

Date: January 27, 2026

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

**Subject: Brief particulars of the UGRO Capital Limited (Transferee Company) and Profectus Capital Private Limited (Transferor Company):**

<b>Sr. No.</b>	<b>Particulars</b>	<b>UGRO Capital Limited (Transferee Company)</b>	<b>Profectus Capital Private Limited (Transferor Company)</b>
1	Name of the Company	UGRO Capital Limited (UGRO)	Profectus Capital Private Limited (PCPL)
2.	Exchange(s) Listed on	BSE Limited and National Stock Exchange of India Limited. (Both Equity & Debt)	National Stock Exchange of India Limited. (Only Debt)
3.	Designated Stock Exchange	BSE Limited	National Stock Exchange of India Limited
4.	Date of Incorporation & details of name change, if any.	UGRO Capital Limited (“Company” or the “Issuer”) was incorporated as ‘Chokhani Securities Private Limited’ under the Companies Act, 1956 on February 10, 1993.  The Company was subsequently converted into a public limited company pursuant to the fresh Certificate of Incorporation issued by the Registrar of Companies, Maharashtra at Bombay on July 26, 1994. The name of our Company was subsequently changed from “Chokhani Securities Limited” to “UGRO Capital Limited”	Profectus Capital Private Limited (PCPL) was incorporated on June 9, 2017
5.	Nature of business and business activities currently carried out by the Company	The Company is a non-deposit taking NBFC classified as middle layer NBFC registered with the RBI vide COR No.13.00325 and 12.02475 dated October 26, 2018 and January 09, 2024,	The Company is a non-deposit taking NBFC classified as middle year NBFC registered with the RBI vide COR No. N-13.02201 dated September 25, 2017 and also COR No. N-13.02451 dated February

**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

		<p>respectively, issued by RBI.</p> <p>The Company specializes in MSME's and Small Business Financing. The Company provides a diversified portfolio of financial products including business loans, loans against property, machinery, and equipment finance and working capital support to MSME's.</p>	<p>22, 2023.</p> <p>The Company provides secured lending to micro, small and medium enterprises. The Company offers products to suit the requirement of individual businesses and has cluster specific features to accommodate nature of the segment &amp; geographic nuances. PCPL also undertakes factoring business on Trade Receivables electronic discounting system (TReDS) platform.</p>
6.	Brief detail about Scheme including rationale for scheme along with a graphical representation.	<p>This Scheme is presented under section 230 to 232 of the Companies Act, 2013, read with section 52 and other applicable provisions of the Acts and the relevant rules of the Companies (Compromises, Arrangements &amp; Amalgamations) Rules, 2016, for the amalgamation of Profectus Capital Private Limited (Transferor Company) with UGRO Capital Limited (Transferee Company). The scheme is framed in accordance with section 2(1B) and other related provisions of the Income Tax, 1961, inter alia, such that:</p> <p>i) all the properties of the Transferor Company, immediately before the amalgamation, shall become the properties of the Transferor Company, by virtue of the amalgamation;</p> <p>ii) all the liabilities of the Transferor Company, immediately before the amalgamation, shall become the liabilities of the Transferee Company, by virtue of the amalgamation.</p> <p>iii) no shares would be issued</p>	<p>This Scheme is presented under section 230 to 232 of the Companies Act, 2013, read with section 52 and other applicable provisions of the Acts and the relevant rules of the Companies (Compromises, Arrangements &amp; Amalgamations) Rules, 2016, for the amalgamation of Profectus Capital Private Limited (Transferor Company) with UGRO Capital Limited (Transferee Company). The scheme is framed in accordance with section 2(1B) and other related provisions of the Income Tax, 1961, inter alia, such that:</p> <p>i) all the properties of the Transferor Company, immediately before the amalgamation, shall become the properties of the Transferor Company, by virtue of the amalgamation;</p> <p>ii) all the liabilities of the Transferor Company, immediately before the amalgamation, shall become the liabilities of the Transferee Company, by virtue of the amalgamation.</p> <p>iii) no shares would be issued</p>

