

21<sup>st</sup> July 2025

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

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

**Scrip Code: 511742**

**NSE Symbol: UGROCAP**

Dear Sir/ Madam,

**Subject: Submission of Voting Results of the Postal Ballot of the Company under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Scrutinizer’s report**

**This is with reference to our intimations dated 20th June 2025 and 16th July 2025 submitting Notice of Postal Ballot dated 20th June 2025 (‘Notice’) and Corrigendum to Notice of Postal Ballot respectively, for seeking approval of the members with respect to:**

<b>Sr. No.</b>	<b>Agenda Item</b>	<b>Type of Resolution</b>
1.	Proposed Acquisition of the Profectus Capital Private Limited	Special Resolution
2.	Issuance of Compulsory Convertible Debentures (CCDs) on Preferential Basis to the Identified Investors	Special Resolution
3.	Increase in Authorised Share Capital of the Company	Special Resolution
4.	Alteration in Capital clause of the Memorandum of Association of the Company	Special Resolution

The remote e-voting period for casting the vote commenced on Saturday, 21<sup>st</sup> June 2025 at 9:00 a.m. (IST) and concluded on Sunday, 20<sup>th</sup> July 2025 at 5:00 p.m. (IST), post which the Scrutinizer has submitted his

**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

report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we would like to inform that the Resolutions as set out in the Notice are passed by the members with requisite majority.

In this regard, we enclose the following:

1. Results of voting of the Members of the Company, conducted by way of Postal Ballot (e-voting) as required under Regulation 44 of SEBI Listing Regulations as Annexure-1.
2. Scrutinizer's Report dated 21<sup>st</sup> July 2025 on e-voting as Annexure- 2.

The aforesaid voting results and Scrutinizer's Report are also being uploaded on the Company's website [www.ugrocapital.com](http://www.ugrocapital.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

This is for your information and records.

Thanking You.

Your faithfully,

**For UGRO Capital Limited**

**Satish Kumar**  
**Company Secretary and Compliance Officer**  
**Membership No. A58892**

Enc: a/a

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## Annexure-1

Ugro Capital Limited	
Results of Postal Ballot	
(As per Regulation 44 (3) of SEBI(LODR) Regulations, 2015)	
Date of Postal Ballot Notice	20-06-2025
Voting start date	21-06-2025
Voting end date	20-07-2025
Total number of shareholders as on record date (13.06.2025):	41,947
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not applicable
Public:	Not applicable

Resolution Required: Special Resolution No. 1			Proposed Acquisition of the Prefectus Capital Private Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316993	60.8798	24184300	15132693	61.5111	38.4889
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316993</b>	<b>60.8798</b>	<b>24184300</b>	<b>15132693</b>	<b>61.5111</b>	<b>38.4889</b>
<b>Total</b>		<b>93183594*</b>	<b>65361297</b>	<b>70.1425</b>	<b>50228604</b>	<b>15132693</b>	<b>76.8476</b>	<b>23.1524</b>

\*Includes the following: -  
12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Resolution Required: Special Resolution No. 2			Issuance Of Compulsory Convertible Debentures (CCDs) On Preferential Basis to the Identified Investors					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316993	60.8798	24193424	15123569	61.5343	38.4657
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316993</b>	<b>60.8798</b>	<b>24193424</b>	<b>15123569</b>	<b>61.5343</b>	<b>38.4657</b>
<b>Total</b>		<b>93183594*</b>	<b>65361297</b>	<b>70.1425</b>	<b>50237728</b>	<b>15123569</b>	<b>76.8616</b>	<b>23.1384</b>

\*Includes the following: -  
12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Resolution Required: Special Resolution No. 3			Increase in Authorised Share Capital of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316993	60.8798	24195964	15121029	61.5407	38.4593
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316993</b>	<b>60.8798</b>	<b>24195964</b>	<b>15121029</b>	<b>61.5407</b>	<b>38.4593</b>
<b>Total</b>		<b>93183594*</b>	<b>65361297</b>	<b>70.1425</b>	<b>50240268</b>	<b>15121029</b>	<b>76.8655</b>	<b>23.1345</b>

