

Date: 06th March 2026

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051

NSE Symbol: UGROCAP

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

Dear Sir/Madam,

In accordance with the provisions of the SEBI Master Circular on Schemes of Arrangement, particularly Part I, Para 11, we hereby submit the detailed point-wise statement of compliance in respect of the Draft Scheme of Amalgamation of UGRO Capital Limited (“Ugro”) with Profectus Capital Private Limited (“PCPL”).

We hereby confirm that all disclosures as required under Part I, Para 11 of the SEBI Master Circular have been duly incorporated in the Draft Scheme of Amalgamation under Schedule 2.

Sr. No.	Para 11 Requirement	Disclosure in Scheme
A	Face value	Refer Schedule 2 of the Scheme.
B	Dividend/coupon : The terms of payment of dividends/ coupon including frequency, etc	Refer Schedule 2 of the Scheme.
C	Credit rating	Refer Schedule 2 of the Scheme.
D	Tenure / maturity	Refer Schedule 2 of the Scheme.
E	Redemption: The terms of redemption, amount, date, redemption premium/ discount, and early redemption scenarios, if any	Refer Schedule 2 of the Scheme.
F	Safeguards for protection of NCD/NCRPS holders	Refer Schedule 2 of the Scheme.
G	Exit offer to dissenting holders of NCDs/ NCRPS, if any	Refer Schedule 2 of the Scheme.
H	Other embedded features (put option, call option, dates, notification times, etc.)	Refer Schedule 2 of the Scheme.
I	Other terms of instruments	Refer Schedule 2 of the Scheme.
J	Latest audited financials along with notes to accounts and any audit qualifications. (Financial statements should not be later than six months prior to the date of listing);	Refer Schedule 2 of the Scheme.

UGRO CAPITAL LIMITED

K	An auditors' certificate certifying the payment/repayment capability of the resultant entity	Refer Schedule 2 of the Scheme.
L	Fairness Report (Para 2(c))	Refer Schedule 2 of the Scheme.
M	Any other information relevant to NCD/ NCRPS holders	Refer Schedule 2 of the Scheme.

We further confirm that no modifications have been made to the Draft Scheme of Amalgamation after its submission to the Stock Exchange(s), except as may be required by SEBI, the Stock Exchange(s), the RBI, the NCLT, or any other competent regulatory authority, in accordance with the Master Circular.

The Company undertakes to fully comply with the SEBI Master Circular, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and any further directions issued by SEBI or the designated Stock Exchange(s).

Thanking you,

**Yours sincerely,
For UGRO Capital Limited**

**Satish Kumar
Company Secretary and Compliance Officer**

UGRO CAPITAL LIMITED