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		<p>pursuant to this scheme as the amalgamation is between the holding company (i.e. the Transferee Company) and its wholly owned subsidiary company (i.e. Transferor Company).</p> <p>The Board of PCPL and UGRO Capital are desirous of consolidating the entire business of PCPL with UGRO Capital. The Scheme is also being implemented to give effect to the condition set out in the RBI Approval pursuant to which the acquisition of PCPL by UGRO Capital was approved, requiring consolidation of the businesses of PCPL and UGRO Capital through the merger of PCPL into UGRO Capital.</p> <p>The Scheme will result in the following:</p> <ol style="list-style-type: none"> <li>a) the combined entity's strengthened asset mix features higher secured assets, thereby providing further impetus to scale Emerging Market and Embedded Finance businesses;</li> <li>b) significant geographic and product alignment in Secured Loan Against Property (LAP) and Machinery Finance facilitating operational efficiencies;</li> <li>c) synergies of operations resulting in the expansion and long-term sustainable growth, which will consolidate and enhance value for the stakeholders;</li> <li>d) achievement of optimal and efficient utilization of capital, enhance</li> </ol>	<p>pursuant to this scheme as the amalgamation is between the holding company (i.e. the Transferee Company) and its wholly owned subsidiary company (i.e. Transferor Company).</p> <p>The Board of PCPL and UGRO Capital are desirous of consolidating the entire business of PCPL with UGRO Capital. The Scheme is also being implemented to give effect to the condition set out in the RBI Approval pursuant to which the acquisition of PCPL by UGRO Capital was approved, requiring consolidation of the businesses of PCPL and UGRO Capital through the merger of PCPL into UGRO Capital.</p> <p>The Scheme will result in the following:</p> <ol style="list-style-type: none"> <li>a) the combined entity's strengthened asset mix features higher secured assets, thereby providing further impetus to scale Emerging Market and Embedded Finance businesses;</li> <li>b) significant geographic and product alignment in Secured Loan Against Property (LAP) and Machinery Finance facilitating operational efficiencies;</li> <li>c) synergies of operations resulting in the expansion and long-term sustainable growth, which will consolidate and enhance value for the stakeholders;</li> <li>d) achievement of optimal and efficient utilization of capital, enhance operational and management efficiencies;</li> </ol>
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		<p>operational and management efficiencies;</p> <p>e) reduction in management overlaps and elimination of legal and regulatory compliances and associated costs thereof; and</p> <p>f) improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills.</p> <p>In view of the above, the Board of Directors of PCPL and UGRO Capital have formulated this Scheme pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act.</p> <p>Further, the Board of Directors of PCPL and UGRO Capital are of the opinion that the Scheme would be beneficial to and in the best interest of all the shareholders, creditors, employees, and other stakeholders of PCPL and UGRO Capital.</p>	<p>e) reduction in management overlaps and elimination of legal and regulatory compliances and associated costs thereof; and</p> <p>f) improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills.</p> <p>In view of the above, the Board of Directors of PCPL and UGRO Capital have formulated this Scheme pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act.</p> <p>Further, the Board of Directors of PCPL and UGRO Capital are of the opinion that the Scheme would be beneficial to and in the best interest of all the shareholders, creditors, employees, and other stakeholders of PCPL and UGRO Capital.</p>
7.	Date of Resolution passed by Board of Directors of the Company approving the scheme.	8 <sup>th</sup> January 2026	8 <sup>th</sup> January 2026
8.	Appointed Date	1 <sup>st</sup> April 2026	1 <sup>st</sup> April 2026
9.	Consideration/Exchange Ratio	<p>Since the Transferor Company is wholly owned subsidiary of the Transferee Company, upon amalgamation of the Transferor Company with the Transferee Company, no consideration shall be issued by the Transferee Company. Accordingly, upon effectiveness of the Scheme, there will be no change in the equity shareholding pattern of the Transferee Company.</p>	<p>Since the Transferor Company is wholly owned subsidiary of the Transferee Company, upon amalgamation of the Transferor Company with the Transferee Company, no consideration shall be issued by the Transferee Company. Accordingly, upon effectiveness of the Scheme, there will be no change in the equity shareholding pattern of the Transferee Company.</p>