\*Includes the following: -  
12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Resolution Required: Special Resolution No. 4			Alteration in Capital clause of the Memorandum of Association of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316683	60.8793	24188720	15127963	61.5228	38.4772
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316683</b>	<b>60.8793</b>	<b>24188720</b>	<b>15127963</b>	<b>61.5228</b>	<b>38.4772</b>
<b>Total</b>		<b>93183594*</b>	<b>65360987</b>	<b>70.1422</b>	<b>50233024</b>	<b>15127963</b>	<b>76.8548</b>	<b>23.1452</b>

\*Includes the following: -  
12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



## PANKAJ NIGAM & ASSOCIATES

(Company Secretaries)

F-54, Arora Shoppers Park, Opp. Swarn Jayanti Park,

Shakti Khand-II, Indirapuram, Ghaziabad

Phone No. : 0120-4157617

Email: pankajnigamcs@gmail.com

### SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and  
Rule 20 & 22 of Companies (Management and Administration) Rules, 2014]

To,

**The Chairman**

**UGRO CAPITAL LIMITED**

Equinox Business Park, Tower 3,

Fourth Floor, Off BKC, LBS Road,

Kurla Mumbai – 400070, Maharashtra, India

Respected Sir,

**Sub: Scrutinizer's Report for passing of resolution through Postal Ballot Process and E-Voting**

I, CS Pankaj Kumar Nigam, Proprietor, M/s Pankaj Nigam & Associates, Company Secretaries, Ghaziabad, was appointed as Scrutinizer via resolution passed by the Board of Directors of the Company dated June 20, 2025 pursuant to sections 108 and 110 of Companies Act, 2013 (the "Act") read with Rules 20 and 22 of Companies (Management and Administration) Rule, 2014 for the purpose of scrutinizing the Postal Ballot E-voting process in a fair and transparent manner in respect of resolution as circulated/ stated in the Postal Ballot Notice dated June 20, 2025 ('Notice').

The Management of the Company is responsible for ensuring compliance under provisions of Section 108, Section 110 and other applicable provisions of the Act, as amended read with the Rule 20 and 22 Companies (Management and Administration) Rule, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by Ministry of Corporate Affairs, Government Of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, to transact the special business as per the Notice. The Company had provided facility for remote e-voting to all the Members of the Company to enable them to cast their votes only through electronic means on the item mentioned in the Notice.

The Company has engaged National Securities Depository Limited (hereinafter referred to as NSDL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot in line with the extant provisions.

Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only to all its members who have registered their E-mail addresses with the Company / Registrar & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the remote E-voting system only. In order to facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their

email address registered with their depository and the RTA of the Company so that they could also participate in the E-voting facility extended by the Company.

My responsibility as the Scrutinizer of the voting process (through E-voting), is restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favor and against the resolution stated in the Notice dated June 20, 2025 based on the scrutiny of the reports generated from the E-voting system provided by NSDL.

As per the information received from the Company, the Notice was sent on June 20, 2025 to all the Members of the Company through e-mail who have registered their e-mail addresses as on June 13, 2025 (cut-off date).

Further the Corrigendum to the 'Notice of Postal Ballot dated June 20, 2025', dated July 16, 2025 was sent on July 16, 2025 to all the Members of the Company through e-mail who have registered their e-mail addresses as on June 13, 2025 (cut-off date).

I report that the Notice was sent through e-mail to 40,789 members whose email id's were registered with the Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 41,947.

The E-voting period commenced from June 21, 2025 at 9:00 a.m. IST and ended on July 20, 2025 at 5:00 p.m. IST.

In respect of members whose email id's were not available, a Public Notice with regard to the Postal Ballot Notice was published on June 21, 2025 in "Business Standard", English national daily newspaper and in "Navshakti", Marathi daily newspaper providing requisite information, manner and contact details of NSDL and the Company for registering email id and queries on E-voting. Copies of the newspaper advertisements were also submitted to the Stock Exchanges.

