

DBZ (CYPRUS) LIMITED
10 Diomidous Str., Alphamega-Akropolis Building, Office 401, P.C. 2024, Nicosia, Cyprus

Date: 31 July 2019

The General Manager
Listing Department
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

Ref: UGRO Capital Limited (Scrip Code: 511742)

Sub: Disclosure under Regulation 29 (1) of SEBI (Substantial Acquisition of Shares and Takeovers)
Regulations, 2011

Dear Sir,

We hereby submit that “DBZ (Cyprus) Limited” has been allotted 1,35,65,891 equity shares as per Scheme of Arrangement approved by Hon’ble National Company Law Tribunal, Mumbai Bench by UGRO Capital Limited in their Securities Allotment and Transfer Committee Meeting held on 30th July 2019. In this regard, please find attached the disclosure by “DBZ (Cyprus) Limited” under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Request you to please take the same on records.

Thanking You.

On Behalf of DBZ (Cyprus) Limited


Name: Jon Robert Lewis

Designation: Director

CC:

Company Secretary
UGRO Capital Limited
Equinox Business Park, 4th Floor, Tower 3
LBS Road, Kurla (West), Mumbai - 400070

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Format for Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part-A- Details of the Acquisition

Name of the Target Company (TC)	UGRO Capital Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	DBZ (Cyprus) Limited		
Whether the acquirer belongs to Promoter/Promoter group	No		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited		
Details of the acquisition as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	-	-	-
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	-	-	-
e) Total (a+b+c+d)			
Details of acquisition			
a) Shares carrying voting rights acquired	1,35,65,891	36.77	18.49
b) VRs acquired otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired	-	-	-
d) Shares in the nature of encumbrance (pledge/ lien/non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+/-d)	1,35,65,891	36.77	18.49
After the acquisition, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	1,35,65,891	36.77	18.49
b) VRs otherwise than by equity shares	-	-	-
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive	-	-	-

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shares carrying voting rights in the TC (specify holding in each category) after acquisition	-	-	-
d) Shares in the nature of encumbrance (pledge / lien/ non-disposal undertaking/ others)	-	-	-
e) Total (a+b+c+d)	1,35,65,891	36.77	18.49
Mode of acquisition (e.g. open market / public issue / rights issue / preferential allotment / inter-se transfer/encumbrance, etc.)	Allotment of equity shares as per Scheme of Arrangement (clause 13.1) between Asia Pragati Capfin Limited (“the Demerged Company”) and UGRO Capital Limited (formerly known as Chokhani Securities Limited) (“the Resulting Company”) and their respective shareholders and creditors, approved by the Hon’ble National Company Law Tribunal, Mumbai Bench		
Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc.	1,35,65,891 Equity Shares will rank pari-passu with the existing equity share capital of the Company		
Date of acquisition of/ date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC.	30 th July, 2019		
Equity share capital / total voting capital of the TC before the said acquisition	Rs. 23,33,14,820 (2,33,31,482 Equity Shares of Rs. 10/- each)		
Equity share capital/ total voting capital of the TC after the said acquisition	Rs.36,89,73,730 (3,68,97,373 Equity Shares of Rs. 10/- each)		
Total diluted share/voting capital of TC after the said acquisition	Rs. 73,35,55,780 (7,33,55,578 Equity Shares of Rs. 10/- each)		

For DBZ (Cyprus) Limited**Name: Jon Robert Lewis****Designation: Director**

Place: 32/F, AIA Central, 1 Connaught Road Central, Hong Kong

Date: 31 July, 2019

Note:

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.