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		Upon the Scheme becoming effective, the entire share capital of the Transferor Company held by the Transferee Company along with its nominees, shall stand cancelled without any further application, act, or deed.	Upon the Scheme becoming effective, the entire share capital of the Transferor Company held by the Transferee Company along with its nominees, shall stand cancelled without any further application, act, or deed.																								
10.	Will any of the unlisted companies seek listing pursuant to Rule 19(2)(b) of SEBI (SCRR),1957	Not Applicable	Not Applicable																								
11.	Report of Audit Committee	Audit Committee report dated 8 <sup>th</sup> January 2026 has recommended the draft scheme for favorable consideration.	Audit Committee report dated 8 <sup>th</sup> January 2026 has recommended the draft scheme for favorable consideration.																								
12.	Valuation Report from a Registered Valuer	The share entitlement ratio for NCDs has been derived based on Valuation report by the Registered Valuer CA Pankaj Gupta.	The share entitlement ratio for NCDs has been derived based on Valuation report by the Registered Valuer CA Pankaj Gupta.																								
13.	Fairness opinion by Merchant Banker	Sundae Capital Advisors Private Limited, Merchant Banker, in its fairness opinion dated 8 <sup>th</sup> January 2026 has opined that the share entitlement ratio for NCDs as recommended by the valuer is fair.	Sundae Capital Advisors Private Limited, Merchant Banker, in its fairness opinion dated 8 <sup>th</sup> January 2026 has opined that the share entitlement ratio for NCDs as recommended by the valuer is fair.																								
14.	Pre and post scheme Shareholding Pattern of the listed Company	<div>Pre-Scheme Shareholding Pattern:</div> <div>Post-Scheme shareholding pattern:</div> <table><tr><th>Category</th><th>No. of shares</th><th>%</th></tr><tr><td>Promoter</td><td>2,622,687</td><td>1.69</td></tr><tr><td>Public</td><td>152,084,066</td><td>98.31</td></tr><tr><td>Total</td><td>154,706,753</td><td>100</td></tr></table>	Category	No. of shares	%	Promoter	2,622,687	1.69	Public	152,084,066	98.31	Total	154,706,753	100	<div>Pre-Scheme Shareholding Pattern:</div> <div>Post-Scheme shareholding pattern:</div> <table><tr><th>Category</th><th>No. of shares</th><th>%</th></tr><tr><td>Promoter</td><td>750,299,586</td><td>100</td></tr><tr><td>Public</td><td>0</td><td>0</td></tr><tr><td>Total</td><td>750,299,586</td><td>100</td></tr></table>	Category	No. of shares	%	Promoter	750,299,586	100	Public	0	0	Total	750,299,586	100
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15.	Pre and post scheme Shareholding pattern of Unlisted Company 1	<div>Pre-amalgamation shareholding pattern: <b>(Not Applicable)</b></div> <table><tr><th>Category</th><th>No.</th><th>%</th></tr><tr><td>Promoter</td><td></td><td></td></tr><tr><td>Public</td><td></td><td></td></tr><tr><td>Total</td><td></td><td></td></tr></table> <div>Post-amalgamation shareholding pattern:</div> <table><tr><th>Category</th><th>No.</th><th>%</th></tr><tr><td>Promoter</td><td></td><td></td></tr><tr><td>Public</td><td></td><td></td></tr><tr><td>Total</td><td></td><td></td></tr></table>	Category	No.	%	Promoter			Public			Total			Category	No.	%	Promoter			Public			Total			<div>Pre-amalgamation shareholding pattern: <b>(Not Applicable)</b></div> <table><tr><th>Category</th><th>No.</th><th>%</th></tr><tr><td>Promoter</td><td></td><td></td></tr><tr><td>Public</td><td></td><td></td></tr><tr><td>Total</td><td></td><td></td></tr></table> <div>Post-amalgamation shareholding pattern</div> <table><tr><th>Category</th><th>No.</th><th>%</th></tr><tr><td>Promoter</td><td></td><td></td></tr><tr><td>Public</td><td></td><td></td></tr><tr><td>Total</td><td></td><td></td></tr></table>	Category	No.	%	Promoter			Public			Total			Category	No.	%	Promoter			Public			Total		
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17	Details of promoter's shareholding	<div>Pre- scheme shareholding pattern:</div> <table><tr><th>Name</th><th>No. of shares</th><th>%</th><th>Promoter (Yes/No)</th></tr><tr><td>Poshika Advisory Services Llp</td><td>20,27,709</td><td>1.3107</td><td>Yes</td></tr></table>	Name	No. of shares	%	Promoter (Yes/No)	Poshika Advisory Services Llp	20,27,709	1.3107	Yes	<div>Pre- scheme shareholding pattern:</div> <table><tr><th>Name</th><th>No. of shares</th><th>%</th><th>Promoter (Yes/No)</th></tr><tr><td>Ugro Capital Limited</td><td>750,299,586</td><td>100</td><td>Yes</td></tr></table>	Name	No. of shares	%	Promoter (Yes/No)	Ugro Capital Limited	750,299,586	100	Yes																																
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18	Minimum public shareholding in all the companies pre and post amalgamation is in compliance with Regulation 38 of SEBI (LODR) Regulations, 2015 ('Listing Regulations')	Yes	Not Applicable																																
19	Approval of shareholders through postal ballot and e- voting	The Company will undertake shareholders approval as per the directions of the Hon'ble NCLT pursuant to the provisions of the section 230 to 232 of the	The Company will undertake shareholders approval as per the directions of the Hon'ble NCLT pursuant to the provisions of the section 230 to 232 of the																																

