

**June 18, 2025**

**BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001**

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

**Scrip Code: 511742**

**NSE Symbol: UGROCAP**

**Dear Sir/ Madam,**

**Sub: Newspaper Publication of Addendum to Letter of Offer regarding Rights issue of the Company**

In relation to the Rights Issue, we had issued an Addendum to the Letter of Offer dated June 04, 2025 pertaining to modifications made to the following sections of the Letter of Offer:

1. **Section III: Introduction – “Notes to the Capital Structure”** (Page 57 of the Letter of Offer)
2. **Section VI: Government Approvals and Licensing Arrangement – “Disclosure under Regulation 97 of SEBI ICDR”** (Page 76 of the Letter of Offer)

The modification pertains to the previously disclosed Preferential Issue of compulsorily convertible debentures (CCDs), which was approved by the Board at its meeting held on May 20, 2025. Pursuant to the proposed acquisition of 100% securities of Profectus Capital Private Limited, approved by the Board at its meeting held on June 17, 2025, the Company has decided to rescind the earlier Board approval for the Preferential Issue and accordingly withdraw the postal ballot notice dated May 20, 2025.

Please find enclosed extracts of the newspaper publication of the advertisement published on Wednesday, June 18, 2025, as per details mentioned below:

1. JanSatta – National daily newspaper with wide circulation.
2. Financial Express – National daily newspaper with wide circulation.
3. Nav Shakti, Mumbai – Regional language daily newspaper with wide circulation at the place where the Registered Office of the Company is situated.

The intimation is also being uploaded on the Company’s website at [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**  
Enc: 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 | **Website:** [www.ugrocapital.com](http://www.ugrocapital.com)

केआईएफएस हाउसिंग फाइनेंस लिमिटेड

पंजीकृत कार्यालय : इकोन प्ले, केआईएफएस कॉम्प्लेक्स, इकोन प्ले, केआईएफएस कॉम्प्लेक्स, इकोन प्ले, केआईएफएस कॉम्प्लेक्स, इकोन प्ले...

Table with 4 columns: क्र. (No.), शाखा/अंचल (Branch/Region), आग संचयन तिथि (Offer Date), और प्राथमिक परिसर/विवरण (Primary Location/Details).

अगर वर्णित प्रस्तावों में गारंटी के साथ ही जारी है कि वे (1) अक्षर एवं पूर्ण विवरणों के लिए अग्रोहासकरका से मूल सूचना प्राप्त करें तथा (2) सरकारी अधिनियम के अंतर्गत जारी की गई सूचना से अपने के लिए उपरोक्त संदर्भित सूचना की तिथि से 60 दिनों के अंदर व्याज एवं लागत इत्यादि के साथ शेष बचका राशि का भुगतान करें।

सार्वजनिक सूचना

फॉर्म आई एन सी - 26 (कंपनी नियमन) नियम, 2014 के नियम 30 के अनुसार...

आम जनता को सूचित किया जाता है कि कंपनी की 12 जून, 2025 को आयोजित असाधारण आम बैठक में पारित विशेष प्रस्ताव के अनुसार कंपनी के एसोसिएट्स के डायन में परिवर्तन की पुष्टि के लिए...

सेना पर्यावरण पार्क एवं प्रशिक्षण क्षेत्र (एईपीटीए) के विविध स्टोर की नीलामी धौला कुआं, नई दिल्ली-110010

विविध अनुयोगी स्टोर की नीलामी 24 जून 2025 (मंगलवार) को सुबह 11:00 बजे सेना पर्यावरण पार्क एवं प्रशिक्षण क्षेत्र धौला कुआं, नई दिल्ली-110010 में होगी। बोली लगाने के इच्छुक विक्रेता इसमें शामिल हो सकते हैं।

मानद सचिव सेना पर्यावरण पार्क एवं प्रशिक्षण क्षेत्र संपर्क नंबर: 011-25693830 और मोबाइल नंबर 9667724874