The items for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder:

1. Special Resolution for proposed acquisition of the Profectus Capital Private Limited;
2. Special Resolution for issuance of Compulsory Convertible Debentures (CCDs) on preferential basis to the identified investors;
3. Special Resolution for increase in Authorised Share Capital of the company;
4. Special Resolution for alteration in Capital Clause of the Memorandum of Association of the Company;

#### **SUMMARY OF VOTES CAST**

The E-voting process concluded at 5:00 p.m. on July 20, 2025. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the presence of Ms. Saakshi Agarwal and Mr. Hariom Singh, not in employment of the Company, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. The data for e-voting was downloaded after the e-voting module was disabled by NSDL on July 20, 2025 (05.00 p.m.).

On scrutiny, I report that out of 41,947 Members holding shares as on the cut-off date, i.e. June 13, 2025, 284 members have exercised their votes for 6,53,61,297 shares through remote E-voting for First three (1<sup>st</sup> to 3<sup>rd</sup>)

resolutions and 283 members have exercised their votes for 6,53,60,987 shares through remote E-voting for Fourth (4<sup>th</sup>) resolution.

Further, with respect to the Notice of Postal Ballot dated June 20, 2025 and corrigendum dated July 16, 2025 sent to the members on June 20, 2025 and July 17, 2025 respectively, we the Scrutinizer hereby confirm and inform that we have not received any query/assent/dissent from any members through email on our mail id: [pankajnigamcs@gmail.com](mailto:pankajnigamcs@gmail.com) within 48 hours from the dispatch of such Notice.

The details of Postal Ballot result for the item placed for consideration and approval of the Members is given below:

**Resolution No.1: Special Resolution**

**PROPOSED ACQUISITION OF THE PROPECTUS CAPITAL PRIVATE LIMITED**

Sr. No.	Particulars	Item No. 1
	<b>Postal Ballot Voting (Remote e-voting)</b>	
1	Number of members who voted through remote e-voting	<b>284</b>
2	Number of invalid e-votes	<b>0</b>
3	Number of valid e-votes	<b>284</b>

**Report of votes casted in favour, against and invalid votes:**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
264	264	76.8476

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	20	23.1524

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Result: Percentage of votes cast in Favour: 76.8476; Percentage of votes cast Against 23.1524:**

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 1 as set forth in the postal ballot notice dated June 20, 2025, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is July 21, 2025.

**Resolution No.2: Special Resolution**

**ISSUANCE OF COMPULSORY CONVERTIBLE DEBENTURES (CCDs) ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS**

Sr. No.	Particulars	Item No. 2
	<b>Postal Ballot Voting (Remote e-voting)</b>	
1	Number of members who voted through remote e-voting	<b>284</b>
2	Number of invalid e-votes	<b>0</b>
3	Number of valid e-votes	<b>284</b>

**Report of votes casted in favour, against and invalid votes:**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
259	259	76.8616

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
25	25	23.1384

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Result: Percentage of votes cast in Favour: 76.8616; Percentage of votes cast Against: 23.1384:**

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 2 as set forth in the postal ballot notice dated June 20, 2025, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is July 21, 2025.

**Resolution No. 3: Special Resolution**

**INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

Sr. No.	Particulars	Item No. 3
	<b>Postal Ballot Voting (Remote e-voting)</b>	
1	Number of members who voted through remote e-voting	<b>284</b>
2	Number of invalid e-votes	<b>0</b>
3	Number of valid e-votes	<b>284</b>

**Report of votes casted in favour, against and invalid votes:**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
271	271	76.8655

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
13	13	23.1345

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Result: Percentage of votes cast in Favour: 76.8655; Percentage of votes cast Against: 23.1345**

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 3 as set forth in the postal ballot notice dated June 20, 2025, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is July 21, 2025.

