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: Compliance Report

Dear Sir/ Madam,

It is hereby certified that the scheme of arrangement involving proposed scheme of amalgamation of Profectus Capital Private Limited ("Transferor Company") with UGRO Capital Limited ("Transferee Company") does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, including the following:

Sr. No	Particulars	Whether complied (YES/NO)	Remarks
1.	Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Compliance with securities laws	Yes	-
2.	Submission of Valuation Report	Yes	-
3.	Submission of Fairness opinion	Yes	-
4.	Submission of documents to Stock Exchange(s)	Yes	-
5.	Disclosures in the Scheme of Arrangement	Yes	-
6.	Provision of approval of holders of NCDs/ NCRPS through e-voting	To be complied	Will be complied while convening the meeting as per NCLT guidance
7.	Grievance redress/ Report on Complaints/ Comments	Yes	-
8.	Conditions for schemes of arrangement involving unlisted entities	Not Applicable	Scheme of amalgamation / arrangement is between listed holding company and debt listed wholly owned subsidiary
9.	Auditor's certificate regarding payment/ repayment capability compliance with Accounting Standards	Yes	-

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation/ arrangement involving Profectus Capital Private Limited ("Transferor Company") with UGRO Capital Limited ("Transferee Company") are in compliance with all the Accounting Standards applicable to a listed entity.

Nitin Pangarkar   **Rajesh Kumar Thakur**
Company Secretary   **Chief Financial Officer**
ACS No: 23863