

**12<sup>th</sup> October 2024**

To

**BSE Limited**

25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, 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 (East), Mumbai – 400 051

**NSE Symbol – UGROCAP**

**Dear Sir/ Madam,**

**Sub: Submission of Copy of Statutory Advertisement**

Pursuant to Regulations 30 and 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the copy of Statutory Advertisements as per Schedule V of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, published on 12<sup>th</sup> October 2024, with respect to the proposed public issue of Non-Convertible Debentures in the following newspapers:

1. Financial Express (English National Daily)
2. Jansatta (Hindi National Daily); and
3. Navshakti Marathi (Daily Newspaper of the State)

The same has been made available on the website of the Company [www.ugrocapital.com](http://www.ugrocapital.com)

This is for your intimation and records.

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:** [info@ugrocapital.com](mailto:info@ugrocapital.com) | **Website:** [www.ugrocapital.com](http://www.ugrocapital.com)

# Modi, Trudeau hold 'brief exchange'

DIVYA  
New Delhi, October 11

**PRIME MINISTER NARENDRA** Modi met his Canadian counterpart Justin Trudeau on the sidelines of the ASEAN Summit in Vientiane, Laos, on Friday – their second meeting since Trudeau alleged India's involvement in the killing of a Canada-based Khalistan separatist. Trudeau, who made the meeting public, described it as a "brief exchange". I won't go into details about what we talked about but what I've said many times is that the safety of Canadians and upholding the rule of law is one of the fundamental responsibilities of any Canadian

government and that's what I'll stay focused on," Trudeau told reporters in Laos. "I emphasised that there is work that we need to do," he said. India's ties with Canada have suffered a setback since September last year when Trudeau alleged the Indian government's "potential" involvement in the killing of a Canada-based Khalistan separatist, Hardeep Singh Nijjar, on June 18, 2023. India had rejected the charges as "absurd" and "motivated". In Laos on Friday, Trudeau said he stands behind his allegation. He said national security and law enforcement agencies "continue to be deeply engaged on this issue". Canada has



PM Modi attends East Asia Summit in Laos

arrested four Indian nationals in the course of its investigation into the Nijjar case. This was the second meeting between the two leaders since Trudeau raised the allegations – they met on the sidelines of the G7 Summit in Apulia, Italy, in June this year. The Prime Minister's Office (PMO) had tweeted a photograph of the two leaders shaking hands then. On the latest meeting, sources in New Delhi said there was "no substantive discussion" between the two leaders in

Vientiane, and India continues to expect that "anti-India Khalistani activities will not be allowed to take place on Canadian soil and that firm action, which is lacking thus far, will be taken against those advocating violence, extremism and terrorism against India from Canadian territory". "The growing nexus of such forces with organised crime, drug syndicates and human trafficking should be a concern for Canada as well," sources said. Sources also said that India "attaches importance to relations with Canada but these cannot be repaired unless the Canadian government takes

strict and verifiable action against those who actively pursue anti-India activities and have conspired to promote hate, disinformation, communal disharmony and violence in India as well as Canada". After the Lok Sabha elections, Trudeau had congratulated Modi and said talks with India could now resume on "some very serious issues. Close on the heels of Canada's allegations last year, the US Justice Department had unsealed an indictment against Indian national Nikhil Gupta for his alleged involvement in a foiled plot to assassinate a US-based leader of the Sikh separatist movement, Gurpatwant Singh Pannun, in New York.

# Doctors' protests dampen Bengal's Ashtami festivities

**'MAHAASHTAMI',** THE eighth day of the Durga Puja festival, was overshadowed by protests demanding justice for the doctor who was raped and murdered at RG Kar hospital two months ago. Although the day began with people offering 'pushpanjali' at various pandals across the state, the overall mood was subdued due to the ongoing demonstrations by junior doctors. As 'Nabami' set in later in the day, people slowly began hitting the streets, visiting beautifully decorated pandals adorned with intricate interiors, a hallmark of the state's biggest festival. Crowds flocked to popular pandals in the city, such as Col-

lege Square, Ekdalia Evergreen, Chaltabagan, Naktala Udayan Sangha, Santosh Mitra Square, Kashi Bose Lane, and Bagbazar with similar scenes observed in various districts. At Santosh Mitra Square, the Puja committee displayed a burning lamp demanding justice for the murdered medic. The Naktala Nabapally Sarbojonin Durga Puja committee featured several banners around the pandal in support of the strike. "In our 60th year, we had planned several features, including a canopy of tiny lamps along the nearby lanes and a grand procession, but all of that has been set aside this year," said Prabir Sen, a member of the puja committee. **PTI**

This is an advertisement issued, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purposes only.

# UGRO CAPITAL UGRO CAPITAL LIMITED

UGRO Capital Limited ("The Company" or the "Issuer") was incorporated as "Chokhani Securities Private Limited" under the Companies Act, 1956 on February 10, 1993 with Registrar of Companies, Maharashtra at Bombay on July 26, 1994. The name of our Company was subsequently changed from "Chokhani Securities Limited" to "UGRO Capital Limited" and a fresh Certificate of Incorporation was issued by Registrar of Companies, Maharashtra at Mumbai ("RoC") on September 26, 2018. Our Company is also registered with RBI as Systemically Important Non-Deposit taking Non-Banking Finance Company with registration no. 13.00325 dated October 26, 2018 and further our Company has obtained certificate of registration dated January 09, 2024 bearing no. N-13.02475, to commence/carry on the factoring business without accepting public deposits. For further details about our Company, see "General Information" and "History and Certain Other Corporate Matters" on pages 44 and 123 of the Prospectus dated October 04, 2024 (the "Prospectus").

Registered and Corporate Office: Equinox Business Park, Tower 3, Fourth Floor, Off BKC, LBS Road, Kurla, Mumbai - 400070, Maharashtra, India. Tel.: +91 22 4182 1600; CIN: L67120MH1993PLC070739. PAN: AAACC2069E. Website: www.ugrocapital.com. Email: cs@ugrocapital.com; Company Secretary & Compliance Officer: Satish Chelladurai Kumar. Tel.: +91 22 4182 1600; Email: cs@ugrocapital.com; Chief Financial Officer: Kishore Kumar Lodha. Tel.: +91 22 4182 1600; Email: kishore.lodha@ugrocapital.com

### THE ISSUE

**PUBLIC ISSUE BY OUR COMPANY OF UPTO 20,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT UP TO ₹ 10,000 LAKH ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 10,000 LAKH ("GREEN SHOE OPTION"), FOR AN AGGREGATE AMOUNT OF UP TO ₹ 20,000 LAKH ("ISSUE SIZE" OR "ISSUE LIMIT") (HEREINAFTER REFERRED TO AS THE "ISSUE") THROUGH PROSPECTUS. THE NCDs WILL BE ISSUED ON TERMS AND CONDITIONS AS SET OUT IN THE PROSPECTUS WHICH SHOULD BE READ TOGETHER WITH THE DRAFT PROSPECTUS (COLLECTIVELY, THE "OFFER DOCUMENTS"). THIS ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013") AND THE SEBI MASTER CIRCULAR. THIS ISSUE IS NOT UNDERWRITTEN.**

**CREDIT RATING: "IND A+/STABLE" BY INDIA RATINGS & RESEARCH PRIVATE LIMITED** Allotment on first come first serve basis\*

\*Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges in accordance with the SEBI Master Circular. However, in the event of over subscription and thereafter, the allotments would be made to the applicants on proportionate basis based on the date of upload of each Application on the electronic platform of the Stock Exchanges, in each Portion subject to the Allocation Ratio indicated in the Prospectus. For further details refer section titled "Issue Related Information" on page 180 of the Prospectus dated October 04, 2024.

## ISSUE PROGRAMME\*

**ISSUE OPENED ON THURSDAY, OCTOBER 10, 2024**  
**ISSUE CLOSURE ON WEDNESDAY, OCTOBER 23, 2024**

\* This Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date (subject to a minimum period of two Working Days and a maximum period of ten Working Days from the date of opening of the Issue) as may be decided by the Board of Directors of the Company or the Investment and Borrowing Committee, subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement for opening of this Issue has been given on or before such earlier or initial date of Issue closure. Application Forms for this Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time). On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Issue Closing Date. For further details please refer to "Issue Related Information" on page 180 of the Prospectus.

### ADDENDUM TO THE PROSPECTUS DATED OCTOBER 04, 2024 READ WITH CORRIGENDUM DATED OCTOBER 08, 2024: NOTICE TO THE INVESTORS ("ADDENDUM")

This addendum to the Prospectus ("Addendum") is with reference to the Prospectus filed in relation to the Issue read with Corrigendum dated October 08, 2024 ("Corrigendum"). In this regard, Mr. Shachindra Nath, Vice Chairman & Managing Director has been appointed as a director on the board of directors of PSL Association of India with effect from September 20, 2024. Accordingly, disclosures in "Our Management" starting on page 126 of the Prospectus shall be read together with the above information and shall stand modified to such extent.