**Resolution No.4: Special Resolution**

**ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY**

Sr. No.	Particulars	Item No. 4
	<b>Postal Ballot Voting (Remote e-voting)</b>	
1	Number of members who voted through remote e-voting	<b>283</b>
2	Number of invalid e-votes	<b>0</b>
3	Number of valid e-votes	<b>283</b>

**Report of votes casted in favour, against and invalid votes:**

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
263	263	76.8548

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
20	20	23.1452

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

**Result: Percentage of votes cast in Favour: 76.8548; Percentage of votes cast Against: 23.1452;**

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 4 as set forth in the postal ballot notice dated June 20, 2025, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is July 21, 2025.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the reports generated from the E-voting system provided by NSDL the Service Provider for the E-voting facility extended by them and also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.

I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot process of your Company.

Thanking You.

For Pankaj Nigam & Associates  
Company Secretaries



CS Pankaj Kumar Nigam  
Proprietor  
M. No. FCS 7343  
C. P. No. 7979  
UDIN: F007343G000821521

Place: Ghaziabad  
Date: 21.07.2025

**Countersigned by**

Satish Kumar  
Chelladurai

Digitally signed by Satish  
Kumar Chelladurai  
Date: 2025.07.21 19:36:33  
+05'30'

**Chairman/ Authorised Signatory  
Ugro Capital Limited**

**Place: Mumbai**

**Date: 21.07.2025**

## Annexure-1

Resolution No. 1: Special Resolution			PROPOSED ACQUISITION OF THE PROPECTUS CAPITAL PRIVATE LIMITED					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316993	60.8798	24184300	15132693	61.5111	38.4889
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316993</b>	<b>60.8798</b>	<b>24184300</b>	<b>15132693</b>	<b>61.5111</b>	<b>38.4889</b>
<b>Total</b>		<b>93183594*</b>	<b>65361297</b>	<b>70.1425</b>	<b>50228604</b>	<b>15132693</b>	<b>76.8476</b>	<b>23.1524</b>

\*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 2: Special Resolution			ISSUANCE OF COMPULSORY CONVERTIBLE DEBENTURES (CCDs) ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS					
Whether promoter/ promoter group are interested in the agenda/ resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\{[2]/[1]\} * 100$	[4]	[5]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll			0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316993	60.8798	24193424	15123569	61.5343	38.4657
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316993</b>	<b>60.8798</b>	<b>24193424</b>	<b>15123569</b>	<b>61.5343</b>	<b>38.4657</b>
<b>Total</b>		<b>93183594*</b>	<b>65361297</b>	<b>70.1425</b>	<b>50237728</b>	<b>15123569</b>	<b>76.8616</b>	<b>23.1384</b>

\*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 3 :Special Resolution		INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316993	60.8798	24195964	15121029	61.5407	38.4593
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316993</b>	<b>60.8798</b>	<b>24195964</b>	<b>15121029</b>	<b>61.5407</b>	<b>38.4593</b>
<b>Total</b>		<b>93183594*</b>	<b>65361297</b>	<b>70.1425</b>	<b>50240268</b>	<b>15121029</b>	<b>76.8655</b>	<b>23.1345</b>

\*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.



Resolution No. 4 :Special Resolution		ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting	2074009	2074009	100	2074009	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>2074009</b>	<b>100</b>	<b>2074009</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-Voting	26528200	23970295	90.3578	23970295	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>23970295</b>	<b>90.3578</b>	<b>23970295</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Non Institutions	E-Voting	64581385	39316683	60.8793	24188720	15127963	61.5228	38.4772
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>		<b>39316683</b>	<b>60.8793</b>	<b>24188720</b>	<b>15127963</b>	<b>61.5228</b>	<b>38.4772</b>
<b>Total</b>		<b>93183594*</b>	<b>65360987</b>	<b>70.1422</b>	<b>50233024</b>	<b>15127963</b>	<b>76.8548</b>	<b>23.1452</b>

\*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