इंडिया शेल्टर फाइनेंस कार्पोरेशन लिमिटेड

कापीट कार्यालय : छटा ताल, प्लॉट - 15, इंडस्ट्रीयुशनल एरिया, सेक्टर-44, गुरुग्राम, हरियाणा-122002

अचल सम्पत्ति/प्राथमिक आसि का वर्णन : सम्पत्ति के सभी अंश एवं खंड : प्लॉट नंबर 19 ए ग्राम मोहो, निगराक नगर तहसील राजसमंद जिला राजसमंद राजस्थान 313338 चोहदेही - पूर्व : प्लॉट नंबर 20, पश्चिम : प्लॉट नंबर 19 का शेष भाग, निर रोड, उत्तर : गृहि मृत्ति, दक्षिण : रोड

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UGRO CAPITAL LIMITED

Our Company was originally incorporated as 'Chokhani Securities Private Limited' on February 10, 1993, as a company limited by shares under the Companies Act, 1956 pursuant to a certificate of incorporation issued on July 26, 1994 by the Registrar of Companies, Maharashtra at Bombay.

PROMOTER OF OUR COMPANY: POSHIKA ADVISORY SERVICES LLP ISSUE OF UP TO 2,46,51,744\* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 162 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 152 PER RIGHTS EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ 40,000 LAKH\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 50 RIGHTS EQUITY SHARES FOR EVERY 189 FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON JUNE 05, 2025 ("RECORD DATE") (THE "ISSUE").

RIGHTS ISSUE OPEN LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS# Wednesday, June 18, 2025 DATE OF CLOSURE OF OFF-MARKET TRANSFER OF RIGHTS ENTITLEMENTS# Friday, June 20, 2025

ADDENDUM TO THE LETTER OF OFFER: NOTICE TO SHAREHOLDERS (THE "ADDENDUM") FOR PRIVATE CIRCULARITY TO ELIGIBLE EQUITY SHAREHOLDERS OF UGRO CAPITAL LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY

This has reference to the Letter of Offer dated June 04, 2025, filed by the Company with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") in relation to the Issue. The Company has now announced a significant strategic development set to enhance its growth and market leadership.

"The Company shall utilize at least 75% of the proceeds of the preferential issue towards augmenting the capital base of our Company and resources for meeting funding requirements for our Company's business activities including onward lending and 25% of the proceeds of the preferential issue towards general corporate purposes, within one year from the receipt of the funds."

1. Section III: Introduction - "Notes to the Capital Structure" on page 57 of the Letter of Offer Paragraph 4: 2. Section VI: Government Approvals and Licensing Arrangement - "Disclosure under regulation 97 of SEBI ICDR" on page 76 of the Letter of Offer Modified Disclosure: The Board at its meeting held on May 20, 2025, had approved to create, offer, issue and allot, in dematerialized form, up to 49,421,464 fully paid-up unsecured compulsorily convertible debentures of the Company, having face value of ₹ 10/- (Rupees Ten only) each, at an issue price of Rs. 185 per share which is higher than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as "CCDs"), payable in cash, raising an amount aggregating up to ₹ 914.30 Crores (rounded off), to the certain identified non-promoter investor ("Preferential Issue").

The disclosure in the Letter of Offer and other applicable materials in relation to the Issue, stands modified to the extent mentioned above. The changes are to be read in conjunction with the Letter of Offer and other applicable materials in relation to the Issue. Accordingly, such references in the Letter of Offer and other applicable materials in relation to the Issue, stand updated and amended pursuant to this Addendum. All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Letter of Offer. Investors should only rely on the information included in the Letter of Offer, the Application Form and other applicable materials in relation to the Issue, as updated pursuant to this Addendum, while making an investment decision to invest in the Issue. The Addendum will be filed with SEBI and the Stock Exchanges and shall be made available on the website of SEBI at www.sebi.gov.in, on the websites of the Stock Exchanges i.e. NSE and BSE at www.nseindia.com and www.bseindia.com, respectively and the website of the Company at www.ugrocapital.com.