All capitalised terms used in this Addendum shall, unless the context otherwise required, have the same meaning as ascribed in the Prospectus. The Prospectus shall be read in conjunction with the Corrigendum and with this Addendum. Kindly note the term Transaction Documents and all relevant documents in the Prospectus shall include reference to this Addendum.

## ASBA\* Simple, Safe, Smart way of Application!!!

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA. Mandatory in public issues from October 01, 2018. No cheque will be accepted.

## UPI – Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

UPI – Now available in ASBA for Retail Individual Investors. Investors bidding using the UPI Mechanism are required to ensure that they use only their own bank account linked UPI ID to make an application in the Issue and for submitting bids upto an application value ₹ 5,00,000, applying through Designated Intermediaries, SCSBs or through the BSE Direct App/NSE EgoBid/Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 220 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2021 as amended.

**NCDs ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGER AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED "ISSUE RELATED INFORMATION" ON PAGE 180 OF THE PROSPECTUS.**

**INFORMATION REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS:** For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 123 of the Prospectus. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see "Material Contracts and Documents for Inspection" on page 346 of the Prospectus.

**LIABILITY OF MEMBERS:** Limited by Shares. **AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2024:** The Authorised Share Capital of our Company is ₹ 175,00,00,000/- divided into 15,45,00,000 Equity Shares of face value of ₹ 10/- each and 2,05,00,000 Preference Shares of face value ₹ 10/- each. The issued, subscribed and paid up share capital of our Company is ₹ 92,99,42,010/- divided into 9,29,94,201 Equity Shares of face value ₹ 10/- each. For further information on the share capital of our Company, see "Capital Structure" on page 54 of the Prospectus.

**NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION:** Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed by them at the time of signing of Memorandum of Association: 10 Equity Shares each by Ramakant R Chokhani and NR Chokhani at the time of incorporation of our Company aggregating to 20 Equity shares.

**LISTING:** The NCDs offered through the Prospectus are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). NSE shall be the Designated Stock Exchange. Our Company has received an 'in-principle' approval from BSE vide their letter bearing reference number DCS/BM.PI-BOND/21/24-25, dated September 26, 2024 and NSE vide their letter bearing reference number NSE/LIST/D/2024/0303, dated September 26, 2024.

**DISCLAIMER CLAUSE OF BSE:** It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Draft Offer Document/ Offer Document for the full text of the Disclaimer clause of the BSE Limited.

**DISCLAIMER CLAUSE OF NSE:** It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of NSE".

**DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM:** It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the BSE, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

**DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM:** It is distinctly understood by the Issuer that the permission given by NSE to use their Infrastructure should not in any way be deemed or construed that the compliance with various statutory and other requirements by UGRO Capital Limited, Lead Manager etc. are cleared or approved by NSE, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issuer, its promoter, its management or any scheme or project of this Issuer.

It is also to be distinctly understood that the approval given by NSE should not in any way be deemed or construed that the prospectus has been cleared or approved by NSE, nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the prospectus; nor does it warrant that the securities will be listed or will continue to be listed on Exchange.

**DISCLAIMER CLAUSE OF RBI:** The Company is having a valid Certificate of Registration no. 13.00325 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934 and Certificate of Registration no. N-13.02475 from Reserve Bank of India under Section 3 of Factoring Regulation Act, 2011. A copy of the Prospectus has not been filed with or submitted to the Reserve Bank of India ("RBI"). It is distinctly understood that the Prospectus should not in any way be deemed or construed to be approved or vetted by RBI. RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the issuer or for the correctness of any of the statements or representations made or opinions expressed by the issuer and for discharge of liability by the issuer. RBI neither accepts any responsibility nor guarantee for the payment of any amount due to any investor in respect of the proposed NCDs.

**CREDIT RATING:** The NCDs proposed to be issued under the Issue have been rated "IND A+/STABLE" for an amount of ₹ 20,000 lakh by India Rating & Research Private Limited vide their rating letter dated September 06, 2024 and press release dated September 06, 2024. The rating provided by India Rating & Research Private Limited is valid as on the date of the Prospectus and shall remain valid on date of the Issue and Allotment of NCDs and the listing of the NCDs on Stock Exchanges. Securities with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. The ratings provided by India Rating & Research Private Limited may be suspended, withdrawn or revised at any time on the basis of factors such as new information by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which pre issue advertisement will be given. For the rationale, rating letters and press release for these ratings, see "Annexure A" of the Prospectus, on page 350. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus.

**DISCLAIMER CLAUSE OF INDIA RATINGS AND RESEARCH PRIVATE LIMITED:** Users of India Ratings and Research Private Limited ("India Ratings") ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisors are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. The Rating Agency shall neither construed to be nor acting under the capacity or nature of an 'expert' as defined under Section 2(38) of the Companies Act, 2013. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

**GENERAL RISKS:** Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on page 17 and 176 respectively of the Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the NCDs or investor's decision to purchase such securities. The Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

**AVAILABILITY OF APPLICATION FORM:** Application Forms can be obtained from: UGRO Capital Limited, Tel.: +91 22 4182 1600; Lead Manager: Tipsons Consultancy Services Private Limited, Tel.: +91 79 66828064 / 66828127, and offices of Trading Members, Designated Intermediary(ies) and Designated Branches of the SCSBs. Electronic Application Forms will be available on the websites of SCSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges, Lead Manager. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface/platform of the BSE i.e "BSE Direct" and of NSE i.e. "NSE EgoBid". Further, BSE Direct platform can be accessed at https://www.bsedirect.com and NSE EgoBid at www.nseindia.com or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request. **Link to download Abridged Prospectus: https://www.tipsons.com/downloads.**

**AVAILABILITY OF PROSPECTUS:** Investors are advised to refer to the Prospectus dated October 04, 2024, and the "Risk Factors" on page 17 of the Prospectus before applying in the Issue. Physical copies of the Prospectus can be obtained from the Registered Office of the Company and Lead Manager. Full copy of the Prospectus is available on the website of the Issuer at www.ugrocapital.com, of the Lead Manager at www.tipsons.com of NSE at www.nseindia.com, of BSE at www.bseindia.com and of SEBI at www.sebi.gov.in.

**PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK:** Kotak Mahindra Bank Limited  
**Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Prospectus. For further details please refer to the Prospectus dated October 04, 2024.**

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	CREDIT RATING AGENCY	DEBENTURE TRUSTEE**	STATUTORY AUDITOR	COMPANY SECRETARY AND COMPLIANCE OFFICER
<p><b>Tipsons Consultancy Services Private Limited</b> 1st Floor, Sheraton House, Opposite Kelay Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad - 380 015, Gujarat, India. Tel.: +91 79 66828064 / 66828127 Email: tipsons.projectpragati@tipsons.com Investor Grievance Email: ig@tipsons.com Contact person: Nagesh Chauhan Website: www.tipsons.com SEBI registration number: INM000011849</p>	<p><b>Link Intime India Private Limited</b> C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel.: +91 810 811 4949; Fax: +91 22 49186160 Email: ugrocapital.ncd2024@linkintime.co.in Investor Grievance Email: ugrocapital.ncd2024@linkintime.co.in Contact person: Shanti Gopalkrishnan Website: www.linkintime.co.in/ SEBI registration number: INR000004058</p>	<p><b>India Ratings &amp; Research</b> A Fitch Rating Company India Ratings and Research Private Limited Workhardt Towers, 4th Floor, West Wing, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051, Maharashtra, India Tel.: +91 22 40001700; Fax: +91 22 40001701 Email: info@indiaratings.co.in Website: www.indiaratings.co.in Contact Person: Karan Gupta SEBI Registration No.: IN/CRA/002/1999</p>	<p><b>MITCON Credentia Trusteeship Services Limited</b> Registered Address: Kubera Chambers, 1st Floor, Shivajinagar, Pune 411005, Maharashtra, India Corporate Address: 1402/03, B-Wing, Dalalal Tower, 14th Floor, Free Press Journal Marg, 211, Nariman Point, Mumbai-400021, India Tel.: +91 22828200; Fax: +91 22024553 Email: contact@mitconcredentia.in Investor Grievance Email: investor@mitconcredentia.in Contact person: Vaishali Urkude; Website: www.mitconcredentia.com SEBI registration number: IND000000596</p>	<p><b>M/s Sharp &amp; Tannan Associates</b> Chartered Accountants 87, Nariman Bhavan, 227 Nariman Point, Mumbai 400021 Tel.: +91 22 6153 7500, 2202 2224/8857; Email: mumbai.office@sharpanandan.com, Contact Person: Tiraharaj Khot</p>	<p><b>Satish Chelladurai Kumar</b> Equinox Business Park, Tower 3, Fourth Floor, Off BKC, LBS Road, Kurla, Mumbai - 400070, Maharashtra, India Tel No: +91 22 4182 1600 Email: cs@ugrocapital.com</p> <p>Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment advice, demat credit of allotted NCDs or refund orders transfers etc.</p>

\*\* MITCON Credentia Trusteeship Services Limited under Regulation 8 of SEBI NCS Regulations has vide its letter dated September 24, 2024 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue.

