

Annexure - C
Annexure I

1. Details of Directors and Promoters of all the companies involved in the scheme.

UGRO Capital Limited (Transferee Company):
Details of Directors:-

Sr.No	Name	Designation	DIN	PAN
1.	Satyananda Mishra	Non-Executive Chairman & Independent Director	01807198	ABFPM0609R
2.	Shachindra Nath	Vice Chairman & Managing Director	00510618	ABOPN3798F
3.	Karuppasamy Singam	Independent Director	03632212	AOAPS1956H
4.	Rajeev Krishnamuralilal Agarwal	Independent Director	07984221	AADPA7329R
5.	Karnam Sekar	Independent Director	07400094	ADFPK4877R
6.	Hemant Bhargava	Independent Director	01922717	ACOPB2688P
7.	Tabassum Abdulla Inamdar	Independent Director	07637013	AAAPI4635D
8.	Chetan Kulbhushan Gupta	Non-Executive (Nominee) Director	07704601	AISPG2429D
9.	Rohit Goyal	Non-Executive (Nominee) Director	05285518	AIXPG7127M
10.	Ramanathan Subramanian Arun Kumar	Non-Executive (Nominee) Director	09101691	AIJPA7271L

Details of Promoters & Promoter Group:-

Sr.No	Name	Category	PAN
1.	Poshika Advisory Services LLP	Promoter	AAVFP0398R
2.	Poshika Financial Ecosystem Pvt Ltd	Promoter Group	AAICP6179L
3.	Shachindra Nath	Person Acting in Concert	ABOPN3798F

Profectus Capital Private Limited (Transferor Company)**Details of Directors:-**

Sr.No	Name	Designation	DIN	PAN
1.	Satyananda Mishra	Independent Director	01807198	ABFPM0609R
2.	Karuppasamy Singam	Independent Director	03632212	AOAPS1956H
3.	Rajeev Krishnamuralilal Agarwal	Independent Director	07984221	AADPA7329R

Details of Promoters & Promoter Group:-

Sr.No	Name	Category	PAN
1.	UGRO Capital Limited	Promoter	AAACC2069E

2. Undertaking that the transferee entity will not issue/reissue shares not covered under the draft scheme.

Profectus Capital Private Limited (“PCPL” or “Transferor”) is a wholly owned subsidiary company of UGRO Capital Ltd (“UGRO Capital or Transferee Company), wherein upon amalgamation of PCPL with UGRO Capital, no consideration shall be discharged/paid by UGRO Capital.

Accordingly, upon effectiveness of the scheme, there will be no change in the equity shareholding pattern of UGRO Capital and upon the scheme becoming effective, the entire share capital of PCPL held by UGRO Capital along with its nominees, shall stand cancelled without any further application, act or deed.

3. Undertaking that as on date of application there are no outstanding warrants/instruments/agreements which give right to any person to take the equity shares in the transferee entity at any future date.

Please note that UGRO Capital has outstanding Compulsorily Convertible Debentures (“CCDs”) as on 8th January 2026, which were allotted on 8th October 2025. The total number of outstanding convertibles of the Company as on 8th January 2026 is 681,064. These CCDs are convertible into equity shares upon request of the allottee at any time within a period of 18 months from the date of allotment of the CCDs.

4. Pre and post Scheme shareholding pattern in below format for all companies involved in the scheme (kindly add columns if more than two).

Sr. No.	Description	Name of Shareholder	Transferor Company (Profectus Capital Pvt Ltd)		Transferee company (UGRO Capital Ltd)			
			Pre- arrangement		Pre- arrangement		Post- arrangement	
			No. of shares	%	No. of shares	%	No. of shares	%
(A) Shareholding of Promoter and Promoter Group								
1	Indian							
	Individuals/ Hindu Undivided Family	Names of Promoter						
		Shachindra Nath	1	0.0000001				
		Anuj Pandey	1	0.0000001				
		Sunil Suresh Lotke	1	0.0000001				
		Sharad Agarwal	1	0.0000001				
		Irem Sayeed	1	0.0000001				
		Rajesh Kumar	1	0.0000001				
(b)	Central Government/ State Government		0	0	0	0	0	0
(c)	Bodies Corporate		0	0	0	0	0	0
(d)	Financial Institutions/ Banks		0	0	0	0	0	0
(e)	Any Others							
	Persons Acting In Concert	Shachindra Nath	-	-	58548	0.0378	58548	0.0378
	Bodies Corporate	Poshika Advisory Services Llp	-	-	2027709	1.3107	2027709	1.3107

		Poshika Financial Ecosystem Private Limited	-	-	536430	0.3467	536430	0.3467
		Ugro Capital Limited	750299580	99.999999	-	-	-	-
		Sub Total(A)(1)	750299586	100	2622687	1.6953	2622687	1.6953
2	Foreign							
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)		0	0	0	0	0	0
(b)	Bodies Corporate		0	0	0	0	0	0
(c)	Institutions		0	0	0	0	0	0
(d)	Any Others		0	0	0	0	0	0
		Sub Total(A)(2)	0	0	2622687	1.6953	2622687	1.6953
		Total Shareholding of Promoter and Promoter Group(A)= (A)(1)+(A)(2)	750299586	100	2622687	1.6953	2622687	1.6953
(B)	Public shareholding							
1	Institutions							
(a)	Mutual Funds/ UTI		0	0	150	0.0001	150	0.0001
(b)	Financial Institutions / Banks		0	0	0	0	0	0
(c)	Central Government/ State		0	0	0	0	0	0
(d)	Venture Capital Funds		0	0	0	0	0	0

Profectus Capital Private Limited

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(e)	Insurance Companies		0	0	1723599	1.1141	1723599	1.1141
(f)	Foreign Institutional Investors		0	0	35038546	22.6484	35038546	22.6484
(g)	Foreign Venture Capital Investors		0	0	0	0	0	0
(h)	Any Other		0	0	416075	0.2689	416075	0.2689
	Sub-Total (B)(1)		0	0	37178370	24.0315	37178370	24.0315
2	Non-institutions							
(a)	Bodies Corporate		0	0	12603960	8.1470	12603960	8.1470
(b)	Individuals							
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh		0	0	13362442	8.6373	13362442	8.6373
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.		0	0	21059002	13.6122	21059002	13.6122
(c)	Any Other		0	0	67880292	43.8767	67880292	43.8767
	Sub-Total (B)(2)		0	0	114905696	74.2732	114905696	74.2732
(B)	Total Public Shareholding(B)= (B)(1)+(B)(2)		0	0	152084066	98.3047	152084066	98.3047
	TOTAL (A)+(B)		750299586	100	154706753	100	154706753	100

(C)	Shares held by Custodians and against which DRs have been issued		0	0	750299586	100	750299586	100
	GRAND TOTAL (A)+(B)+(C)		750299586	100	154706753	100	154706753	100

Note : Profectus Capital Pvt Ltd (PCPL & Transferor) is a wholly owned subsidiary company of UGRO Capital Ltd (UGRO Capital / Transferee Company), wherein upon amalgamation of PCPL with UGRO Capital, no consideration shall be discharged/paid by UGRO Capital.

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for Profectus Capital Private Limited

Nitin Pangarkar
Company Secretary
 ACS No: 23863