Table with 2 columns: REGISTRAR TO THE ISSUE (MUFJ Intime India Private Limited) and Company Secretary & Chief Compliance Officer (Satish Chelladurai Kumar).

Place : Mumbai Date : June 17, 2025 UGRO Capital Limited is proposing, subject to market conditions and other considerations, to issue Rights Equity Shares on a rights basis and in this regard has filed a Letter of Offer dated June 04, 2025 ("Letter of Offer") with the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited.

UGRO Capital Limited is proposing, subject to market conditions and other considerations, to issue Rights Equity Shares on a rights basis and in this regard has filed a Letter of Offer dated June 04, 2025 ("Letter of Offer") with the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited. The Letter of Offer and Addendum dated June 17, 2025 are expected to be available on the website of SEBI at www.sebi.gov.in; the website of BSE at www.bseindia.com; the website of NSE at www.nseindia.com; the website of the Company at www.ugrocapital.com.

एडलवाइस एसेट रिकस्ट्रक्शन कंपनी लिमिटेड Riteel Sengul और पंजीकृत कार्यालय: एडलवाइस हाउसिंग, अॉक सिटीवर्डी रोड, कलिंगा, मुंबई 400098

टाटा कैपिटल हाउसिंग फाइनेंस लिमिटेड पंजीकृत कार्यालय: 11 फ्लॉर, सेंट्रल ए, पैकिंगवुड विमानतल पार्क, भाण्डाराव ककर मार्ग, लोवर फ्लोर, इकोन-400013, सीएमएस नं. 267190एएएए2008पीएलटी18752

Table with 4 columns: अक्षर खाता संख्या, अक्षर/अक्षरों के रूप में और सुधी अनुदान (सह-अक्षरकर्ता) और सी यूईएफ (सह-अक्षरकर्ता), ऑन संचयन तिथि, and अधिग्रहण की तिथि.

हीरो हाउसिंग फाइनेंस लिमिटेड पंजीकृत कार्यालय: 09, सामुदायिक केंद्र, ब्रह्म लोक, वसंत विहार, नई दिल्ली - 110057

कच्चा-सूचना (अचल संपत्तियों के लिए) (प्रतिभूति हित प्रवर्तन विवरण, 2002 के नियम 8(1) के साथ विलियम विंगेट IV के अनुसार)

Table with 4 columns: अक्षर खाता संख्या, कच्चा/सूचना (अचल संपत्तियों के लिए) / कच्ची संपत्तियों का नाम, ऑन संचयन तिथि, and कच्चा-सूचना (अचल संपत्तियों के लिए) / कच्ची संपत्तियों का नाम.

नलवा सन्स इन्वैस्टमेंट्स लिमिटेड सीआईएन : L65993DL1970PLC146414

Table with 4 columns: ऑन संचयन तिथि, रोचकायक का नाम, प्रस्तावित संख्या, निश्चित संख्या, and रोचकी की संख्या.

Table with 4 columns: ऑन संचयन तिथि, रोचकायक का नाम, प्रस्तावित संख्या, निश्चित संख्या, and रोचकी की संख्या.

# UGRO Capital to buy Profectus for ₹1,400 crore

FE BUREAU  
Mumbai, June 17

**NON-BANKING FINANCE** company (NBFC) UGRO Capital Tuesday said it will acquire 100% stake in Profectus Capital for ₹1,400 crore in an all-cash deal, according to a statement.

The non-bank lender said that its geographic and product alignment in secured loans against property, machinery finance, and supply chain finance will drive operational efficiencies, resulting in cost savings of ₹115 crore and incremental profitability of ₹150 crore. This, it added, is expected to boost return on assets by 0.6-0.7% once the post-acquisition merger is complete.

