

18<sup>th</sup> August 2026

**BSE Limited**  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Fort, Mumbai- 400001  
Scrip code: 511742

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

**Sub: Intimation under Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) enclosing the letter with weblink and QR Code for convening separate meetings of Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) of the Company in connection with the Scheme of Amalgamation pursuant to the NCLT Order dated 6<sup>th</sup> August 2026.**

**Ref: Scheme of Amalgamation between Profectus Capital Private Limited (“Transferor Company” or “PCPL”) with UGRO Capital Limited (“Transferee Company” or “UGRO Capital”) and their respective shareholders and creditors under Sections 230 to 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 (“Scheme”)**

Dear Sir/ Madam,

In furtherance to our earlier intimation dated 14<sup>th</sup> August 2026 regarding the convening of separate meetings of the Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) for the purpose of considering, and if thought fit, approving the proposed Scheme, this is to inform that physical letter regarding convening of the respective Meeting(s) of the Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) in compliance with the Order dated 6<sup>th</sup> August 2026 as sanctioned by the National Company Law Tribunal, Mumbai Bench, containing a weblink and QR code, through which the notice, explanatory statement under Sections 102 and 230(3) and other applicable provisions of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and all annexures can be accessed, has been dispatched by the Company, to those Equity Shareholders, Secured Creditors (including Secured Non-Convertible Debentures) and Unsecured Creditors (including Unsecured Non-Convertible Debentures) whose e-mail addresses are not registered/not available with the Company, the depositories, the registrar and transfer agent or other relevant records, as applicable.

The aforesaid copy of physical letter is attached herewith as:

- Equity Shareholders;
- Secured Creditors (including Secured Non-Convertible Debentures); and
- Unsecured Creditors (including Unsecured Non-Convertible Debentures).

#### **UGRO CAPITAL LIMITED**

**Registered Office Address:** B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai- 400070

**CIN:** L67120MH1993PLC070739

**Telephone:** +91 22 68269100 | **E-mail:** info@ugrocapital.com | **Website:** [www.ugrocapital.com](http://www.ugrocapital.com)

The aforesaid Notice and Explanatory Statement, along with the accompanying documents are also being made available on the website of the Company on [www.ugrocapital.com](http://www.ugrocapital.com)

Kindly take the above on record.

Yours faithfully,  
**For UGRO Capital Limited**

**Satish Kumar**  
**Company Secretary and Compliance Officer**

**Encl: a/a**

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18<sup>th</sup> August 2026

To  
The Equity Shareholders of UGRO Capital Limited

Dear Member,

**Subject: Web-link and QR code of the notice of the meeting of the Equity Shareholders of UGRO Capital Limited convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal")**

We are pleased to inform you that, as per the directions of the Hon'ble Tribunal vide Order dated 6<sup>th</sup> August 2026, the Meeting of the Equity Shareholders of UGRO Capital Limited ("Transferee Company" or "Company") is scheduled to be held on **Tuesday, 22<sup>nd</sup> September, 2026 at 10:30 A.M. (IST)** through video conferencing ("VC") / other audio-visual means ("OAVM"), in compliance with the various circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") from time to time, to consider, and if thought fit, to approve the Scheme of Amalgamation of Profectus Capital Private Limited ("Transferor Company") with UGRO Capital Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 – 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The notice of this Meeting, along with the explanatory statement and annexures thereto ("Notice") is being sent by electronic mode to the Equity Shareholders whose names appear in the register of members/list of beneficial owners of the Company as on 30<sup>th</sup> June 2026 and whose e-mail addresses are registered/available with the Company, the depositories, the registrar and transfer agent or other relevant records, as applicable.

Since your e-mail address is not registered/available in the records of the Company, the depositories, the registrar and transfer agent or other relevant records, as applicable, we are unable to send the Notice to you by electronic mode. Accordingly, this letter is being sent to provide you with the web-link and QR Code for accessing/downloading the Notice:

Link for accessing the Notice: <https://www.ugrocapital.com/investor-relation?cat=DISCLOSURES&subcat=SCHEME OF AMALGAMATION#DISCLOSURES>

QR Code for accessing the Notice:



Further, a copy of this Notice and the accompanying documents will be available on the website of the Company viz. [www.ugrocapital.com](http://www.ugrocapital.com) and also on the website of National Stock Exchange of India Ltd. ("NSE") and BSE Limited ("BSE") at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Please note that as an Equity Shareholder, you are always entitled to receive, on request, a physical copy of the Notice along with the explanatory statement, free of cost.

#### **UGRO CAPITAL LIMITED**

**Registered Office Address:** B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai- 400070

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Thanking you.

