

January 08, 2026

To,

The Board of Directors

UGRO Capital Limited

**Equinox Business Park, Tower 3,
Fourth Floor, Off BKC, LBS Road, Kurla
Mumbai - 400 070, Mumbai**

Profectus Capital Private Limited

**B-17, 4th Floor, Art Guild House
Phoenix Market City, Kurla West
Mumbai - 400 070**

Sub.: Fairness opinion on Fair Exchange Ratio contained in the Fair Exchange Ratio Report in relation to the Proposed Scheme of Amalgamation.

Dear Sir / Madam,

We, Sundae Capital Advisors Private Limited (referred to as “**Sundae**” or “**We**”), refer to the engagement letter dated **January 07, 2026**, wherein we have been requested to provide a fairness opinion on the Fair Exchange Ratio Report issued by CA Pankaj Gupta (Registered Valuer - Securities or Financial Assets) (the “**Valuer**”) w.r.t. the proposed Scheme of Amalgamation between UGRO Capital Limited (hereinafter called (“**Transferee Company**” or “**UGRO**”), Profectus Capital Private Limited (hereinafter called “**Transferor Company**” or “**PCPL**”) and their respective shareholders and creditors (“**Scheme**”).

INTRODUCTION: SUNDAE CAPITAL ADVISORS PRIVATE LIMITED

Sundae Capital Advisors Private Limited is registered with SEBI as Category I Merchant Banker and with IBBI as Registered Valuer (Securities or Financial Assets). We are a professional services firm engaged in providing a comprehensive range of financial and strategic advisory services, including Merchant Banking, Business Valuation, Corporate Advisory, Transaction Advisory, and Stock Incentive Plan Advisory.

Our team comprises experienced professionals with deep domain expertise and a strong track record of executing complex transactions across a diverse set of industries. Leveraging our multidisciplinary capabilities and industry insights, we deliver tailored solutions that align with our clients’ strategic objectives and create long-term value.

INDEPENDENCE

We confirm that we are an independent party and are eligible to act in the capacity of Merchant Banker in terms of the applicable laws and regulations, including the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the SEBI (LODR) Regulations, 2015, and any other applicable guidelines.

NO CONFLICT OF INTEREST

We confirm that there exists no material conflict of interest with CA. Pankaj Gupta; Registered Valuer - Securities or Financial Assets vide Registration Number: IBBI/RV/11/2019/11931 (“**Registered Valuer**”) or with UGRO or PCPL involved in the proposed Scheme, including in relation to:

- a) any common directorships;
- b) any common shareholding or partnerships;
- c) any commercial relationships that could potentially impair our objectivity or independence.

DISCLOSURE OF INTEREST (IF ANY)

We further confirm that we do not have any direct or indirect interest in the Registered Valuer, UGRO or PCPL.

SCOPE AND PURPOSE OF THIS REPORT

UGRO and PCPL has appointed CA. Pankaj Gupta , IBBI Registered Valuer (Securities & Financial Assets) having registration number IBBI/RV/11/2019/11931 (referred to as “Valuer”) for recommendation of Fair Exchange Ratio for the Proposed Scheme of Amalgamation and our scope is restricted to examine the valuation report issued by the Valuer and issue our independent opinion as to the fairness on Fair Exchange Ratio contained in the Fair Exchange Ratio Report in relation to the ‘Proposed Scheme of Amalgamation’ (“**Fairness Opinion**”).

All terms not specifically defined in this fairness opinion shall carry the same meaning as in the valuation report.

We confirm that we are an independent party and are eligible to act in the capacity of Merchant Banker in terms of the applicable laws and regulations, including the Companies Act, 2013, the SEBI (ICDR) Regulations, 2018, the SEBI (LODR) Regulations, 2015, and any other applicable guidelines.

