

NCD/NSE/2025-26/17

June 17, 2025

The Manager
Listing Department- Debt
National Stock Exchange of India Limited
“Exchange Plaza”, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

Sub.: Outcome of the Board Meeting

Dear Sir/ Madam,

We wish to inform that the Board of Directors of Profectus Capital Private Limited (the “Company”), at its meeting held today i.e. [June 17, 2025], has, inter alia, approved the share purchase agreement (the “SPA”) to be entered into amongst the Company, Actis PC Investment (Mauritius) Limited, Actis PC (Mauritius) Limited and UGRO Capital Limited for the sale of 100% of the equity shares of the Company by the existing shareholders of the Company to UGRO Capital Limited.

A copy of the press release being released by the Company to this effect is enclosed herewith for your information and record.

The above meeting of the Board of Directors commenced at 05:28 pm and concluded at 5:36 pm.

We request you to take the above information on your record and disseminate the same on your website.

Thanking you,

for Profectus Capital Private Limited

Nitin Pangarkar
Company Secretary & CCO
ACS No: 23863

Encl: As Above

Press Release

Sale of Profectus Capital Private Limited to UGRO Capital Limited

Mumbai, June 17, 2025:

Profectus Capital Private Limited (“**Profectus**” or “**Company**”) today announced that its Board has approved the share purchase agreement (“**SPA**”) for the sale of 100% of the shares of the Company to UGRO Capital Limited (“**UGRO**”), in an all-cash transaction.

UGRO is a listed public limited company and registered with the RBI as NBFC- Middle Layer.

The transaction is subject to customary conditions precedent, including receipt of RBI approval, shareholders’ approval and such other conditions as agreed amongst the parties to the SPA.

Commenting on this strategic transaction, **KV Srinivasan, Executive Director and CEO of Profectus Capital Private Limited**, said: “The coming together of the two organizations would be beneficial owing to the synergies and complementarity of the businesses, which should result in greater operational efficiency and profitability for the business. We at Profectus, thank our investors for their unwavering commitment and support throughout our journey, which has helped us to establish a very strong process-oriented business with an excellent portfolio quality.”

Shachindra Nath, Founder and Managing Director, UGRO said: “This strategically priced acquisition deploys our equity raise to achieve instant scale and ₹115 Crores cost savings and annualized incremental profitability of ₹ 150 Crores thus boosting ROA by 0.6–0.7%. Integrating Profectus’ school finance expertise unlocks ₹2,000 Crores growth potential and strengthens our secured asset mix – accelerating our journey to become India’s largest MSME lender through enhanced Emerging Markets and Embedded Finance capabilities.”

Daiwa Corporate Advisory India Private Limited and Avendus Capital Private Limited acted as exclusive financial advisors to the Company and investors in relation to the transaction. Cyril Amarchand Mangaldas was engaged as the legal counsel to the Company and investors in relation to the transaction. KPMG India Services LLP was engaged by the Company for the vendor financial and tax due diligence exercise in relation to the Transaction.

Profectus Capital Private Limited

Regd. Office : B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai - 400 070. **Tel. :** +91-22-4919 4400
Website : www.profectuscapital.com **Email:** info@profectuscapital.com **CIN :** U65999MH2017PTC295967

Press Release

About Profectus Capital Private Limited

Profectus is a non-banking finance company (NBFC) registered with the Reserve Bank of India as NBFC-Middle Layer. Profectus is a professionally managed and institutionally owned entity engaged in providing credit to India's MSME borrowers with products like enterprise mortgage loans, machinery finance and supply chain finance, amongst others.

For more information, visit www.profectuscapital.com

About UGRO Capital Limited (NSE: UGROCAP | BSE: 511742)

UGRO Capital Limited is a DataTech Lending platform, listed on NSE and BSE, pursuing its mission of "Solving the Unsolved" for the small business credit gap in India, on the back of its formidable distribution reach and its Data-tech approach.

The Company's prowess in Data Analytics and strong Technology architecture allows for customized sourcing platforms for each sourcing channel. GRO Plus module which has uberized intermediated sourcing, GRO Chain, a supply chain financing platform with automated end-to-end approval and flow of invoices, GRO Xstream platform for co-lending, an upstream and downstream integration with fintechs and liability providers, and GRO X application to deliver embedded financing option to MSMEs.

The credit scoring model GRO Score (3.0) a statistical framework using AI / ML driven statistical model to risk rank customers is revolutionizing the MSME credit by providing on-tap financing like consumer financing in India.

UGRO has executed Co-lending model in India which is prevalent in the West through Co-Lending relationships with total of 17 Banks and NBFCs and built a sizeable off-balance sheet asset of 42% of its AUM through its Co-lending and Co-originating partners and GRO Xstream platform. The Company is backed by marquee institutional investors (raised INR 900+ Cr of equity capital in 2018, INR ~340 Cr in 2023 and INR ~1,265 Cr in 2024) and aims to capture 1% market share over the next three years.

For more information, please visit: <http://www.ugrocapital.com/>

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Press Release

Safe Harbor

This document is to provide the general background information about the Company's activities as at the date of the release. The information contained herein is for general information purposes only and based on estimates and should not be considered as a recommendation that any investor should subscribe / purchase any securities of the Company. The Company makes no representation or warranty, express or implied, as to, and does not accept any responsibility or liability with respect to, the fairness, accuracy, completeness or correctness of any information contained herein. This release may include certain forward-looking statements. These statements include descriptions regarding the intent, belief or current expectations of the Company or its directors and officers with respect to the results of operations and financial condition of the Company. These statements can be recognized by the use of words such as "expects", "plans", "will", "estimates", "projects", or other words of similar meaning. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and actual results may differ materially from those in such forward-looking statements as a result of various factors and assumptions which the Company believes to be reasonable in light of its operating experience in recent years. The risks and uncertainties relating to these statements include, but not limited to, risks and uncertainties, regarding fluctuations in earnings, our ability to manage growth, competition, our ability to manage our international operations, government policies, regulations, etc. The Company does not undertake any obligation to revise or update any forward-looking statement that may be made from time to time by or on behalf of the Company including to reflect actual results, changes in assumptions or changes in factors affecting these statements. Given these risks, uncertainties and other factors, viewers of this release are cautioned not to place undue reliance on these forward-looking statements. This release may contain certain currency exchange rates and the same have been provided only for the convenience of reader.

For further information, please connect with us:

Company: Profectus Capital Private Limited	Contact Details
	<p>Name: Nitin Pangarkar Designation: Company Secretary & CCO Address: B-17, 4th Floor, Art Guild House, Phoenix Market City, Kurla West, Mumbai, Maharashtra, India, 400070 Email: nitin.pangarkar@profectuscapital.com</p> <p>Company website link - details for Investor Contact SPOCs: https://www.profectuscapital.com/investor-relations/investor-information/</p>

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