"This all-cash deal, with the consideration payable in a single tranche at closing, shall mobilise proceeds from UGRO's recently announced equity raise, will deploy capital into a fully secured asset portfolio delivering instant scale benefits with zero origination costs, making Profectus a wholly owned subsidiary," the release said. The combined entity's strengthened asset mix features higher secured assets, thereby providing further impetus to scale emerging market and embedded finance businesses. The release said that both



entities will maintain current operations and strategy during integration.

As of March 31, the assets under management of Profectus stood at ₹3,468 crores. The gross NPA ratio and the net NPA ratio stood at 1.6% and 1.1%, respectively. "To facilitate the discharge of purchase consideration for the proposed acquisition, the Company is proposing to add financing of Profectus' acquisition as an object of the existing preferential issuance of compulsorily convertible debentures by seeking fresh approval from the board and shareholders. The acquisition is expected to close on fulfillment of customary conditions.

# NSE F&O expiry on Tuesday...

SHRIRAM KRISHNAN, CHIEF business development officer at NSE told a TV channel, "In the overall interest of the ecosystem, we had sought feedback, and it was in favour of Monday expiry, but Sebi requested us to keep that on hold. So, Tuesday was the next best option." He added that in terms of market share, the increase will be significant. "In the last many weeks our expiry day has 90-95% market share of total premium, even one and two days before we see similar market share," he said.

Rajesh Palviya, head of technicals and derivatives at Axis Securities explained that a Tuesday expiry for NSE will benefit the exchange as investors will now have three working days to make decisions. Theta decay, or time decay over the weekend will also be less, according to him and many traders including hedge funds prefer NSE due to better products, more liquidity and algo available on Nifty.

According to the regulator, in the multi-exchange frame-



work, spacing out of expiry days through the week reduces concentration risk and provides an opportunity for stock exchanges to offer product differentiation to market participants.

"At the same time, too many expiry days have the potential to revive expiry day hyperactivity, which could jeopardise investor protection and market stability," it noted. The regulator had asked the exchanges to submit their proposals by June 15.

However, some believe that

this will create a "level playing field". Dharmesh Shah, head of technical research at ICICI Securities said many brokers are shifting to BSE and the trend of it gaining market share will continue.

In May, NSE gained around 1% market share from BSE in the derivatives segment after seeing a reduction for six consecutive months from December to April. As of May end the market share was at 63.5% for NSE and 36.5% for BSE.

Palviya also believes that the market share gain for BSE

happened as Bank Nifty weekly volumes were shifted to Sensex. For BSE to gain market share, it will have to launch more stock futures.

Mrugank M Paranjape, the chairperson of the IMC Task force on Capital Markets and managing partner MCQube, and also former CEO of MCX said this might stifle the growth of smaller exchanges. He also added that exchanges should get more leeway to launch weekly contracts.

Puneet Sharma, CEO at Whitespace Alpha CAT 3 AIF said this divergence creates an interesting dynamic—while NSE moves closer to global standards, BSE now has a chance to differentiate itself, though it may face liquidity fragmentation. "The real impact will be felt across the ecosystem: institutional investors will need to adapt to dual settlement cycles, brokers must update collateral and risk systems, and retail participants will require guidance to navigate the new landscape," he said.

# DGCA finds no lapses

The meeting which was chaired by the director general of civil aviation, Fazi Ahmed Kidwai, was attended by Air India managing director and CEO Campbell Wilson, director of flight operations captain Pankul Mathur and Air India Express CEO Aloke Singh, alongside other senior officials responsible for operational and safety compliance across both airlines.

According to officials familiar with the matter, these meetings are expected to continue in the coming days as the aviation regulator sharpens its scrutiny on internal processes and oversight lapses.

The focus is particularly on pilot preparedness and adherence to safety procedures.

Meanwhile, sources said that Boeing's head of commercial airplanes, Stephanie Pope met Tata Sons chairman N Chandrababu Naidu during a visit to the Air India headquarters in Gurugram on Monday. While specific details of the meeting are not known, the discussions were centred around the crash of Air India flight.

