

NCD/NSE/2025-26/65

January 8, 2026

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

Dear Sir/ Madam,

Sub: Intimation under Regulation 51 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Approved the Scheme of Amalgamation of the Company with UGRO Capital Limited (“UGRO Capital”)

Pursuant to Regulation 51 read with Schedule III 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. January 8, 2026, have, considered, discussed and approved the Scheme of Amalgamation of the Company with UGRO Capital Limited (“UGRO Capital”), and their respective shareholders and creditors under Sections 230 – 232 read with Section 52 of Companies Act, 2013 (“Act”) and other applicable rules, circulars and notification under the Act, relevant guidelines, circulars and directions issued by Securities and Exchange Board of India (“SEBI”), Reserve Bank of India (“RBI”) and other applicable law, wherein the Company, a wholly owned subsidiary of the UGRO Capital, would be merged with UGRO Capital.

The Scheme is, *inter-alia*, subject to the sanction of National Company Law Tribunal (NCLT), and receipt of necessary approvals from the Stock Exchanges, SEBI, RBI, shareholders, creditors, and such other regulatory / statutory authorities, as may be required.

The Scheme as approved by the Board would be available on the website of the Company at <https://www.profectuscapital.com/investor-relations/stock-exchange-intimations/> after submission of the same with the Stock Exchange.

We request you to note and take the same on your record.

Thanking you,

Yours faithfully,

for **Profectus Capital Private Limited**

Nitin Pangarkar
Company Secretary
ACS No: 23863

Copy to:

The Vice President National Securities Depository Limited 4 th floor, Trade World, A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013.	The Vice President –Operations Central Depository Services (India) Limited Marathon Futurex, A Wing, 25 th Floor, N M Joshi Marg, Lower Parel Mumbai – 400013.
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