

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: Submission of Statement of Compliance with *Part I, Para 11* of SEBI Master Circular –
Scheme of Amalgamation of Profectus Capital Private Limited ("Transferor Company")
with UGRO Capital Limited ("Transferee Company")**

Dear Sir/Madam,

Pursuant to the provisions of the SEBI Master Circular on Schemes of Arrangement, particularly Part I, Para 11, we hereby submit the point-wise compliance statement in respect of the Draft Scheme of Amalgamation of Profectus Capital Private Limited ("PCPL") with UGRO Capital Limited. We hereby confirm the following:

- We confirm that all disclosures mandated under Part I, Para 11 of the SEBI Master Circular have been duly incorporated in the Draft Scheme of Amalgamation, particularly in Schedule 1
- no changes whatsoever have been made to the Draft Scheme of Amalgamation after submission of the Draft Scheme to the Stock Exchange(s), except as may be mandated by SEBI, Stock Exchange(s), RBI, NCLT, or any other competent regulatory authority, in accordance with the Master Circular.
- The Company undertakes to adhere strictly to all applicable requirements of the SEBI Master Circular, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any subsequent directions issued by SEBI or the designated Stock Exchange(s).

Thanking you,

Yours faithfully,
for Profectus Capital Private Limited

Nitin Pangarkar
Company Secretary
ACS No: 23863

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