

29<sup>th</sup> January 2024

**BSE Limited  
Phiroze Jeejeebhoy Towers  
Dalal Street, Mumbai 400 001**

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

**Scrip Code: 511742**

**NSE Symbol: UGROCAP**

**Dear Sir/ Madam,**

**Sub: Disclosure pursuant to Regulation 62A(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

In furtherance to the outcome of the Investment and Borrowing Committee of the Company dated 27<sup>th</sup> December 2023, and pursuant to regulation 62A(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), we would like to submit that the Company has proposed to issue non-convertible debt securities (“NCDs”) through private placement under sub-regulation 4(ii) of Regulation 62A.

In this regard pursuant to regulation 62A(6) of SEBI LODR , the key terms with respect to the said issuance of the unlisted NCDs is enclosed herewith as per the attached “**Annexure**”.

This is for your intimation and records.

Thanking You,

Yours Faithfully,

**For UGRO Capital Limited,**

**Satish Kumar  
Company Secretary and Compliance Officer**

**Encl: a/a**

**UGRO CAPITAL LIMITED**

**Registered Office Address:** Equinox Business Park, Tower 3, 4th Floor, LBS Road, Kurla (West), Mumbai - 400070

**CIN:** L67120MH1993PLC070739

**Telephone:** +91 22 41821600 | **E-mail:** info@ugrocapital.com | **Website:** [www.ugrocapital.com](http://www.ugrocapital.com)

**Annexure**

**Disclosure by UGRO Capital Limited under Regulation 62A(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**

Issuer	Ugro Capital Limited
Type of Instrument	Senior, secured, unlisted, unrated interest bearing, redeemable, non-convertible debentures
Nature of Instrument (secured or unsecured)	Secured
Issue Size	INR 249,90,00,000 (Indian Rupees two hundred and forty-nine crores and ninety lakhs)
Face Value	INR 1,00,000 (Indian Rupees one lakh)
Issue Opening Date	30 January 2024
Issue Closing Date	30 January 2024
Proposed Deemed Date of Allotment	30 January 2024
Description of security	The Obligations shall be at all times secured by a first ranking exclusive charge over certain Receivables of the Issuer, in accordance with the terms of the Transaction Documents.
Coupon Rate	10.27% p.a.
Coupon Type	Fixed
Coupon Reset process	Not applicable
Coupon Payment Frequency	Semi-annual
Tenor	4 years from Deemed Date of Allotment
Redemption Date	30 January 2028
Redemption Premium, if any	Not applicable
Put/Call Option	Not applicable
Early Redemption Events (other than Put/Call Option referred to above)	Subject to compliance with applicable laws, Voluntary Redemption by the Issuer is permitted for amounts in excess of USD 5,000,000 (USD five million), in the manner more particularly described in the Debenture Trust Deed.  Mandatory Redemption Event includes the following:  (a) a change in law event;  (b) failure by the Issuer to comply with the conditions on utilization of proceeds;  (c) failure by the Issuer to provide reports as more particularly

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	<p>enlisted in the Debenture Trust Deed;</p> <p>(d) the Issuer is named on the Complete Sanction List;</p> <p>(e) the Issuer becomes a Restricted Party; or</p> <p>(f) it becomes unlawful for the Debentureholder to perform any of its obligations under the Transaction Documents or to fund, issue or maintain its participation in the Debentures,</p> <p>in each case, as more particularly described in the Transaction Documents.</p>
<p>Redemption premium, charges, commissions, upfront fees,</p>	<p>Rs. 2.93 Crores approx.</p>

*Terms used and not defined herein have the meaning given to them in the Debenture Trust Deed.*

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