

**Annexure - A**

Date: March 6, 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,

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 forming part of the scheme.

<b>Sr. No.</b>	<b>Para 11 Requirement</b>	<b>Disclosure in Scheme</b>
A	Face value	Refer Schedule 1 of the Scheme
B	Dividend/coupon : The terms of payment of dividends/ coupon including frequency, etc	Refer Schedule 1 of the Scheme
C	Credit rating	Refer Schedule 1 of the Scheme
D	Tenure / maturity	Refer Schedule 1 of the Scheme
E	Redemption: The terms of redemption, amount, date, redemption premium/ discount, and early redemption scenarios, if any	Refer Schedule 1 of the Scheme
F	Safeguards for protection of NCD/NCRPS holders	Refer Schedule 1 of the Scheme
G	Exit offer to dissenting holders of NCDs/ NCRPS, if any	Refer Schedule 1 of the Scheme
H	Other embedded features (put option, call option, dates, notification times, etc.)	Refer Schedule 1 of the Scheme
I	Other terms of instruments	Refer Schedule 1 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 1 of the Scheme
K	An auditors' certificate certifying the payment/ repayment capability of the resultant entity	Refer Schedule 1 of the Scheme
L	Fairness Report (Para 2(c))	Refer Schedule 1 of the Scheme
M	Any other information relevant to NCD/NCRPS holders	Refer Schedule 1 of the Scheme

**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

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 faithfully,  
*for* **Profectus Capital Private Limited**

**Nitin Pangarkar**  
**Company Secretary**  
ACS No: 23863