**DISCLAIMER: UGRO Capital Limited**, subject to market conditions and other considerations, is proposing a public issue of Secured, Rated, Listed, Redeemable, Non-convertible Debentures and has filed the Prospectus dated October 04, 2024 with the Registrar of Companies, Maharashtra at Mumbai, NSE, BSE and SEBI. The Prospectus dated October 04, 2024 read with Corrigendum dated October 08, 2024 and Addendum dated October 12, 2024 (collectively "Prospectus") is also available on the Company website at www.ugrocapital.com, on the website of NSE at www.nseindia.com, BSE at www.bseindia.com, SEBI at www.sebi.gov.in, and on the website of the Lead Manager at www.tipsons.com. Investors proposing to participate in the Issue should invest only on the basis of information contained in the Prospectus dated October 04, 2024. Investors should note that investment in NCDs involves a high degree of risk and for details relating to same, please refer to the Prospectus dated October 04, 2024, including "Risk Factors" beginning on page 17 and "Material Developments" on page 176 of the Prospectus before making an investment in the Issue.

For UGRO Capital Limited  
Sd/-  
Shachindra Nath  
Vice Chairman & Managing Director  
(DIN: 00510618)



भारतीय स्टेट बैंक त्नाकउरत आसित रिकवरी थाम्ना-।

प्रथम त्तर, 23, नजफगंज रोड, नई दिल्ली-110015, फोन: 25419177, 25412977 ई-मेल: sbi.05169@sbi.co.in

परिशिष्ट IV-क, (नियम 8(6) का परन्तुक देखें) चल/अचल सम्पत्ति के विक्रय हेतु विक्रय नोटिस

प्रतिभूति हित (प्रवर्तन) नियम 2002 के नियम 8(6) के परन्तुक के साथ पठित वित्तीय आसितियों का प्रतिभूतिकरण और पुनर्गठन तथा प्रतिभूति हित का प्रवर्तन अधिनियम, 2002 के अधीन चल/अचल सम्पत्तियों के विक्रय हेतु ई-नीलामी विक्रय नोटिस, आम लोगों को और विशेष रूप से उधार लेने वाला और प्रत्याभूति - दाता को यह नोटिस दिया जाता है कि नीचे वर्णित चल/अचल सम्पत्तियां जो प्रतिभूत लेनदार के पास सुरक्षित/निरीक्षित/प्रगृहीत हैं, का कब्जा, (प्रतिभूत लेनदार) के प्राधिकृत अधिकारी द्वारा लिया गया है, को "जहाँ है, जैसा है और जो कुछ भी है" के आधार पर निम्नवर्णित कर्जदारों/गारंटर्स और स्विकरताओं को प्रत्याभूत - दाता (भारतीय स्टेट बैंक) से - प्रतिभूत लेनदार की नीचे वर्णित रूप की बकाया राशि की वसूली हेतु नीचे वर्णित दिनांकों को बेचा जाएगा। (अर्थात् मूल्य और अंतिम धनराशि नीचे वर्णित रूप होगी।)

क्र. सं.	कर्जदार(बी)/ गारंटर(सी) का नाम एवं पता	नीलामी के अधीन आवृत्त प्रगृहीत प्रतिभूति का पता (सम्पत्ति का भौतिक/सांकेतिक कब्जा)	आवृत्त मूल्य	बकाया राशियां जिसकी वसूली हेतु सम्पत्ति बेची जा रही है	संपर्क हेतु व्यक्ति का नाम और नं.	ई-नीलामी की तिथि प्रत्येक 10 मिनट के असीमित विस्तार के साथ	सम्पत्ति का स्थल पर निरीक्षण करने हेतु तिथि एवं समय
			घरोर राशि (आवृत्त मूल्य का 10%) बुद्धि राशि				
1	दीपू शशिचंदन और सौम्या गोपी, केजी रोड रोड, प्लेट नंबर 102, पी ब्लॉक, पद्मनगर गांव, पूनामाली ईई टीके 600123 और 538 कोचोवैको, पुणेनरी, वेदकका बुकावे, पधानम विहा, केरल-691529 और, मकान नं. -380/7 प्रताप नगर, गुरुगांव, हरियाणा 122001 और सुनित नंबर पी-004, मूलत, टॉवर कारनेशन पी, टेरा प्लोर्स, टेरा सिटी, भिवाड़ी-अलवर एक्सप्रेस हाईवे, भिवाड़ी (राजस्थान) 301019	सुनित संख्या पी-004, मूलत, टॉवर कारनेशन पी, टेरा प्लोर्स, टेरा सिटी, भिवाड़ी-अलवर एक्सप्रेस हाईवे, भिवाड़ी (राजस्थान) 301019 (सांकेतिक कब्जा बैंक के पास है।)	₹ 15.00 लाख ₹ 1.50 लाख ₹ 50,000/-	₹. 11,48,834.00 दिनांक 28.02.2020 तक लस मविथ का ब्याज एवं प्रमार इत्यादि	श्री विजय स्वर्ण 9871846941 श्री विनय कुमार 9650908373	18-11-2024 पूर्वा 12.00 बजे से अपरा 04.00 बजे तक	14-11-2024 दोपहर 12.00 बजे से अपरा 04.00 बजे तक

ई-नीलामी हेतु नियम व शर्तः-

- ई-नीलामी "जैसा है जहाँ है" तथा "जैसा है जो भी है" के आधार पर ऑन लाईन आयोजित की जायेगी। यह नीलामी वेबपोर्टल <https://ebkraj.in> के माध्यम से ऑनलाइन संचालित की जायेगी। ऑनलाइन नीलामी विक्री के अन्तर्गत ई-नीलामी बोली प्रपत्र, घोषणापत्र, सामान्य नियम व शर्तें आदि निविदा दरशायेज ई-नीलामी प्लेटफार्म <https://ebkraj.in> पर उपलब्ध हैं।
- अधोस्ताहकता की सौजन्य जानकारी एवं ज्ञान के अनुसार सम्पत्ति(यों) पर कोई प्रचार नहीं है। तथापि इच्छुक बोलीदाता(ओं) को, कर्जदार, नीलामी में रखी गयी सम्पत्ति(यों) के स्वाभिव तथा सम्पत्ति(यों) को प्रभावित करने वाले दावों / अधिकारों / बकाया राशियों के संबंध में अपनी स्वयं स्वतन्त्र जांच, अपनी बोली प्रस्तुत करने से पूर्व कर लेनी चाहिए। ई-नीलामी विज्ञापन बैंक की किसी भी प्रकार की प्रतिबद्धता/व्यवस्थापन निमित्त नहीं करता है और न ही कोई व्यवस्थापन/प्रतिबद्धता या प्रतिनिधित्व करता समझा जायेगा। सम्पत्ति(यों) की विक्री बैंक को ज्ञान या अज्ञात वर्तमान विद्यमान एवं भावी प्रमाणों/अपमानों के साथ की जा रही है। प्राधिकृत अधिकारी / प्रतिभूत लेनदार किसी भी प्रकार के दावों / अधिकारों / बकाया राशियों के लिए किसी भी तरह से जिम्मेदार नहीं होगा।
- इच्छुक बोलीदाता ई-नीलामी बंद होने से पूर्व M/S PSB ALLIANCE (EBKRAY) के पास प्री-बिड ईएमडी जमा कर सकते हैं। M/S PSB ALLIANCE (EBKRAY) के बैंक खाते में भुगतान की प्राप्ति और ई-नीलामी वेबसाइट में इस तरह की जानकारी को अपडेट करने के बाद ही बोलीदाता को प्री-बिड ईएमडी का क्रेडिट दिया जाएगा। बैंकिंग प्रक्रिया के अनुसार इसमें कुछ समय लग सकता है और इसलिए बोलीदाताओं को अपने हित में सलाह दी जाती है कि किसी भी अंतिम समय की समस्या से बचने के लिए बोली पूर्व ईएमडी राशि अंतिम रूप से जमा करें।
- यह ई-नीलामी वित्तीय परिसम्पत्तियों के प्रतिभूतिकरण एवं पुर्ननिर्माण और प्रतिभूति हित प्रवर्तन अधिनियम-2002 के अन्तर्गत निर्धारित नियमों / शर्तों के अनुसार की जायेगी।
- ई-नीलामी के अन्य नियम व शर्तें निम्नलिखित वेबसाइट <https://ebkraj.in> पर प्रकाशित की गई हैं।

ध्यान दें: उधारकर्ता/गारंटर/बंधकर्ता को 15/30 दिनों की विक्री नोटिस पूर्व ही प्रतीक डाक/स्पीड पोस्ट द्वारा भेज दी गई है। यदि ऐसी पार्टी/पार्टियों को यह नहीं मिला है, तो इस नोटिस को इन सभी पक्षों के लिए सेवा का वैकल्पिक तरीका माना जा सकता है।

दिनांक 10-10-2024, स्थान : नई दिल्ली

हस्तात/— प्राधिकृत अधिकारी, भारतीय स्टेट बैंक

This is an advertisement issued, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purposes only.