"We are not going to comment on that. As we have said, our thoughts are with the loved ones of all those affected by Air India Flight 171. We are focused on supporting the investigation and our customer," a Boeing spokesperson told PTL. According to a Reuters report, the DGCA has formally sought detailed training records of both pilots and the dispatcher involved in the flight. The regulator has asked Air India to furnish documents including to flight logs, certifications and any relevant compliance records for these personnel. The same request extends to any follow-up action taken in response to findings from recent DGCA audits of the airline. Investigators are also expected to scrutinise the dispatcher's role in pre-flight planning and risk assessments. Dispatchers, certified by the DGCA, are crucial ground-based personnel tasked with coordinating flight paths, assessing weather and airspace conditions and maintaining real-time communication with pilots.

# Pharma stocks tumble

PRESS TRUST OF INDIA  
New Delhi, June 17

**SHARES OF PHARMACEUTICAL** firms faced selling pressure on Tuesday as investors turned cautious amid reports of possible US tariffs on pharma imports.

The stock of Sigachi Industries tumbled 6.88%, Shilpa Medicare dropped 4.9%, Seven Life Sciences declined 4.78%, Wockhardt plunged 4.14%, Eris Lifesciences went lower by 3.77%, and Granules India slipped 3.60% on the BSE.

Shares of GlaxoSmithKline Pharmaceuticals declined 3.39 per cent, Natco Pharma (3.36%) and Lupin (3.34%).

## Tariff announcement

"Pharma and healthcare counters came under heavy selling pressure and were

down by more than 1.5% following US President Donald Trump's remarks on the imposition of tariffs on pharmaceutical imports," according to Bajaj Broking Research.

The BSE Healthcare index fell by 1.82% to 43,373.62. Sun Pharma skidded 2.18%, emerging as the biggest laggard among the Sensex firms.

The 30-share BSE Sensex declined 212.85 points or 0.26 per cent to settle at 81,583.30.

The 50-share NSE Nifty dropped 93.10 points or 0.37% to 24,853.40. "Media reports of possible US tariffs on pharma imports are likely to keep Indian pharma stocks under pressure," Siddhartha Khemka, Head - Research, Wealth Management at Motilal Oswal Financial Services, said.

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Please scan this QR Code to view the Letter of Offer and Addendum

# UGRO

CAPITAL

# UGRO CAPITAL LIMITED

Our Company was originally incorporated as 'Chokhani Securities Private Limited' on February 10, 1993, as a company limited by shares under the Companies Act, 1956 pursuant to a certificate of incorporation issued on July 26, 1994 by the Registrar of Companies, Maharashtra at Bombay. 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 Reserve Bank of India as a non-deposit accepting Non-Banking Financial Company classified as NBFC- Middle Layer with registration no. 13.00325 dated October 26, 2018. Reserve Bank of India has issued a certificate of registration dated January 09, 2024 bearing no. N-13.02475 to our Company, to commence/carry on the factoring business without accepting public deposits.

**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

## PROMOTER OF OUR COMPANY: POSHIKA ADVISORY SERVICES LLP

**ISSUE OF UP TO 2,46,51,744\* FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH OF OUR COMPANY (THE "RIGHTS EQUITY SHARES") FOR CASH AT A PRICE OF ₹ 162 PER RIGHTS EQUITY SHARE (INCLUDING A PREMIUM OF ₹ 152 PER RIGHTS EQUITY SHARE) ("ISSUE PRICE") AGGREGATING UP TO ₹ 40,000 LAKH\* ON A RIGHTS BASIS TO THE ELIGIBLE EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF 50 RIGHTS EQUITY SHARES FOR EVERY 189 FULLY PAID-UP EQUITY SHARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON JUNE 05, 2025 ("RECORD DATE") (THE "ISSUE"). FOR FURTHER DETAILS, SEE "TERMS OF THE ISSUE" BEGINNING ON PAGE 82 OF THE LETTER OF OFFER.**

