

16th June 2023

**To
The Board of Directors
UGRO Capital Limited
Mumbai**

Dear Sir(s),

Sub: Resignation from the Board of UGRO Capital Limited as an Independent Director

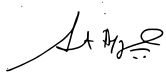
I hereby tender my resignation from the office of Independent Director of UGRO Capital Limited with effect from the closure of business hours of 4th July 2023. Further, I declare that I am resigning since I will be taking up a full-time position at the United Nations in New York.

It has been a pleasure and privilege to serve on the Board. I deeply appreciate the professionalism of my board colleagues as well as the management team at UGRO Capital Limited. Thank you all for your support, and my best wishes to the company for the journey ahead.

Further, in accordance with the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), read with clause 7B of Part A of Schedule III of the Listing Regulations, I hereby confirm that there is no other material reason other than stated aforesaid. Furthermore, please note that, I do not hold any Directorship and membership of committees in other listed entities.

I request the Company to file the necessary forms with the concerned Registrar of Companies, intimate the stock exchanges and other regulatory authorities as required.

**Thanking you,
Yours faithfully,**



**Smita Aggarwal
DIN: 01478327**