# UGRO CAPITAL LIMITED

UGRO Capital Limited ("The Company" or the "Issuer") was incorporated as "Chokhani Securities Private Limited" under the Companies Act, 1956 on February 10, 1993 with Registrar of Companies, Maharashtra at Bombay. Our Company was subsequently converted into a public limited company pursuant to the fresh Certificate of Incorporation issued by the Registrar of Companies, Maharashtra at Bombay on July 26, 1994. The name of our Company was subsequently changed from "Chokhani Securities Limited" to "UGRO Capital Limited" and a fresh Certificate of Incorporation was issued by Registrar of Companies, Maharashtra at Mumbai ("RoC") on September 26, 2018. Our Company is also registered with RBI as Systematically Important non-deposit taking Non-Banking Finance Company with registration no. 13.00325 dated October 26, 2018 and further our Company has obtained certificate of registration dated January 09, 2024 bearing no. N-13.02475, to commence/carry on the factoring business without accepting public deposits. For further details about our Company, see "General Information" and "History and Certain Other Corporate Matters" on pages 44 and 123 of the Prospectus dated October 04, 2024 (the "Prospectus").

Registered and Corporate Office: Equinox Business Park, Tower 3, Fourth Floor, Off BKC, LBS Road, Kurla, Mumbai - 400070, Maharashtra, India. Tel.: +91 22 4182 1600; CIN: L67120MH1993PLC070739; PAN: AAAC02069E; Website: [www.ugrocapital.com](http://www.ugrocapital.com); Email: [cs@ugrocapital.com](mailto:cs@ugrocapital.com);  
Company Secretary & Compliance Officer: Salish Chelladurai Kumar, Tel.: +91 22 4182 1600; Email: [cs@ugrocapital.com](mailto:cs@ugrocapital.com); Chief Financial Officer: Kishore Kumar Lodha, Tel.: +91 22 4182 1600; Email: [kishore.lodha@ugrocapital.com](mailto:kishore.lodha@ugrocapital.com)

## THE ISSUE

PUBLIC ISSUE BY OUR COMPANY OF UP TO 20,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 10,000 EACH ("NCDs") FOR AN AMOUNT UP TO ₹ 10,000 LAKH ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 10,000 LAKH ("GREEN SHOE OPTION"). FOR AN AGGREGATE AMOUNT OF UP TO ₹ 20,000 LAKH ("ISSUE SIZE" OR "ISSUE LIMIT") (HEREINAFTER REFERRED TO AS THE "ISSUE") THROUGH PROSPECTUS. THE NCDs WILL BE ISSUED ON TERMS AND CONDITIONS AS SET OUT IN THE PROSPECTUS WHICH SHOULD BE READ TOGETHER WITH THE DRAFT PROSPECTUS (COLLECTIVELY, THE "OFFER DOCUMENTS"). THIS ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013") AND THE SEBI MASTER CIRCULAR. THIS ISSUE IS NOT UNDERWRITTEN.

CREDIT RATING: "IND A+/STABLE" BY INDIA RATINGS &amp; RESEARCH PRIVATE LIMITED

Allotment on first come first serve basis\*

\*Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges in accordance with the SEBI Master Circular. However, in the event of over subscription and thereafter, the allotments would be made to the applicants on proportionate basis based on the date of upload of each Application on the electronic platform of the Stock Exchanges, in each Portion subject to the Allocation Ratio indicated in the Prospectus. For further details refer section titled "Issue Related Information" on page 180 of the Prospectus dated October 04, 2024.

## ISSUE PROGRAMME\*

# ISSUE OPENED ON THURSDAY, OCTOBER 10, 2024

# ISSUE CLOSURES ON WEDNESDAY, OCTOBER 23, 2024

\*This Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date (subject to a minimum period of two Working Days and a maximum period of ten Working Days from the date of opening of the Issue) as may be decided by the Board of Directors of the Company or the Investment and Borrowing Committee, subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement for opening of this Issue has been given on or before such earlier or initial date of Issue closure. Application Forms for this Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time). On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Issue Closing Date. For further details please refer to "Issue Related Information" on page 180 of the Prospectus.

ADDENDUM TO THE PROSPECTUS DATED OCTOBER 04, 2024 READ WITH CORRIGENDUM DATED OCTOBER 08, 2024; NOTICE TO THE INVESTORS ("ADDENDUM")

This addendum to the Prospectus ("Addendum") is with reference to the Prospectus filed in relation to the Issue read with Corrigendum dated October 08, 2024 ("Corrigendum"). In this regard, Mr. Shachindra Nath, Vice Chairman & Managing Director has been appointed as a director on the board of directors of PSL Association of India with effect from September 20, 2024. Accordingly, disclosures in "Our Management" starting on page 126 of the Prospectus shall be read together with the above information and shall stand modified to such extent.

All capitalised terms used in this Addendum shall, unless the context otherwise required, have the same meaning as ascribed in the Prospectus. The Prospectus shall be read in conjunction with the Corrigendum and with this Addendum. Kindly note the term Transaction Documents and all relevant documents in the Prospectus shall include reference to this Addendum.

## ASBA\* Simple, Safe, Smart way of Application!!!

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public Issues from October 01, 2018. No cheque will be accepted.

## LUPI UPI - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

LUPI - Now available in ASBA for Retail Individual Investors. Investors bidding using the UPI Mechanism are required to ensure that they use only their own bank account linked UPI ID to make an application in the issue and for submitting bids upto an application value of ₹ 5,00,000, applying through Designated Intermediaries, SCsBs or through the BSE Direct App/NSGO/BID/ Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 220 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2021 as amended.

NCDs ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGER AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED "ISSUE RELATED INFORMATION" ON PAGE 180 OF THE PROSPECTUS.

INFORMATION REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 123 of the Prospectus. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see "Material Contracts and Documents for Inspection" on page 346 of the Prospectus.

LIABILITY OF MEMBERS: Limited by Shares.  
AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2024: The Authorised Share Capital of our Company is ₹ 175,00,00,000/- divided into 15,45,00,000 Equity Shares of face value of ₹ 10/- each and 2,05,00,000 Preference Shares of face value ₹ 10/- each. The issued, subscribed and paid up share capital of our Company is ₹ 92,99,42,010/- divided into 9,29,94,201 Equity Shares of face value ₹ 10/- each. For further information on the share capital of our Company, see "Capital Structure" on page 54 of the Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed by them at the time of signing of Memorandum of Association: 10 Equity Shares each by Ramakant R Chokhani and N R Chokhani at the time of incorporation of our Company aggregating to 20 Equity shares.

LISTING: The NCDs offered through the Prospectus are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). NSE shall be the Designated Stock Exchange. Our Company has received an "in-principle" approval from BSE vide their letter bearing reference number DCS/BM.PI-BOND/21/24-25, dated September 26, 2024 and NSE vide their letter bearing reference number NSE/LIST/D/2024/0303, dated September 26, 2024.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Draft Offer Document / Offer Document for the full text of the Disclaimer clause of the BSE Limited.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of NSE".

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is distinctly understood by the Issuer that the permission given by NSE to use their Infrastructure should not in any way be deemed or construed as that the compliance with various statutory and other requirements by UGRO Capital Limited, Lead Manager etc. are cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issuer, its promoter, its management or any scheme or project of this Issuer.

It is also to be distinctly understood that the approval given by NSE should not in any way be deemed or construed that the prospectus has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the prospectus; nor does it warrant that the securities will be listed or will continue to be listed on Exchange.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid Certificate of Registration no. 13.00325 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934 and Certificate of Registration no. N-13.02475 from Reserve Bank of India under Section 3 of Factoring Regulation Act, 2011. A copy of the Prospectus has not been filed with or submitted to the Reserve Bank of India ("RBI"). It is distinctly understood that the Prospectus should not in any way be deemed or construed to be approved or vetted by RBI. RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the issuer or for the correctness of any of the statements or representations made or opinions expressed by the issuer and for discharge of liability by the issuer. RBI neither accepts any responsibility nor guarantee for the payment of any amount due to any investor in respect of the proposed NCDs.