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		Companies Act, 2013.	Companies Act, 2013.
20	<p>Resolution for scheme approval (Ordinary/Special)</p> <p><i>Note: specifically state applicability of Clause 10(b) of SEBI Master Circular on Scheme of Arrangement i.e.</i></p> <p><i>"If the Scheme of arrangement shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it"</i></p>	<p>The requirement of paragraph (a)(10)(b) of Part I of SEBI Master circular pertaining to obtaining approval of the majority of public shareholders is not applicable to the scheme.</p> <p>Undertaking from the company in relation to the Non-Applicability of the requirements is submitted along with the supporting auditor certificate</p>	Not Applicable
21	Treatment of Fractional Entitlement, if any	Since the Transferor Company is wholly owned subsidiary of the Transferee Company, upon amalgamation of the Transferor Company with the Transferee Company, no consideration shall be issued by the Transferee Company. Accordingly, upon effectiveness of the Scheme, there will be no change in the equity shareholding pattern of the Transferee Company. Hence, no shares will be exchanged.	Since the Transferor Company is wholly owned subsidiary of the Transferee Company, upon amalgamation of the Transferor Company with the Transferee Company, no consideration shall be issued by the Transferee Company. Accordingly, upon effectiveness of the Scheme, there will be no change in the equity shareholding pattern of the Transferee Company. Hence, no shares will be exchanged.
22.	Compliance with Regulation 11 of the Listing Regulations	The Company has vide letter dated confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines	The Company has vide letter dated confirmed that the proposed scheme of amalgamation to be presented to any court or Tribunal does not in any way violate or override or circumscribe the provisions of SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956/2013, the rules, Regulations and guidelines

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		under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.		under the Acts, the provisions as explained in Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or the requirements of SEBI Circulars and stock exchanges.	
23.	Statutory Auditor's certificate confirming the compliance of the accounting treatment as per SEBI Master Circular	M/s. Sharp & Tannan Associates, Statutory Auditors of the Company, have provided the certificate dated 8 <sup>th</sup> January 2026, confirming the accounting treatment as per SEBI circular.		M.C. Ranganathan & Co, statutory auditors of the Company, have provided the certificate dated 8 <sup>th</sup> January 2026, confirming the accounting treatment as per SEBI circular.	
24.	Compliance Report as per SEBI circular	Compliance Report as per SEBI Master Circular has been submitted along with the application.		Compliance Report as per SEBI Master Circular has been submitted along with the application.	
25.	Net Worth (Rs. in crores)	Separate Net-worth Certificate will be submitted, certified by the Statutory Auditors of the Company		Separate Net-worth Certificate will be submitted, certified by the Statutory Auditors of the Company	
	Pre	-		-	
	Post	-		-	
26.	Capital before the scheme (No. of equity shares as well as capital in rupees)	No. of equity shares	15,47,06,753	No. of equity shares	75,02,99,586
		Equity share capital (in INR)	1,54,70,67,530	Equity share capital (in INR)	7,50,29,95,860
	No. of shares to be issued	Not Applicable		Not Applicable	
	Cancellation of shares on account of cross holding, if any	Not Applicable		Not Applicable	
	Capital after the scheme (No. of equity shares as well as capital in rupees)	No. of equity shares	15,47,06,753	No. of equity shares	0
		Equity share capital (in INR)	1,54,70,67,530	Equity share capital (in INR)	0
27.	Please specify the relation among the companies involved in the scheme, if any.	Holding Company and its Wholly Owned Subsidiary			
28.	Details regarding change	Not Applicable		Not Applicable	

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	in management control in listed or resulting company seeking listing, if any.		
29.	Remarks, if any	This is a scheme of amalgamation between Ugro Capital Limited (Holding Company) & Profectus Capital Private Limited (Wholly Owned Subsidiary Company)	

Thanking you

Yours faithfully,  
*for* **Profectus Capital Private Limited**

**Nitin Pangarkar**  
**Company Secretary**  
ACS No: 23863