BRIEF BACKGROUND OF THE COMPANIES

Profectus Capital Private Limited (“Transferor Company” or “PCPL”)

Profectus Capital Private Limited (“Transferor Company” or “PCPL”) (CIN: U65999MH2017PTC295967), is a private limited company incorporated on June 9, 2017, under the provisions of the Companies Act, 2013. PCPL is a non-deposit taking Non-Banking Financial Company (“NBFC”) classified as middle layer NBFC registered with Reserve Bank of India (“RBI”) vide Certificate of Registration (“CoR”) No. N-13.02201 dated September 25, 2017, and also CoR No. N-13.02451 dated February 22, 2023. The registered office of PCPL is at B-17, 4th Floor, Art Guild House, Phoenix Market City, Kurla West, Mumbai, Maharashtra 400070.

PCPL provides secured lending to micro, small and medium enterprises (“MSMEs”). PCPL offers customized products to suit the requirement of individual businesses and has cluster-specific features to accommodate nature of the segment, and geographic nuances. PCPL also undertakes factoring business on Trade Receivables electronic Discounting System (TReDS) platform.

The non-convertible debentures (NCD) of PCPL are listed on the National Stock Exchange of India Limited.

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The Authorized, Issued, Subscribed, and Paid-up Share Capital of PCPL as of the date of approval of this Scheme by the Board of Directors is as under:

Particulars	Amount (INR)
Authorised Share Capital	
98,00,00,000 Equity Shares of INR 10 each	9,80,00,00,000
2,00,00,000 Preference Shares of INR 10 each	20,00,00,000
Total	10,00,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
75,02,99,586 Equity Shares of INR 10 each fully paid up	7,50,29,95,860
Total	7,50,29,95,860

As on the date of approval of the Scheme by the Board of Directors, the entire equity share capital of the Transferor Company is held by the Transferee Company.

UGRO Capital Limited (“Transferee Company” or “UGRO”)

UGRO Capital Limited (“Transferee Company” or “UGRO Capital”) (CIN: L67120MH1993PLC070739), a public limited company incorporated on February 10, 1993, under the provisions of the Companies Act, 1956. The registered office of UGRO Capital is at Equinox Business Park, Tower 3, Fourth Floor, Off BKC, LBS Road, Kurla, Maharashtra 400070.

UGRO Capital 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 9, 2024, respectively, issued by the RBI. UGRO Capital also specialises in MSMEs and Small Business Financing. UGRO Capital provides a diversified portfolio of financial products including business loans, loans against property, machinery and equipment finance, and working capital support to MSMEs.

The shares of UGRO Capital are listed on the BSE Ltd. and National Stock Exchange of India Limited. The non-convertible debentures of the UGRO Capital are listed on the BSE Ltd. and National Stock Exchange of India Limited.

Pursuant to the Share Purchase Agreement (“SPA”) executed between PCPL, shareholders of PCPL and UGRO Capital dated June 17, 2025 and the approval granted by Board of Directors and shareholders of PCPL and UGRO Capital and the approval received from RBI vide its letter dated September 17, 2025 (“RBI Approval”), 100% shares of PCPL were acquired by UGRO Capital, thereby making PCPL a wholly owned subsidiary company of UGRO Capital with effect from December 08, 2025.

As on the date of approval of the scheme by the Board of Directors, the entire equity share capital of the PCPL is held by the UGRO.

The Authorized, Issued, Subscribed, and Paid-up Share Capital of UGRO as on the date of approval of this Scheme by the Board of Directors is as under:

Particulars	Amount (INR)
Authorised Share Capital	
24,95,00,000 equity shares of INR 10 each	2,49,50,00,000
2,05,00,000 Preference Shares of INR 10 each	20,50,00,000
Total	2,70,00,00,000
Issued, Subscribed and Paid-Up Share Capital	
15,47,06,753 equity shares of INR 10 each	1,54,70,67,530
Total	1,54,70,67,530

SUMMARY OF PROPOSED TRANSACTION

Subject to the terms and conditions contained in Draft Scheme of Amalgamation, the Proposed Scheme will be implemented by the Amalgamation of PCPL with UGRO on a going concern basis.