\*Assuming full subscription in the Issue. Subject to finalisation of Basis of Allotment.

| RIGHTS ISSUE OPEN  |  |
|--|--|
| <b>LAST DATE FOR ON MARKET RENUNCIATION OF RIGHTS ENTITLEMENTS#<br/>Wednesday, June 18, 2025</b> | <b>DATE OF CLOSURE OF OFF-MARKET TRANSFER OF RIGHTS ENTITLEMENTS<br/>Friday, June 20, 2025</b> |
| <b>ISSUE CLOSES ON*<br/>Monday, June 23, 2025</b>  |  |

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat accounts of the Renounees on or prior to the Issue Closing Date.  
\*Our Board or the Securities Allotment and Transfer Committee will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

## ADDENDUM TO THE LETTER OF OFFER: NOTICE TO SHAREHOLDERS (THE "ADDENDUM")

**FOR PRIVATE CIRCULATION TO ELIGIBLE EQUITY SHAREHOLDERS OF UGRO CAPITAL LIMITED (OUR "COMPANY" OR THE "ISSUER") ONLY**

This has reference to the Letter of Offer dated June 04, 2025, filed by the Company with the Securities and Exchange Board of India ("SEBI"), BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") in relation to the Issue. The Company has now announced a significant strategic development set to enhance its growth and market leadership. In its Board meeting held on June 17, 2025, the Company approved the acquisition of 100% of the securities of Profectus Capital Private Limited for an aggregate cash consideration of ₹1,398.60 crores. This acquisition is poised to substantially strengthen Company's capabilities, expand its reach, and unlock new avenues for business activities. This decisive move underscores UGRO Capital's commitment to agile strategic planning and propels the company towards accelerated growth and sustained success in the financial sector. Further, to strategically align with this transformative acquisition and facilitate the funding requirements, the Board has, in the same meeting, decided to rescind the earlier approval for a Preferential Issue of Compulsorily Convertible Debentures and has accordingly withdrawn the postal ballot notice dated May 20, 2025.

In view of the above, the following identical disclosure in the Letter of Offer is being modified:

1. **Section III: Introduction – "Notes to the Capital Structure" on page 57 of the Letter of Offer**  
Paragraph 4;
2. **Section VI: Government Approvals and Licensing Arrangement – "Disclosure under regulation 97 of SEBI ICDR" on page 76 of the Letter of Offer**  
**Modified Disclosure:**

The Board at its meeting held on May 20, 2025, had approved to create, offer, issue and allot, in dematerialized form, up to 49,421,464 fully paid-up unsecured compulsorily convertible debentures of the Company, having face value of ₹ 10/- (Rupees Ten only) each, at an issue price of Rs. 185 per share which is higher than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as "CCDs"), payable in cash, raising an amount aggregating up to ₹ 914.30 Crores (rounded off), to the certain identified non-promoter investor ("Preferential Issue"). The object of the said Preferential Issue was as under:

"The Company shall utilize at least 75% of the proceeds of the preferential issue towards augmenting the capital base of our Company and resources for meeting funding requirements for our Company's business activities including onward lending and 25% of the proceeds of the preferential issue towards general corporate purposes, within one year from the receipt of the funds."

However, in pursuance to the proposed acquisition of 100% securities of Profectus Capital Private Limited (a private limited company (CIN: U65999MH2017PTC295967) registered with the RBI as a Non-Banking Financial Company) for an aggregate cash consideration of ₹1,398.60 crores, approved by the Board in its meeting held on June 17, 2025, (details of which are given in the outcome of board meeting dated June 17, 2025 filed by the Company with the stock exchanges) and to fund and facilitate discharge of the purchase consideration for the proposed acquisition and the consequent change in the object of the Preferential Issue, the Board has in the same meeting, rescinded the earlier approval accorded by the Board for the Preferential Issue including related matters and accordingly, and has therefore approved withdrawal of the postal ballot notice dated May 20, 2025 issued to the shareholders of the Company, with immediate effect.

