
	Total		2,49,28,953	69.2692	2,49,28,953	0	100.0000	0.00
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,559	670	99.9958	0.0042
	Poll		0	0	0	0	-	0.00
	Total		1,61,25,229	20.4945	1,61,24,559	670	99.9958	0.0042
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,39,769	670	99.9984	0.0015
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.

*Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Resolution No. 4

Resolution Required : Special		AUTHORIZATION TO SELL, LEASE, CHARGE AND/OR MORTGAGE PROPERTY OR ASSETS OF THE COMPANY UNDER SECTION 180 (1) (A) OF THE COMPANIES ACT, 2013						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
				% of Votes Polled on outstanding shares			% of Votes in favour on votes polled	% of Votes against on votes polled
Category	Mode of Voting	[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,953	0	100	0
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,953	0	100	0
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,20,933	4296	99.9734	0.0266
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,20,933	4296	99.9734	0.0266
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,36,143	4296	99.9904	0.0100
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.

***Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.**

Resolution No. 5

Resolution Required :Special		TO BORROW FUNDS BY WAY OF ISSUANCE OF NON-CONVERTIBLE DEBENTURES						
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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,953	0	100	0
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,953	0	100	0
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,659	570	99.9965	0.0035
	Poll		0	0	0	0	0	
	Total		1,61,25,229	20.4945	1,61,24,659	570	99.9965	0.0035
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,39,869	570	99.9987	0.0013
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.

***Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.**

Resolution No. 6

Resolution Required : Special		TO CONSIDER AND APPROVE RAISING OF FUNDS TO THE TUNE OF INR 500 CRORES (INDIAN RUPEES FIVE HUNDRED CRORES ONLY) BY WAY OF QUALIFIED INSTITUTIONS PLACEMENT (“QIP”) OR THROUGH ANY OTHER METHOD, IN COMPLIANCE WITH 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	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	10,08,420	1,51,16,809	6.2537	93.7463
	Poll		0	0	0	0	0	
	Total		1,61,25,229	20.4945	10,08,420	1,51,16,809	6.2537	93.7463
Total		11,67,55,457*	4,31,40,439	36.9494	2,80,23,506	1,51,16,933	64.9588	35.0412
Result: We report that the number of votes cast via requisite majority in favour of the aforesaid Resolution is less than the number of votes cast against, accordingly the resolution may be considered as not passed.								

Invalid Votes: There were no invalid votes.

*Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Resolution No. 7

Resolution Required : Special		TO APPOINT M/S. PANKAJ NIGAM & ASSOCIATES, PRACTISING COMPANY SECRETARIES AS SECRETARIAL AUDITORS 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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	20,86,257	20,86,257	100.0000	20,86,257	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		20,86,257	100.0000	20,86,257	0	100.0000	0.0000
Public Institutions	E-Voting	3,59,88,522	2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
	Poll		0	0	0	0	0	0.0000
	Total		2,49,28,953	69.2692	2,49,28,829	124	99.9995	0.0005
Public Non Institutions	E-Voting	7,86,80,678	1,61,25,229	20.4945	1,61,24,699	530	99.9967	0.0033
	Poll		0	0	0	0	0	0
	Total		1,61,25,229	20.4945	1,61,24,699	530	99.9967	0.0033
Total		11,67,55,457*	4,31,40,439	36.9494	4,31,39,785	654	99.9985	0.0015
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.

***Includes the following: - 12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.**