Further, in connection with the Proposed Amalgamation, the NCD holders of PCPL will become NCD holders of UGRO with exactly the same terms, on which the NCDs were issued by PCPL, including the face value, coupon rate, tenure, redemption price, quantum and nature of security.

For the purpose of this report, PCPL and UGRO are collectively referred to as the “Companies” as of the valuation date. The management including the board of directors of both the Companies shall together be referred to as the “Management”

RATIONALE OF THE SCHEME AS PER THE SCHEME

After due consideration, 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 dated September 17, 2025, 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. The Scheme will result in the following:

- the combined entity's strengthened asset mix features higher secured assets, thereby providing further impetus to scale Emerging Market and Embedded Finance businesses;
- significant geographic and product alignment in Secured Loan Against Property (LAP) and Machinery Finance facilitating operational efficiencies;
- synergies of operations resulting in the expansion and long-term sustainable growth, which will consolidate and enhance value for the stakeholders;
- achieve optimal and efficient utilization of capital, enhance operational and management efficiencies;
- reduction in management overlaps and elimination of legal and regulatory compliances and associated costs thereof; and
- improved organizational capability and leadership, arising from the pooling of human capital that has diverse skills.

In view of the above, the Management of PCPL and UGRO have formulated this Scheme pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act to be presented before the Board of Directors of PCPL and UGRO.

Further, the Management of PCPL and UGRO 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.

SOURCE OF INFORMATION AND REPRESENTATIONS

For the purpose of forming our opinion on the Fair Exchange Ratio Report, we have relied on the discussions with the Management and the following information and documents made available to us:

- Fair Exchange Ratio Report dated December 31, 2025 by CA. Pankaj Gupta; Registered Valuer – Securities or Financial Assets vide Registration Number: IBBI/RV/11/2019/11931.
- Draft management certified Scheme of Amalgamation.
- Necessary explanations and information from the Management of the Companies.
- Discussion with the Valuer.
- All information that was provided by the Valuer.
- Other information as available in public domain.

We have obtained explanations and information considered reasonably necessary for our exercise, from the executives of the company. Our analysis considers those facts and circumstances present at the date of this Fairness Opinion.

EXCLUSIONS AND LIMITATIONS

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by the company for the purpose of this opinion. With respect to the estimated financials, if any, provided to us by the management, we have assumed that such financials were prepared in good faith and reflect the best currently available estimates and judgments by the management of the company. We express no opinion and accordingly accept no responsibility with respect to or for such estimated financials or the assumptions on which they were based. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the business. We have solely relied upon the information provided to us by the management. We have not reviewed any books or records of the business (other than those provided or made available to us). We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of the business and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of the business. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by the business for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threatened claims and hence have not commented on the effect of such litigation or claims on the valuation. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of the business with respect to these matters. In addition, we have assumed that the Proposed Scheme will

be approved by the appropriate authorities, if any, and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Draft Scheme.

We understand that the Managements of the Companies during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining necessary approvals for the Proposed Scheme, no restrictions will be imposed that will have a material adverse effect on the benefits of the transaction that the business may have contemplated. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and, on the information, made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving the business or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as independent merchant banker to UGRO for providing Fairness opinion on the Fair Exchange Ratio Report by independent valuer for the proposed transaction In the ordinary course of business, Sundae is engaged in merchant banking business including corporate advisory, restructuring, valuations, etc. We may be providing various other unrelated independent professional advisory services to the Companies in the ordinary course of our business.