The disclosure in the Letter of Offer and other applicable materials in relation to the Issue, stands modified to the extent mentioned above. The changes are to be read in conjunction with the Letter of Offer and other applicable materials in relation to the Issue. Accordingly, such references in the Letter of Offer and other applicable materials in relation to the Issue, stand updated and amended pursuant to this Addendum. All capitalised terms used in this Addendum shall, unless the context otherwise requires, have the meaning ascribed to them in the Letter of Offer. Investors should only rely on the information included in the Letter of Offer, the Application Form and other applicable materials in relation to the Issue, as updated pursuant to this Addendum, while making an investment decision to invest in the Issue.

The Addendum will be filed with SEBI and the Stock Exchanges and shall be made available on the website of SEBI at www.sebi.gov.in, on the websites of the Stock Exchanges i.e. NSE and BSE at www.nseindia.com and www.bseindia.com, respectively and the website of the Company at www.ugrocapital.com.

| REGISTRAR TO THE ISSUE  | Company Secretary & Chief Compliance Officer  |
|---|---|
| <p><b>MUFG</b> Intime India Private Limited, (Formerly known as Link Intime India Private Limited),<br/>Address: C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400 083,<br/>Tel.: +91 810 811 4949. Fax: +91 22 49186160. Website Address: www.in.mfms.mufg.com<br/>Email Address: ugrocapital.rights2025@in.mfms.mufg.com;<br/>Investor Grievance Email: ugrocapital.rights2025@in.mfms.mufg.com; Contact person: Shantli Gopalkrishnan,<br/>SEBI registration number: INR000004058</p> | <p><b>Satish Chelladurai Kumar</b><br/>Address: Equinox Business Park, Tower 3, Fourth Floor, Off BKC,<br/>LBS Road, Kurla, Mumbai - 400070, Maharashtra, India<br/>Tel.: +91 22 4182 1600; Email: cs@ugrocapital.com</p> |

**For UGRO Capital Limited  
On behalf of the Board of Directors**  
Sd/-  
**Satish Chelladurai Kumar**  
Company Secretary & Compliance Officer

**Place : Mumbai  
Date : June 17, 2025**

UGRO Capital Limited is proposing, subject to market conditions and other considerations, to issue Rights Equity Shares on a rights basis and in this regard has filed a Letter of Offer dated June 04, 2025 ("Letter of Offer") with the Securities and Exchange Board of India, the BSE Limited and the National Stock Exchange of India Limited. The Letter of Offer and Addendum dated June 17, 2025 are expected to be available on the website of SEBI at www.sebi.gov.in; the website of BSE at www.bseindia.com; the website of NSE at www.nseindia.com; the website of the Company at www.ugrocapital.com. Investors should note that investment in equity shares involves a degree of risk and for details relating to the same, please see the section titled "Risk Factors" beginning on page 19 of the Letter of Offer. The Rights Entitlement and Rights Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States and may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Our Company is an "investment company" (as defined in the U.S. Investment Company Act of 1940, as amended, and the related rules (the "U.S. Investment Company Act") and has not been and will not be registered under the U.S. Investment Company Act. Accordingly, the Rights Equity Shares are being offered and sold only (a) to persons in the United States and to U.S. persons (as defined in Regulation S ("Regulation S") and such persons ("U.S. Persons") under the U.S. Securities Act) who are reasonably believed to be (i) "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to herein as "U.S. QIBs") and (ii) "qualified purchasers" (as defined in Section 2(a)(51) of the U.S. Investment Company Act and referred to herein as "U.S. Qualified Purchasers") pursuant to Section 4(a)(2) of the U.S. Securities Act and Section 3(c)(7) of the U.S. Investment Company Act and (b) to persons outside the United States who are non-U.S. Persons in reliance on Regulation S.

