

June 20, 2025

Listing
Department BSE
Limited
Phiroze Jeejeebhoy Towers
Dalal Street Mumbai - 400001

Listing Department
National Stock Exchange of India
Limited Exchange Plaza, Bandra
Kurla Complex, Bandra (East)
Mumbai – 400051

Scrip Code: 511742

Name of Scrip: UGROCAP

Sub: Outcome of the Board meeting held on June 20, 2025

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), we wish to inform you that the Board of Directors of the Company in its meeting held today i.e. June 20, 2025, has, *inter-alia*, considered and approved the following:

- (i) Raising of funds through the issuance of 49,264,715 fully paid-up unsecured compulsorily convertible debentures (“**CCDs**”), having face value of INR 10/- (Indian Rupees Ten Only) each to the non-promoter allottees by way of a preferential allotment for an amount upto INR 911.40 Crores (Indian Rupees Nine Hundred Eleven Crores and Forty Lakhs only) at an issue price of INR 185/- (Indian Rupees One Hundred and Eighty Five only) for each CCD as determined in accordance with Chapter V of SEBI (Issuer of Capital and Disclosure Requirements) Regulations, 2018 (“**SEBI ICDR Regulations**”) and other applicable regulation subject to approval of the shareholder of the Company through postal ballot which will commence on June 21, 2025 and end on July 20, 2025 subject to receipt of statutory / regulatory approvals in accordance with the applicable laws.

The relevant date for determination of issue price of the CCDs, in accordance with provisions of the SEBI ICDR Regulations, is June 20, 2025 (“**Relevant Date**”), being the date, which is 30 (thirty) days prior to the date of shareholders’ meeting for approving this preferential issue.

Each CCD shall be convertible into one equity share having face value of INR 10/- per equity share fully paid up (“**Conversion Shares**”) at a conversion price of INR 185/- per equity share (“**Conversion Price**”) which includes premium of INR 175/- per equity share, determined in accordance with Chapter V of the SEBI ICDR Regulations with respect to the Relevant Date or such number of equity shares and can be converted at the end of the 18 (eighteen) months period from the date of issue of such CCDs on such other terms and conditions, subject to the SEBI ICDR Regulations.

*Requisite details for the aforesaid in terms of Regulation 30 read with Schedule III of the SEBI Listing Regulations and SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 (“SEBI Master Circular”), is enclosed as **Annexure – A** and name of the investors is enclosed as **Annexure B**.*

- (ii) the Notice of Postal Ballot for seeking member's approval for the proposed acquisition of the Profectus Capital Private Limited and the issuance of CCDs under preferential issue and increase in the authorised capital of the Company.

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

The Board meeting commenced at 09.30 A.M. and concluded at 11.00 A.M. today.

You are requested to kindly take the same on records.

Thanking you,
Yours faithfully

For UGRO Capital Limited

Satish Kumar
Company Secretary & Compliance Officer

Enc.: a/a

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Annexure-A

Disclosures as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

S. No.	Particulars	Details
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.);	Compulsory Convertible Debentures (CCD)
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.);	Preferential Issue
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately);	INR 911.40 Crores
4.	Additional details to the stock exchange(s):	
a.	Names of investors	See Annexure B
b.	post allotment of securities - outcome of the subscription	The same shall be filed post allotment of securities by the Board or a Committee thereof
c.	In case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument	Each of the CCD is convertible into 1 (one) equity share and the CCD at any time within a period of 18 months from the date of allotment of CCD, on such terms as agreed between the Company and Investors.
5.	any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