CREDIT RATING: The NCDs proposed to be issued under the Issue have been rated "IND A+/STABLE" for an amount of ₹ 20,000 lakh by India Rating & Research Private Limited vide their rating letter dated September 06, 2024 and press release dated September 06, 2024. The rating provided by India Rating & Research Private Limited is valid as on the date of the Prospectus and shall remain valid on date of the Issue and Allotment of NCDs and the listing of the NCDs on Stock Exchanges. Securities with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. The ratings provided by India Rating & Research Private Limited may be suspended, withdrawn or revised at any time on the basis of factors such as new information by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which pre issue advertisement will be given. For the rationale, rating letters and press release for these ratings, see "Annexure A" of the Prospectus, on page 350. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus.

DISCLAIMER CLAUSE OF INDIA RATINGS AND RESEARCH PRIVATE LIMITED: Users of India Ratings and Research Private Limited ("India Ratings") ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. The Rating Agency shall neither be construed to be nor acting under the capacity or nature of an "expert" as defined under Section 2(38) of the Companies Act, 2013. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

GENERAL RISKS: Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on page 17 and 176 respectively of the Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the NCDs or investor's decision to purchase such securities. The Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: UGRO Capital Limited, Tel: +91 22 4182 1600; Lead Manager: Tipsons Consultancy Services Private Limited, Tel.: +91 79 66828064 / 66828127, and offices of Trading Members, Designated Intermediary(ies) and Designated Branches of the SCsBs. Electronic Application Forms will be available on the websites of SCsBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges. Lead Manager. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface/platform of the BSE i.e. "BSE Direct" and of NSE i.e. "NSEGoBID". Further, BSE Direct platform can be accessed at <https://www.bsedirect.com> and NSEGoBID at [www.nseindia.com](http://www.nseindia.com) or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request. Link to download Abridged Prospectus: <https://www.tipsons.com/downloads>.

AVAILABILITY OF PROSPECTUS: Investors are advised to refer to the Prospectus dated October 04, 2024, and the "Risk Factors" on page 17 of the Prospectus before applying in the Issue. Physical copies of the Prospectus can be obtained from the Registered Office of the Company and Lead Manager. Full copy of the Prospectus is available on the website of the Issuer at [www.ugrocapital.com](http://www.ugrocapital.com), of the Lead Manager at [www.tipsons.com](http://www.tipsons.com) of NSE at [www.nseindia.com](http://www.nseindia.com), of BSE at [www.bseindia.com](http://www.bseindia.com) and of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: Kotak Mahindra Bank Limited

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Prospectus. For further details please refer to the Prospectus dated October 04, 2024.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	CREDIT RATING AGENCY	DEBENTURE TRUSTEE**	STATUTORY AUDITOR	COMPANY SECRETARY AND COMPLIANCE OFFICER
 <b>Tipsons Consultancy Services Private Limited</b> 1st Floor, Sheraton House, Opposite Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad - 380 015, Gujarat, India. Tel.: +91 79 66828064 / 66828127 Email: <a href="mailto:tipsons.projectoragat@tipsons.com">tipsons.projectoragat@tipsons.com</a> Investor Grievance Email: <a href="mailto:ugrocapital.ncd2024@linkintime.com">ugrocapital.ncd2024@linkintime.com</a> Contact person: Nagesh Chauhan Website: <a href="http://www.tipsons.com">www.tipsons.com</a> SEBI registration number: INM000011849	 <b>Link Intime India Private Limited</b> C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083 Tel.: +91 810 811 4549; Fax: +91 22 49186160 Email: <a href="mailto:ugrocapital.ncd2024@linkintime.com">ugrocapital.ncd2024@linkintime.com</a> Investor Grievance Email: <a href="mailto:ugrocapital.ncd2024@linkintime.com">ugrocapital.ncd2024@linkintime.com</a> Contact person: Shanti Gopalkrishnan Website: <a href="http://www.linkintime.com">www.linkintime.com</a> SEBI registration number: INR00004058	 <b>India Ratings &amp; Research Private Limited</b> Workhardt Towers, 4th Floor, West Wing, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051, Maharashtra, India Tel: +91 22 40001700; Fax: +91 22 40001701 Email: <a href="mailto:info@indiaratings.com">info@indiaratings.com</a> Website: <a href="http://www.indiaratings.com">www.indiaratings.com</a> Contact Person: Karan Gupta SEBI Registration No.: INCR/CA/002/1999	 <b>MITCON CREDITIA</b> PARTNER WITH TRUSTED CREDITORS <b>MITCON Credentia Trustee Services Limited</b> Registered Address: Kubera Chambers, 1st Floor, Shivajinagar, Pune 411005, Maharashtra, India Corporate Address: 1402/03, B-Wing, Dalamal Tower, 14th Floor, Free Press Journal Marg, 211, Nariman Point, Mumbai-400021, India Tel: +91 22828200; Fax: +91 22024553 Email: <a href="mailto:contact@mitconcredentia.in">contact@mitconcredentia.in</a> Investor Grievance Email: <a href="mailto:investorgrievances@mitconcredentia.in">investorgrievances@mitconcredentia.in</a> Contact person: Vaishali Ukude; Website: <a href="http://www.mitconcredentia.com">www.mitconcredentia.com</a> SEBI registration number: IND00000596	<b>M/s Sharp &amp; Tannan Associates</b> Chartered Accountants 87, Nariman Bhavan, 227 Nariman Point, Mumbai 400021 Tel.: +91 22 6153 7500, 2202 2224/8857; Email: <a href="mailto:mumbai.office@sharptannan.com">mumbai.office@sharptannan.com</a> , Contact Person: Tirthraj Khop	<b>Satish Chelladurai Kumar</b> Equinox Business Park, Tower 3, Fourth Floor, Off BKC, LBS Road, Kurla, Mumbai - 400070, Maharashtra, India Tel No: +91 22 4182 1600 Email: <a href="mailto:cs@ugrocapital.com">cs@ugrocapital.com</a> Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment advised, demat credit of allotted NCDs or refund orders transfers etc.

\*\* MITCON Credentia Trustee Services Limited under Regulation 8 of SEBI NCS Regulations has vide its letter dated September 24, 2024 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue.

DISCLAIMER: UGRO Capital Limited, subject to market conditions and other considerations, is proposing a public issue of Secured, Rated, Listed, Redeemable, Non-convertible Debentures and has filed the Prospectus dated October 04, 2024 with the Registrar of Companies, Maharashtra at Mumbai. NSE, BSE and SEBI. The Prospectus dated October 04, 2024 read with Corrigendum dated October 08, 2024 and Addendum dated October 12, 2024 (collectively "Prospectus") is also available on the Company website at [www.ugrocapital.com](http://www.ugrocapital.com), on the website of NSE at [www.nseindia.com](http://www.nseindia.com), BSE at [www.bseindia.com](http://www.bseindia.com), SEBI at [www.sebi.gov.in](http://www.sebi.gov.in), and on the website of the Lead Manager at [www.tipsons.com](http://www.tipsons.com). Investors proposing to participate in the Issue should invest only on the basis of information contained in the Prospectus dated October 04, 2024. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Prospectus dated October 04, 2024, including "Risk Factors" beginning on page 17 and "Material Developments" on page 176 of the Prospectus before making an investment in the Issue.

For UGRO Capital Limited  
 Shachindra Nath  
 Vice Chairman & Managing Director  
 (DIN: 00510618)

Place: Mumbai  
 Date : October 11, 2024

**राष्ट्रीय कृषि आणि ग्रामीण विकास बँक**  
NABARD  
प्लॉट नं. 24, जी - ब्लॉक, बांद्रा कुर्ला कॉम्प्लेक्स, बांद्रा (पूर्व), मुंबई - 400051

**सार्वजनिक सूचना**

खालील टेबलमध्ये दिलेल्या व्यक्तींना आणि / किंवा त्यांच्या कायदेशीर वारसांना यादारे कळवण्यात येते की, नाबाईची सेवेतून सेवानिवृत्ती / राजीनामा / बरखास्तो नंतर (जसे असेल तसे), त्यांचे भविष्य निर्वाह निधी (पीएफ) ही पीएफ खात्यात चलेली दबा न केलेली रक्कम नमुद केली आहे.

