

26<sup>th</sup> February 2026

To,  
BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai 400001

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1, G  
Block Bandra, Kurla Complex, Bandra  
(East) Mumbai 400051

Scrip Code – 511742

Symbol – UGROCAP

**Subject: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

**Ref.: Outcome of Board Meeting dated 08<sup>th</sup> January 2026**

We refer to our earlier disclosure dated January 8, 2026, regarding the approval by the Board of Directors of UGRO Capital Limited for the Scheme of Amalgamation of Profectus Capital Private Limited (“Transferor Company”), a wholly owned subsidiary, with the Company (“Transferee Company”).

The Company had submitted an application to the Reserve Bank of India (“RBI”) on January 9, 2026, seeking its ‘No Objection’ for the proposed Scheme. We wish to inform you that, vide letter dated February 25, 2026, RBI has accorded its ‘No Objection’ to the Scheme, subject to stipulated conditions.

The Company has also applied to the Stock Exchanges for an observation letter under Regulations 37 and 59A of the SEBI (LODR) Regulations, 2015. The Scheme remains subject to approval of the National Company Law Tribunal, other applicable authorities, and the shareholders and creditors of the respective companies, as required.

This is for your information and records.

The aforesaid information is being made available on the Company's website at [www.ugrocapital.com](http://www.ugrocapital.com)

Thanking You,

**For UGRO Capital Limited**

**Satish Kumar**  
Company Secretary and Compliance Officer

**UGRO CAPITAL LIMITED**

**Registered Office Address:** Equinox Business Park, Tower 3, 4th Floor, LBS Road, Kurla (West), Mumbai - 400070

**CIN:** L67120MH1993PLC070739

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