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Annexure-B

Names of the Investors

Sr. No.	Investor Name	No. of CCDs
1	ACM Global Fund VCC	9,081,080
2	Neelammegha Investments & Trading Company Pvt Ltd.	756,756
3	Harsh Jain	1,135,134
4	Chartered Finance and Leasing Ltd	3,567,567
5	Arjun Juneja	270,268
6	Puja Juneja	270,268
7	Mehar Juneja	135,133
8	Sheetal Arora	270,268
9	AMIT SURESH SETHI	54,052
10	Pankaj Fitkariwala	27,026
11	Nikunj Kedia	27,026
12	Sandeep Jethwani	27,026
13	PRUDENT INVESTMENT MANAGERS LLP	27,026
14	REKHA VINAYAK NAIK	270,268
15	RISHABH AJMERA	54,052
16	SUBODH GUPTA	270,268
17	TARANBIR SINGH	54,052
18	THE AZAVEDO FAMILY TRUST	54,052
19	THOMAS L AZAVEDO	27,026
20	VAIBHAV DUNGARSINGH PORWAL	27,026
21	Radix Multiventures LLP	135,133
22	Jiten Surtani	54,052
23	Debashish Hota	54,052
24	Kiranben Kishorchandra Kothari	270,268
25	Luvish Satija	270,268
26	MBE Enterprise LLP	135,133
27	Jyora Family Trust	135,133
28	Raj Family Trust	135,133
29	Sangeet Mehrotra and Ruchira Mehrotra	135,133
30	Sanjana Cryogenic Storages Limited	135,133
31	Maheshwari Investors Pvt Ltd	81,080
32	M/s Mehratex India Private Limited	108,107
33	Hind Aluminium Industries Limited	86,486
34	Aakashsha Unichem Limited Liability Partnership	81,080
35	Demeter Advisors LLP	81,080
36	Shirish Sankhe	81,080
37	Milky Investment & Trading Company	67,566
38	Anand Chand Burman	67,566

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39	Aradhita Agarwal Kedia	67,566
40	Planet Dewsoft Pvt Ltd	54,052
41	Cadell Weaving Mill Co Private Limited	54,052
42	Pico Capital Private Limited	54,052
43	Powertec Infrastructure Holdings Pvt. Ltd.	54,052
44	Tarun Murarka	54,052
45	Varun Jalan	54,052
46	Alexcy Marketing Private Limited	54,052
47	Hitesha Amar Bhalodia	40,540
48	Amici Estate LLP	27,026
49	I Tec Realty Services	27,026
50	Malligeswari	27,026
51	XLR Enterprises Private Limited	27,026
52	BSN Quantitative Research Private Limited	27,026
53	Pooja Rani	27,026
54	Prabir Kumar Ghoushal	27,026
55	Suchitra Chandra	27,026
56	Dalip Daga and Usha Daga	27,026
57	Altius Investech Private Limited	27,026
58	Ramavtar Badaya	27,026
59	Vijayanand A	27,026
60	Vikas Khattar	27,026
61	Yerabhadra Meera reddy	27,026
62	Himalaya Infraventure Private Limited	13,512
63	Vivek Jain H U F	13,512
64	Vijay Bansal	13,512
65	Aarti Rahul Chhabria	5,404
66	Neil Mahendra Munot	5,404
67	Gold Mineral Resources Development Pvt Ltd	216,216
68	Prashant H Mehta	10,809
69	Manu Jairamdas Mansharamani	54,052
70	Madhu Vadera Jayakumar	27,027
71	Maple Leaf Trading and Services Ltd.	142,702
72	Miura Infrastructure Pvt Ltd	35,675
73	Hemant Bhargava	13,512
74	Amit Mande	21,620
75	Anuj Pandey	21,620
76	Sathiayan J	10,809
77	Kishore Kumar Lodha	21,620
78	Sharad Agarwal	43,243
79	Ajit Kumar	10,809
80	Monika Kapoor	10,809
81	Paramasivam T P	10,809
82	Neeraj Deshpande	10,809
83	Vinay Agrawal	10,809

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84	Gunjan Kumar	10,809
85	Kalpa Rathod	10,809
86	Nisha Ashish Shirke	10,809
87	Apurva Jhaa	10,809
88	PEEYUSH MITTAL	10,809
89	Ashi Jain	10,809
90	Rafiq Motani	10,809
91	Priyanka Menezes	10,809
92	Swaran Deep Singh	10,809
93	Reema Shah	10,809
94	Hitin Kumar	10,809
95	Siddharth Ranjan	10,809
96	Ritu Prakash Singh	10,809
97	Samena Green Ltd	27,027,027
98	Sea Glimpse Investments Pvt Ltd	540,539
99	Pramod Jain	1,427,027
100	Rajni Khurana	21,620
Total		49,264,715

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