क्र.सं	सूचार्थी	कर्तब्यारी का नाम
1	3146	सुधीर कुमार
2	3258	अनिता बहादुर
3	5433	अनिल गोवर्धनदास मिस्त्री
4	3560	हेमेश कुमार सिंह
5	3522	नयना रमेश बहादुरदेसाई
6	1922	स्नेहलता एम गोहेल
7	3643	सूर्य कानिनाथ बोधराज
8	3774	मोहम्मद इस्मियाज अहमद
9	3533	संदीप कुमार
10	3106	विजय कुमार सिंह
11	3273	संतोष कुमार - I

ही नोटीस प्रकाशित झाल्यापासून 90 दिवसांच्या आत खाली स्वाक्षरी केलेल्या व्यक्तींची संपर्क साधून PF रकमेवर दबा करण्यासाठी आवश्यक पात्रे उचलण्याची विनंती केली जाते, असे न केलेल्या नाबाई ही रक्कम भारतीय रिझर्व बँकेकडे ठेवलेल्या दबा न केलेल्या खात्यात हस्तांतरित करेल. यासाठी तुम्ही स्वतः जबाबदार असाल. यानंतर, इतर कोणत्याही माध्यमातून कोणताही दबा स्वीकारता जाणार नाही.

विजय तुमुले  
उप महाप्रबंधक, HRMD  
फोन: 022-68120049  
ई-मेल: pf.nps@nabard.org

Date : 12.10.2024  
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**IDBI BANK**  
आयडीबीआय बँक लिमिटेड  
दोन्ही विंकल, जीएफ, प्लॉट नं. १-७, रोड नं. २२, कोरडवासे इंडस्ट्रियल इस्टेट, एआयडीबी, ठाणे (१), ठाणे वि. ४००६०४

(विषय ८(१))  
नावा सूचना  
(अचल मालमतेसाठी)

ज्याअर्ही  
अधोनामधारीक हे आयडीबीआय बँक लिमिटेडचे प्राधिकृत अधिकारी असून आर्थिक मालमतेचे सिम्युलेशन अंतर्गत क्लिअर अंतर्गत ऑफिस सिम्युलेशन इंटरफेस अंतर्गत, २००२ (२००२ चा ५४) अंतर्गत सिम्युलेशन इंटरफेस (अंमलबजावणी) नियम, २००२ च्या नियम ३३ (१) अंतर्गत प्रदान केलेले अधिकार खालील कर्जदारांना नोटीसमध्ये नमुद केलेल्या रकमेची परतकडे करण्याचे आवाहन करणारी/प्रकाशित करणारी नोटीस प्रालयापासून ६० दिवसांच्या बात घेतिलेला सूचना.

कर्जदारांचे रकमेची परतकडे करण्यात अडथळ्याची शक्यता, यादारे कर्जदारांना आणि सर्वसाधारणपणे जवळचा नोटीस दिली जाते की खाली स्वाक्षरी केलेल्या व्यक्तींचे सिम्युलेशन इंटरफेस (अंमलबजावणी) नियम, २००२ च्या नियम ८ मध्ये कायद्याचे कलम १३ बाबतच्या पोटकलम (४) अन्वये त्यांना प्रदान केलेल्या अधिकारांना बाबर कलम खालील तक्त्यामध्ये वर्णन केलेल्या मालमतेची पूर्तता करणाऱ्या, उपलब्ध वेळेवर, कायद्याच्या कलम १३ च्या उपकलम (८) या तरतुदीकडे कर्जदारांचे लक्ष वेधण्यात आले आहे.

विषय: कर्जदारांना आणि सर्वसाधारणपणे जवळचा यादारे साबित केले जाते की मालमतेचा व्यवहार करू नये आणि मालमतेची कोणताही अडथळी केल्यास आयडीबीआय बँक लिमिटेडच्या खाली नमुद केलेल्या रकमेचे युक्त आणि स्वाक्षरीत व्यज आकारले जाईल.

कर्जदारांचे नाव/सहकर्जदार/जमनीदारचे नाव	१३(१) सूचना/प्रकाशन तारीख	क्रिया नोटीसमध्ये द्यावा केलेली रक्कम (₹.)	प्रतिकारक ताब्याचा दिनांक	मालमतेचा परता
योगेश जयदेव चंदकर आणि नृती योगेश चंदकर	१८.१०.२०२३	१,४१,१३,२१३/-	१०.१०.२०२४	प्लॉट क्र. ३०५, तिसरा मजला, आनंद क्र. २, केसाव बास्टेव, रस्ता हाय कॉन्प्लेक्स, गाव - नवघर, मीरा रोड पूर्व, ठाणे महाराष्ट्र ४०११०५.
सुधा नानदेव घोडेके आणि माता सुरेश घोडेके	२०.१०.२०२४	१६,०९,२१३/-	०९.१०.२०२४	प्लॉट क्र. १०३, पहिला मजला, डी-विंग, चिन्ना लेक विडिंग, मोरानम लेक ब्यु, बदलागर गाव (पश्चिम), महाराष्ट्र ४२१५०३.

सही /  
प्राधिकृत अधिकारी  
आयडीबीआय बँक लिमिटेड (१)

ठिकाण: ठाणे  
दिनांक: १२-१०-२०२४

**आयडीएफसी फर्स्ट बँक लिमिटेड**  
(पूर्वीची आयडीएफसी बँक लि. अशी ज्ञात) सीआयएस: एन६५५११०००२०१४१एलसी०१००१२  
नॉन-कॉन्वर्टिबल कार्यालय: केआयएम टॉवर, जवा मजला, इन्डियन रोड, चेंबूर, चेन्नई-६०००३१. दूर: +९१ ४४ ४५६४ ४०००, फॅक्स: +९१ ४४ ४५६४ ४०२२

**जोडपत्र-IV-ए (नियम ८(६) आणि ९(१) ची तरतुद पहा) - स्थावर मिल्करीच्या विक्रीकरिता विक्री सूचना**

सिम्युलेशन अंतर्गत क्लिअर अंतर्गत ऑफिस सिम्युलेशन इंटरफेस अंतर्गत, २००२ सबाबता सिम्युलेशन इंटरफेस (एफोर्स) कलम, २००२ च्या नियम ८(६) आणि ९(१) यादी परतकडेच्या स्थावर मतेच्या विक्रीकरिता ई-लिवाव विक्री सूचना.

सर्वसाधारण जनात आणि विषय: तत्ता क्र. (iii) नुसार कर्जदार, सह-कर्जदार आणि हमीदार यांना सूचना यादारे देण्यात येते की, खालील वर्णिलेला तत्ता क्र. (iv) नुसार स्थावर मिल्करी हा टाण धनकीकडे गहाण/प्रभात आहे जिचा कलम जो याआधी आयडीएफसी बँक लिमिटेड अशी ज्ञात च्या प्राधिकृत अधिकार्यांनी घेतला आहे, ती कर्जदार आणि सह-कर्जदार यांच्याकडून आयडीएफसी फर्स्ट बँक लिमिटेड (याआधी आयडीएफसी बँक लि. अशी ज्ञात) यांना बकीत तत्ता क्र. (i) नुसार घ्यावुनीकरिता "जे आहे ते घ्या" "जे आहे ते घ्या" आणि "जे आहे ते घ्या" तत्वाचे विक्रयत वेपार आहे. विक्रीच्या तपशीलात अटी आणि शर्तीकरिता, कृपया आयडीएफसी फर्स्ट बँक वेबसाईटवर म्हणजेच [www.idfcfirstbank.com](http://www.idfcfirstbank.com) मध्ये पुर्विलेला लिंकचा संदर्भ घ्यावा.

अ. क्र.	(i) मागणी सूचना तारीख आणि क्रमांक	(ii) बतार अटी	(iii) कर्जदार, सह-कर्जदार आणि हमीदारांची नावे	(iv) रक्कम	(v) मालमतेची तारीख आणि वेळ	(vi) मालमतेची इतर तारीख आणि वेळ	(vii) मालमतेची इतर तारीख आणि वेळ	(viii) मालमतेची इतर तारीख आणि वेळ	(ix) मालमतेची इतर तारीख आणि वेळ	(x) प्राधिकृत अधिकार्याचे नाव आणि संपर्क तपशील
१	प्लॉट क्र. ४८८००८०७ / मागणी क्रमांक: २२-१०-२०२४	१३८८०४०७, २२६३३३३३ आणि ३७५८६६९	सुधीर केशव आणि अश्विनी सुधीर	₹१०,००,०००/-	१०-ऑक्टोबर - २०२४ स. ११.०० ते ५.०० वा.	२९-ऑक्टोबर - २०२४ स. १०.०० वा. ते ५.०० वा.	२९-ऑक्टोबर - २०२४ स. १०.०० वा. ते ५.०० वा.	२९-ऑक्टोबर - २०२४ स. १०.०० वा. ते ५.०० वा.	नाम - सोनिल मिश्रा संपर्क क्रमांक - ९९२९५९५९२ नाम - प्रतिक कलमकर संपर्क क्रमांक - ९९२९५९५९२	
२	प्लॉट क्र. ५२०९२८२.०० / मागणी क्रमांक: २६-१०-२०२४	अचलमालमतेचे, अव्यवस्था बने आणि वेळापत्रक	अचलमालमतेचे, अव्यवस्था बने आणि वेळापत्रक	₹२०,००,०००/-	२०-ऑक्टोबर - २०२४ स. ११.०० ते ५.०० वा.	२९-ऑक्टोबर - २०२४ स. १०.०० वा. ते ५.०० वा.	२९-ऑक्टोबर - २०२४ स. १०.०० वा. ते ५.०० वा.	२९-ऑक्टोबर - २०२४ स. १०.०० वा. ते ५.०० वा.	नाम - सोनिल मिश्रा संपर्क क्रमांक - ९९२९५९५९२ नाम - सुदित मिश्रा संपर्क क्रमांक - ९९२९५९५९२	

(iv) गहाण मिल्करीचा परता: प्लॉट क्र. ४०/२४, चौथ्या मजल्यावर, मोजगावित ६५० चौ. फू. बिल्ड अप क्षेत्र (६०.५१ चौ. मीटर), "श्री साई राम" को-ऑपरेटिव्ह हाऊसिंग सोसायटी लिमिटेड अशा शाहू गारावामध्ये, सविता वाडी, नेहरू रोड, डोंबिवली (पूर्व), ता.कुर्ला कल्याण, वि. ठाणे.

