

September 18, 2025

Listing Department

BSE Limited

Phiroze Jeejeebhoy Towers Dalal

Street Mumbai – 400001

Scrip Code: 511742

Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex, Bandra

(East) Mumbai – 400051

Name of Scrip: UGROCAP

Sub: Disclosures under Regulation 30 of SEBI LODR Regulations.

Ref: Outcome of Board meeting and disclosures under Regulation 30 of SEBI LODR Regulations dated 17th June 2025 and 20th June 2025

This is in furtherance to the outcome of the Board meeting dated 17th June 2025 filed by the Company with the stock exchanges, wherein the Company had announced the proposed acquisition of 100% shareholding in Profectus Capital Private Limited (“Profectus”) subject to the approval of Reserve Bank of India (“RBI”), as per the requirements of RBI Scale Based regulations.

In this regard, pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that Profectus had filed an application with RBI seeking its prior approval for the proposed acquisition transaction and the requisite approval has now been accorded by RBI vide its letter dated 17th September 2025.

In view of RBI approval, subject to customary condition precedents of share purchase agreement executed between the parties, the proposed acquisition transaction is expected to close by 31st October, 2025.

Additionally, in furtherance to the outcome of the Board meeting dated 20th June 2025 filed by the Company with the stock exchanges, wherein the Board of the Company had approved issuance of Compulsorily Convertible Debentures (CCDs) on preferential allotment basis, the proceed of which would be utilized to complete the acquisition of Profectus, we wish to inform you that the Securities Allotment and Transfer Committee of the Board of the Company (“SATC”) vide its resolution dated 17th September 2025, exercising the powers delegated to it by the shareholders vide the special resolution dated 20th July 2025, has approved a variation in the terms of the CCDs to be issued on preferential basis. As disclosed in Paragraph G and H of Item No. 2 of the Postal Ballot Notice dated June 20, 2025, the coupon on CCDs was proposed to be paid in two parts. The SATC has now approved that coupon will entirely be paid immediately post allotment of the CCDs without any linkage to a subsequent event. The above-mentioned Postal Ballot Notice can be assessed at <https://www.ugrocapital.com/download-investor-relation/1963>.

We would like to inform you that, all other terms and conditions of the CCDs remain unchanged.

This is for your information and records.

Thanking you,

Yours faithfully,

For UGRO Capital Limited

Satish Kumar

Company Secretary & Compliance Officer

UGRO CAPITAL LIMITED

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