For and on behalf of **UGRO Capital Limited**

Sd/-

**Satish Kumar**

**Company Secretary & Compliance Officer**

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18<sup>th</sup> August 2026

To

The Secured Creditors (including Secured Non-Convertible Debenture Holders) of UGRO Capital Limited

Dear Secured Creditor,

**Subject: Web-link and QR code of the notice of the meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of UGRO Capital Limited convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal")**

We are pleased to inform you that, as per the directions of the Hon'ble Tribunal vide Order dated 6<sup>th</sup> August 2026, the Meeting of the Secured Creditors (including Secured Non-Convertible Debenture Holders) of UGRO Capital Limited of UGRO Capital Limited ("Transferee Company" or "Company") is scheduled to be held on **Tuesday, 22<sup>nd</sup> September, 2026 at 12.15 P.M. (IST)** through video conferencing ("VC") / other audio-visual means ("OAVM"), in compliance with the various circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") from time to time, to consider, and if thought fit, to approve the Scheme of Amalgamation of Profectus Capital Private Limited ("Transferor Company") with UGRO Capital Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 – 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The notice of this Meeting, along with the explanatory statement and annexures thereto ("Notice") is being sent by electronic mode to the Secured Creditors (including Secured Non-Convertible Debenture Holders) of UGRO Capital Limited whose names appear in the register of members/list of beneficial owners of the Company as on 31<sup>st</sup> March 2026 and whose e-mail addresses are registered/available with the Company, the depositories, the registrar and transfer agent or other relevant records, as applicable.

Since your e-mail address is not registered/available in the records of the Company, the depositories, the registrar and transfer agent or other relevant records, as applicable, we are unable to send the Notice to you by electronic mode. Accordingly, this letter is being sent to provide you with the web-link and QR Code for accessing/downloading the Notice:

Link for accessing the Notice: [https://www.ugrocapital.com/investor-relation?cat=DISCLOSURES&subcat=SCHEME\\_OF\\_AMALGAMATION#DISCLOSURES](https://www.ugrocapital.com/investor-relation?cat=DISCLOSURES&subcat=SCHEME_OF_AMALGAMATION#DISCLOSURES)

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Further, a copy of this Notice and the accompanying documents will be available on the website of the Company viz. [www.ugrocapital.com](http://www.ugrocapital.com) and also on the website of National Stock Exchange of India Ltd. ("NSE") and BSE Limited ("BSE") at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com) respectively, and on the website of the NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Please note that as a Secured Creditor (including Secured Non-Convertible Debenture Holder) of UGRO Capital Limited, you are always entitled to receive, on request, a physical copy of the Notice along with the explanatory statement, free of cost.

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Thanking you,  
For and on behalf of **UGRO Capital Limited**

Sd/-  
**Satish Kumar**  
**Company Secretary & Compliance Officer**

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18<sup>th</sup> August 2026

To

The Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of UGRO Capital Limited

Dear Unsecured Creditor,

**Subject: Web-link and QR code of the notice of the meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of UGRO Capital Limited convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench ("Tribunal")**

We are pleased to inform you that, as per the directions of the Hon'ble Tribunal vide Order dated 6<sup>th</sup> August 2026, the Meeting of the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of UGRO Capital Limited of UGRO Capital Limited ("Transferee Company" or "Company") is scheduled to be held on **Tuesday, 22<sup>nd</sup> September, 2026 at 2.30 P.M. (IST)** through video conferencing ("VC") / other audio-visual means ("OAVM"), in compliance with the various circulars issued by Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") from time to time, to consider, and if thought fit, to approve the Scheme of Amalgamation of Profectus Capital Private Limited ("Transferor Company") with UGRO Capital Limited ("Transferee Company") and their respective shareholders and creditors under Sections 230 – 232 read with Section 52 and other applicable provisions of the Companies Act, 2013 ("Scheme").

The notice of this Meeting, along with the explanatory statement and annexures thereto ("Notice") is being sent by electronic mode to the Unsecured Creditors (including Unsecured Non-Convertible Debenture Holders) of UGRO Capital Limited whose names appear in the register of members/list of beneficial owners of the Company as on 31<sup>st</sup> March 2026 and whose e-mail addresses are registered/available with the Company, the depositories, the registrar and transfer agent or other relevant records, as applicable.

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Please note that as an Unsecured Creditor (including Unsecured Non-Convertible Debenture Holder) of UGRO Capital Limited, you are always entitled to receive, on request, a physical copy of the Notice along with the explanatory statement, free of cost.

Thanking you,  
For and on behalf of **UGRO Capital Limited**

Sd/-  
**Satish Kumar**  
**Company Secretary & Compliance Officer**