(v) गहाण मिल्करीचा परता: प्लॉट क्र. २०१, मोजगावित ५४.१३ चौ. मीटर (वर्ग फीट), रस्ता मल्लवार, अंबनाराव इंडस्ट्रियल क्षेत्रात प्लॉट क्र. ३० वर ठेव, खोब-बुडकरी गावाच्या हद्दीत, ता.कुर्ला अंबनाराव आणि नोदी गाव जिहा अंतर्गत, जिहा आणि नोदी जिहा ठाणे ये ते सर्व गाव आणि जिहा आणि मीमावत. पूर्व: पोपडगुडी, पश्चिम: कल्याण बदलागर रोड, उत्तर: प्लॉट क्र. ३१ चेंबूर, दक्षिण: प्लॉट क्र. २९- इंडस्ट्रियल बॉम्बेकरिता इमारत अंतर्गत.

घोषणा: कृपया नोंद घ्यावी की, सदर सूचना फक्त स्थावर मिल्करीच्या विक्रीकरिता जारी करण्यात आली आहे आणि आयडीएफसी फर्स्ट बँक लिमिटेडच्या स्थावर मिल्करीच्या विक्रीच्या वेळी जॉग मिल्करीत काही असल्यास त्याची विक्री करण्याचा अधिकार नाही.

सही / - प्राधिकृत अधिकारी  
आयडीएफसी बँक लिमिटेड  
(पूर्वी आयडीएफसी बँक लि. अशी ज्ञात)

दिनांक: १२.१०.२०२४

This is an advertisement issued, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purposes only.

# UGRO CAPITAL LIMITED

UGRO Capital Limited ("The Company" or the "Issuer") was incorporated as "Chokhani Securities Private Limited" under the Companies Act, 1956 on February 10, 1993 with Registrar of Companies, Maharashtra at Bombay. Our Company was subsequently converted into a public limited company pursuant to the fresh Certificate of Incorporation issued by the Registrar of Companies, Maharashtra at Bombay on July 26, 1994. The name of our Company was subsequently changed from "Chokhani Securities Private Limited" to "UGRO Capital Limited" and a fresh Certificate of Incorporation was issued by Registrar of Companies, Maharashtra at Mumbai ("RoC") on September 26, 2018. Our Company is also registered with RBI as Systematically Important non-deposit taking Non-Banking Finance Company with registration no. 13.00325 dated October 26, 2018 and further our Company has obtained certificate of registration dated January 09, 2024 bearing no. N-13.02475, to commence/carry on the factoring business without accepting public deposits. For further details about our Company, see "General Information" and "History and Certain Other Corporate Matters" on pages 44 and 123 of the Prospectus dated October 04, 2024 (the "Prospectus").

Registered and Corporate Office: Equinox Business Park, Tower 3, Fourth Floor, Off BKC, LBS Road, Kuria, Mumbai - 400070, Maharashtra, India; Tel.: +91 22 4182 1600; CIN: L67120MH1993PLC070739; PAN: AAACC2069E; Website: www.ugrocapital.com; Email: cs@ugrocapital.com; Company Secretary & Compliance Officer: Saish Chelladurai Kumar, Tel.: +91 22 4182 1600; Email: cs@ugrocapital.com, Chief Financial Officer: Kishore Kumar Lodha, Tel.: +91 22 4182 1600; Email: kishore.lodha@ugrocapital.com

## THE ISSUE

PUBLIC ISSUE BY OUR COMPANY OF UPTO 20,00,000 SECURED, RATED, LISTED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000 EACH ("NCDs") FOR AN AMOUNT UP TO ₹ 10,00,000 LAKH ("BASE ISSUE SIZE") WITH AN OPTION TO RETAIN OVERSUBSCRIPTION UP TO ₹ 10,00,000 LAKH ("GREEN SHOE OPTION"), FOR AN AGGREGATE AMOUNT OF UP TO ₹ 20,00,000 LAKH ("ISSUE SIZE" OR "ISSUE LIMIT") (HEREINAFTER REFERRED TO AS THE "ISSUE") THROUGH PROSPECTUS. THE NCDs WILL BE ISSUED ON TERMS AND CONDITIONS AS SET OUT IN THE PROSPECTUS WHICH SHOULD BE READ TOGETHER WITH THE DRAFT PROSPECTUS (COLLECTIVELY, THE "OFFER DOCUMENTS"). THIS ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT, 2013") AND THE SEBI MASTER CIRCULAR. THIS ISSUE IS NOT UNDERWRITTEN.

CREDIT RATING: "IND A+/STABLE" BY INDIA RATINGS & RESEARCH PRIVATE LIMITED

Allotment in the public issue of debt securities shall be made on the basis of date of upload of each application into the electronic book of the Stock Exchanges in accordance with the SEBI Master Circular. However, in the event of over subscription and thereafter, the allotments would be made to the applicants on proportionate basis based on the date of upload of each Application on the electronic platform of the Stock Exchanges, in each Portion subject to the Allocation Ratio indicated in the Prospectus. For further details refer section titled "Issue Related Information" on page 180 of the Prospectus dated October 04, 2024.

## ISSUE PROGRAMME\*

\* This Issue shall remain open for subscription on Working Days from 10:00 a.m. to 5:00 p.m. (Indian Standard Time) during the period indicated in the Prospectus, except that the Issue may close on such earlier date or extended date (subject to a minimum period of two Working Days and a maximum period of ten Working Days from the date of opening of the Issue) as may be decided by the Board of Directors of the Company or the Investment and Borrowing Committee, subject to compliance with Regulation 33A of the SEBI NCS Regulations. In the event of an early closure or extension of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in all the newspapers in which pre-issue advertisement for opening of this Issue has been given on or before such earlier or initial date of Issue closure. Application Forms for this Issue will be accepted only from 10:00 a.m. to 5:00 p.m. (Indian Standard Time). On the Issue Closing Date, the Application Forms will be accepted only between 10:00 a.m. and 3:00 p.m. (Indian Standard Time) and uploaded until 5:00 p.m. (Indian Standard Time) or such extended time as may be permitted by the Stock Exchanges. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5:00 p.m. (Indian Standard Time) on one Working Day post the Issue Closing Date. For further details please refer to "Issue Related Information" on page 180 of the Prospectus.

ADDENDUM TO THE PROSPECTUS DATED OCTOBER 04, 2024 READ WITH CORRIGENDUM DATED OCTOBER 08, 2024: NOTICE TO THE INVESTORS ("ADDENDUM")

This addendum to the Prospectus ("Addendum") is with reference to the Prospectus filed in relation to the Issue read with Corrigendum dated October 08, 2024 ("Corrigendum"). In this regard, Mr. Shachindra Nath, Vice Chairman & Managing Director has been appointed as a director on the board of directors of PSL Association of India with effect from September 20, 2024. Accordingly, disclosures in "Our Management" starting on page 126 of the Prospectus shall be read together with the above information and shall stand modified to such extent.

All capitalised terms used in this Addendum shall, unless the context otherwise required, have the same meaning as ascribed in the Prospectus. The Prospectus shall be read in conjunction with the Corrigendum and with this Addendum. Kindly note the term Transaction Documents and all relevant documents in the Prospectus shall include reference to this Addendum.

**ASBA\*** Simple, Safe, Smart way of Application!!!

\*Applications Supported by Blocked Amount ("ASBA") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.

Mandatory in public issues from October 01, 2018. No cheque will be accepted.

