

12th August 2022

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: Proceedings of the 29th Annual General Meeting held on Friday, 12th August, 2022

We wish to inform you that the 29th Annual General Meeting (AGM) of UGRO Capital Limited was held on 12th August, 2022 at 11.00 A.M through Video Conferencing/ Other Audio-Visual Means.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed herewith Proceedings of the 29th AGM as 'Annexure'.

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company will disclose the combined results of e- voting, along with the Scrutinizer's Report to the stock exchanges within due course of time.

You are requested to kindly take the same on record.

Thanking you,

Yours faithfully,

For UGRO Capital Limited

NAMRATA
SAJNANI
Digitally signed by
NAMRATA SAJNANI
Date: 2022.08.12
18:42:04 +05'30'

Namrata Sajnani
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 48918686 | **E-mail:** yougrow@ugrocapital.com | **Website:** www.ugrocapital.com

‘Annexure’

Summary of proceedings of the 29th Annual General Meeting of UGRO Capital Limited

The 29th Annual General Meeting (‘AGM’) of the Members of UGRO Capital Limited (‘the Company’) was held on Friday, 12th August, 2022 at 11.00 A.M (IST) through video conferencing and other audio-visual means (‘VC’). The meeting was held in compliance with the General Circulars issued by the Ministry of Corporate Affairs (‘MCA’) and circulars issued by the Securities and Exchange Board of India (‘SEBI’) and as per the applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

IN ATTENDANCE
Mr. Satyananda Mishra joined over VC from New Delhi Non-Executive Chairman and Independent Director
Mr. Shachindra Nath joined over VC from Lucknow Vice Chairman and Managing Director
Mr. Abhijit Sen joined over VC from Mumbai Independent Director and Chairman of the Audit Committee
Mr. Karuppasamy Singam joined over VC from Mumbai Independent Director
Mr. Karnam Sekar joined over VC from Hyderabad Independent Director
Mr. Hemant Bhargava joined over VC from Mumbai Independent Director and Chairman of the Nomination and Remuneration Committee
Mr. Rajeev Agarwal joined over VC from Mumbai Independent Director and Chairman of Stakeholders Relationship Committee
Mrs. Smita Aggarwal joined over VC from Mumbai Independent Director and Chairperson of Risk Management Committee
Mr. Manoj Kumar Sehrawat joined over VC from Singapore Non- Executive Director

Other Representatives
Statutory Auditors, joined over VC from Mumbai M/s MSKA & Associates, Statutory Auditor of the Company.
Secretarial Auditors joined over VC from Ghaziabad Representative of M/s Pankaj Nigam and Associates, Practicing Company Secretary
Scrutinizer joined over VC from Ghaziabad M/s Pankaj Nigam and Associates, Practicing Company Secretary

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Quorum of the meeting

A total of 53 members were present

The meeting commenced at 11:00 a.m. (IST) and concluded at 01:00 p.m. (IST) (including time allowed for e-voting at AGM).

Mr. Satyananda Mishra, Non Executive Chairman chaired the meeting. The Chairman informed that the annual general meeting is being held through video conferencing in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The requisite quorum being present, the Chairman called the meeting to order. The above mentioned Directors attended the meeting. Mr. Mishra welcomed all shareholders, auditors and other invitees who joined over VC and delivered his opening remarks and requested Mr. Shachindra Nath, Vice Chairman and Managing Director to take the meeting forward. Mr. Nath, then made AGM 2022 presentation to the shareholders.

Ms. Namrata Sajnani, Company Secretary and Compliance Officer, informed that the Company had provided members the facility to cast their vote electronically, on all resolutions set forth in the Notice, which are also reproduced as follows:

Sr. No.	Resolutions	Type of Resolution
Ordinary Business		
1	Adoption of the Audited Financial Statements of the Company as on 31 st March, 2022, along with Directors' Report and Auditors' Report thereon.	Ordinary Resolution
2	Re-appointment of Mr. Manoj Kumar Sehrawat (DIN: 02224299), as a Director liable to retire by rotation	Ordinary Resolution
Special Business		
3	Adoption of Common Seal of the Company and approve alteration of Articles of Association of the Company	Special Resolution
4	Authorization for Borrowing Money under Section 180 (1) (c) of the Companies Act, 2013	Special Resolution
5	Authorization to sell, lease, charge and/or mortgage etc. property of the Company under Section 180 (1) (a) of the Companies Act, 2013	Special Resolution
6	Borrowing funds by way of issuance of Non-Convertible Debentures	Special Resolution
7	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	Special Resolution

Mr. Nath confirmed that the reports of the Statutory Auditors and Secretarial Auditors were unqualified and without any observations and the same were taken as read. The Shareholders were provided a facility

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to ask questions or express their views. Clarifications were provided to the queries raised by the members.

The Board of Directors had appointed M/s Pankaj Nigam and Associates, Practicing Company Secretary as the Scrutinizer to supervise the e-voting process. The Chairman authorized the Company Secretary to declare the voting results, intimate the stock exchanges and place the same on the website of the Company. The details of the voting results (remote e-voting and e-voting at the AGM) on all the resolutions as set out in the Notice of AGM along with the Scrutinizer's Report will be disseminated to the exchanges and will be placed on the Company's website, in due course.

This is for your information and records.

Thanking you,

For UGRO Capital Limited

NAMRAT Digitally signed
by NAMRATA
A SAJNANI
SAJNANI Date: 2022.08.12
18:42:33 +05'30'

Namrata Sajnani

Company Secretary and Compliance Officer

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