It is understood that this Opinion is solely for the benefit of and use by the Board of Directors of the Companies for the purpose of this transaction and may not be relied upon by any other person and may not be used or disclosed for any other purpose without our prior written consent. The Opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above and for submitting to stock exchanges, SEBI and NCLT, under any Indian or foreign law, Statute, Act, guideline or similar instruction. Management should not make this report available to any party, including any regulatory or compliance authority / agency except as mentioned above. The Opinion is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to the Companies underlying decision/s to effect to the proposed transaction or as to how the holders of equity shares or NCDs of the Companies should vote at their respective meetings held in connection with the proposed amalgamation. We do not express and should not be deemed to have expressed any views on any other terms of transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of the company will trade following the announcement of the transaction or as to the financial performance of the company following the consummation of the transaction.

In no circumstances however, will Sundae or its subsidiaries, associates, directors or employees accept any responsibility or liability to any third party. Our liability (statutory or otherwise) for any economic loss or damage arising out of the rendering this opinion shall be limited to amount of fees received for rendering this Opinion as per our engagement with the company.

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OUR OPINION

With reference to above and based on information and explanation provided by the Management, after analyzing the Draft Scheme of Amalgamation, and based on our examination of the Valuation report and our independent analysis and subject to the exclusions and limitations mentioned hereinabove and to the best of our knowledge the opinions are as follows:

A. Amalgamation of the Transferor Company / PCPL with the Transferee Company / UGRO

Valuation Approach	UGRO *		PCPL *	
	Value per Share	Weight	Value per Share	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative Value per Share	NA		NA	

* PCPL is an existing wholly owned subsidiary of UGRO. Hence, the beneficial economic interest of the shareholders of UGRO in PCPL will remain identical after the Amalgamation. Hence valuation is not required to be undertaken.

Recommendation by Valuer:

PCPL is wholly owned subsidiary of UGRO and upon amalgamation of PCPL with UGRO, no consideration shall be discharged / paid by UGRO. Accordingly, upon effectiveness of the Scheme, there will be no change in the equity shareholding pattern of UGRO and upon the Scheme becoming effective, the entire paid up share capital of PCPL held by UGRO along with its nominees, shall stand cancelled without any further application, act, or deed and PCPL shall stand dissolved without being wound up and the Board and any committees thereof shall without any further act, instrument or deed be and stand discharged.

B. Consideration of Factors for recommendation of fair exchange ratio of entitlement for NCDs

Valuation Approach	UGRO *		PCPL *	
	Value per Share	Weight	Value per Share	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative Value per NCD	NA		NA	

* As explained above, we have not applied any of the valuation methods to arrive at value per NCD, since the NCD holders of the Amalgamating Company/ PCPL would hold NCDs in UGRO and there will be no change on the value and terms of the NCD. Hence, computation of fair /relative value per NCD is not relevant.

Recommendation by Valuer:

The economic interest of the NCD holders of the Amalgamating Company/PCPL would remain unchanged in UGRO. Hence, based on the foregoing considerations and-steps followed, the fair exchange ratio of entitlement for NCDs would be as follows:

"For every 1 (One) NCD of the Transferor Company / PCPL, 1 (one) NCD of the Transferee Company / UGRO of equivalent face value, paid-up value, coupon rate, tenure, redemption price, quantum and nature of security offered."

Based on the information, data made available to us, including the Fair Exchange Ratio Report issued by CA. Pankaj Gupta; Registered Valuer - Securities or Financial Assets, to the best of our knowledge and belief, the Fair Share Exchange Ratio in relation to the 'Proposed Scheme of Amalgamation', in our opinion, is fair and reasonable.

The aforesaid Scheme shall be subject to the receipt of approvals from Hon'ble National Company Law Tribunal and other statutory authorities as may be required.

Sundae has issued this Fairness Opinion with the understanding the Draft Scheme of Amalgamation shall not be materially altered before presentation to the Board and the parties hereto agree that the Fairness Opinion shall not stand good in case the final Scheme of Amalgamation alters the transaction.

***For Sundae Capital Advisors Private Limited
(SEBI Regn. No. INM000012494)***

***Gajesh Bhandari
Vice President***

***Harshit Goyal
Associate Vice President***