**UPI** - Now available in ASBA for Retail Individual Investors. Bidders are required to ensure that the bank account used for bidding is linked to their PAN

UPI - Now available in ASBA for Retail Individual Investors. Investors bidding using the UPI Mechanism are required to ensure that they use only their own bank account linked UPI ID to make an application in the issue and for submitting bids upto an application value of ₹ 5,00,000, applying through Designated Intermediaries, SCBS or through the BSE Direct App/NSEgoBID/Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 220 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in). Kotak Mahindra Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI Master Circular dated August 10, 2021 as amended.

NCDs ALLOTMENT WILL BE MADE IN DEMATERIALIZED FORM ONLY. ALLOTMENT IN CONSULTATION WITH THE LEAD MANAGER AND THE DESIGNATED STOCK EXCHANGE SHALL BE MADE ON THE BASIS OF THE DATE OF UPLOAD OF EACH APPLICATION INTO THE ELECTRONIC PLATFORM OF THE STOCK EXCHANGES, IN EACH PORTION SUBJECT TO THE ALLOCATION RATIO. HOWEVER, FROM THE DATE OF OVER SUBSCRIPTION AND THEREAFTER, THE ALLOTMENTS WILL BE MADE TO THE APPLICANTS ON PROPORTIONATE BASIS. FOR FURTHER DETAILS REFER SECTION TITLED "ISSUE RELATED INFORMATION" ON PAGE 180 OF THE PROSPECTUS.

INFORMATION REQUIRED UNDER SECTION 30 OF THE COMPANIES ACT, 2013: CONTENTS OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AS REGARDS ITS OBJECTS: For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 123 of the Prospectus. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see "Material Contracts and Documents for Inspection" on page 346 of the Prospectus.

LIABILITY OF MEMBERS: Limited by Shares.

AMOUNT OF SHARE CAPITAL OF THE COMPANY AND CAPITAL STRUCTURE AS AT SEPTEMBER 30, 2024: The Authorised Share Capital of our Company is ₹ 175,00,000/- divided into 15,45,00,000 Equity Shares of face value of ₹ 10/- each and 2,06,00,000 Preference Shares of face value ₹ 10/- each. The issued, subscribed and paid up share capital of our Company is ₹ 92,99,42,010/- divided into 9,29,94,201 Equity Shares of face value ₹ 10/- each. For further information on the share capital of our Company, see "Capital Structure" on page 54 of the Prospectus.

NAMES OF THE SIGNATORIES AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY AND THE NUMBER OF SHARES SUBSCRIBED BY THEM AT THE TIME OF SIGNING OF THE MEMORANDUM OF ASSOCIATION: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed by them at the time of signing of Memorandum of Association: 10 Equity Shares each by Ramakant R Chokhani and N R Chokhani at the time of incorporation of our Company aggregating to 20 Equity shares.

LISTING: The NCDs offered through the Prospectus are proposed to be listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). NSE shall be the Designated Stock Exchange. Our Company has received an 'in-principle' approval from BSE vide their letter bearing reference number DCS/BM-PI-BOND/21/24-25, dated September 28, 2024 and NSE vide their letter bearing reference number NSE/LISTD/2024/0303, dated September 28, 2024.

DISCLAIMER CLAUSE OF BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Draft Offer Document / Offer Document for the full text of the Disclaimer clause of the BSE Limited.

DISCLAIMER CLAUSE OF NSE: It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Draft Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to the Offer Document for the full text of the "Disclaimer Clause of NSE".

DISCLAIMER CLAUSE OF USE OF BSE ELECTRONIC PLATFORM: It is to be distinctly understood that the permission given by the BSE to use their network and software of the Online system should not in any way be deemed or construed that the compliance with various statutory requirements approved by the BSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

DISCLAIMER CLAUSE OF USE OF NSE ELECTRONIC PLATFORM: It is to be distinctly understood by the issuer that the permission given by NSE to use their Infrastructure should not in any way be deemed or construed as that the compliance with various statutory and other requirements by UGRO Capital Limited, Lead Manager etc. are cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this issuer, its promoter, its management or any scheme or project of this issuer.

It is also to be distinctly understood that the approval given by NSE should not in any way be deemed or construed that the prospectus has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the prospectus; nor does it warrant that the securities will be listed or will continue to be listed on Exchange.

DISCLAIMER CLAUSE OF RBI: The Company is having a valid Certificate of Registration no. 13.00325 issued by the Reserve Bank of India under section 45 IA of the Reserve Bank of India Act, 1934 and Certificate of Registration no. N-13.02475 from Reserve Bank of India under Section 3 of Factoring Regulation Act, 2011. A copy of the Prospectus has not been filed with or submitted to the Reserve Bank of India ("RBI"). It is distinctly understood that the Prospectus should not in any way be deemed or construed to be approved or vetted by RBI. RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the issuer or for the correctness of any of the statements or representations made or opinions expressed by the issuer and for discharge of liability by the issuer. RBI neither accepts any responsibility nor guarantee for the payment of any amount due to any investor in respect of the proposed NCDs.

CREDIT RATING: The NCDs proposed to be issued under the Issue have been rated "IND A+/STABLE" for an amount of ₹ 20,000 lakh by India Rating & Research Private Limited vide their rating letter dated September 06, 2024 and press release dated September 06, 2024. The rating provided by India Rating & Research Private Limited is valid as on the date of the Prospectus and shall remain valid on date of the Issue and Allotment of NCDs and the listing of the NCDs on Stock Exchanges. Securities with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such securities carry low credit risk. The ratings provided by India Rating & Research Private Limited may be suspended, withdrawn or revised at any time on the basis of factors such as new information by the assigning rating agency and should be evaluated independently of any other rating. These ratings are not a recommendation to buy, sell or hold securities and investors should take their own decisions. In case of any change in credit ratings till the listing of NCDs, our Company will inform the investors through public notices/ advertisements in all those newspapers in which pre issue advertisement will be given. For the rationale, rating letters and press release for these ratings, see "Annexure A" of the Prospectus, on page 350. There are no unaccepted ratings and any other ratings other than as specified in the Prospectus.

DISCLAIMER CLAUSE OF INDIA RATINGS AND RESEARCH PRIVATE LIMITED: Users of India Ratings and Research Private Limited ("India Ratings") ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or conditions that were not anticipated at the time a rating was issued or affirmed.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. The Rating Agency shall neither construed to be nor acting under the capacity or nature of an "expert" as defined under Section 2(38) of the Companies Act, 2013. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

GENERAL RISKS: Investment in non-convertible securities is risky and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the issue including the risks involved in it. Specific attention of investors is invited to statement of risk factors contained under "Risk Factors" and "Material Developments" on page 17 and 176 respectively of the Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the NCDs or investor's decision to purchase such securities. The Prospectus has not been and will not be approved by any regulatory authority in India, including the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), RoC or any stock exchange in India nor do they guarantee the accuracy or adequacy of this document.

AVAILABILITY OF APPLICATION FORM: Application Forms can be obtained from: UGRO Capital Limited, Tel: +91 22 4182 1600; Lead Manager: Tipsons Consultancy Services Private Limited, Tel.: +91 79 66828064 / 66828127, and offices of Trading Members, Designated Intermediaries (ies) and Designated Branches of the SCBSs. Electronic Application Forms will be available on the websites of SCBSs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges, Lead Manager. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface/platform of the BSE i.e. "BSE Direct" and of NSE i.e. "NSEgoBID". Further, BSE Direct platform can be accessed at <https://www.bsedirect.com> and NSEgoBID at [www.nseindia.com](http://www.nseindia.com) or can be accessed through mobile app. Further, Application Forms will also be provided to Designated Intermediaries at their request. Link to download Abridged Prospectus: <https://www.tipsons.com/downloads>.

AVAILABILITY OF PHYSICAL COPIES: Investors are advised to refer to the Prospectus dated October 04, 2024, and the "Risk Factors" on page 17 of the Prospectus before applying in the Issue. Prospective copies of the Prospectus can be obtained from the Registered Office of the Company and Lead Manager. Full copy of the Prospectus is available on the website of the issuer at [www.ugrocapital.com](http://www.ugrocapital.com), of the Lead Manager at [www.tipsons.com](http://www.tipsons.com) of NSE at [www.nseindia.com](http://www.nseindia.com), of BSE at [www.bseindia.com](http://www.bseindia.com) and of SEBI at [www.sebi.gov.in](http://www.sebi.gov.in).

PUBLIC ISSUE ACCOUNT BANK, SPONSOR BANK AND REFUND BANK: Kotak Mahindra Bank Limited

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Prospectus. For further details please refer to the Prospectus dated October 04, 2024.

LEAD MANAGER TO THE ISSUE	REGISTRAR TO THE ISSUE	CREDIT RATING AGENCY	DEBENTURE TRUSTEE**	STATUTORY AUDITOR	COMPANY SECRETARY AND COMPLIANCE OFFICER
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