

31st August, 2021

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Scrip Code: 511742

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

Sub: Allotment of Rated, Senior, Secured, Listed, Transferable, Redeemable, Principal Protected Market Linked Non-Convertible Debentures

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") read with Para A of Part A of Schedule III of the Listing Regulations, we hereby inform you that the Investment and Borrowing Committee of the Company has approved the allotment of 200 (two hundred) rated, senior, secured, listed, transferable, redeemable, principal protected market linked non-convertible debentures, each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) aggregating to a face value of INR 20,00,00,000 (Indian Rupees Twenty Crore) ("**Debentures**"), on a private placement basis.

The details of the allotment of Debentures are furnished in Annexure 'A' enclosed herewith.

Kindly take the same on your record.

Thanking you.

For UGRO Capital Limited


Aniket Karandikar
Company Secretary

Encl: as above.

UGRO CAPITAL LIMITED

Registered Office Address: Equinox Business Park, Tower 3, 4th Floor, LBS Road, Kurla (West), Mumbai - 400070
CIN: L67120MH1993PLC070739

Telephone: +91 22 48918686 | **E-mail:** yougrow@ugrocapital.com | **Website:** www.ugrocapital.com

Annexure 'A'

<u>Issuance of NCDs</u>		
Sr. No.	Requirement of disclosure	<u>Details</u>
1	Size of Issue	INR 20,00,00,000 (Indian Rupees Twenty Crore)
2	Type of Issue	Rated, senior, secured, listed, transferable, redeemable, principal protected market linked non-convertible debentures (" Debentures ")
3	Whether proposed to be listed? If yes, Name of Stock Exchange	The Debentures are proposed to be listed on BSE Limited.
4	Tenure of instrument	24 months and 5 days from the Deemed Date of Allotment (as defined below), subject to the terms of the debenture trust deed executed in respect of the Debentures (" DTD ")
5	Date of allotment	31 st August, 2021 (" Deemed Date of Allotment ")
6	Date of maturity	5 th September, 2023 (" Final Redemption Date ")
7	Coupon/interest offered	<p>The annualized interest rate is linked to the performance of 10yr G-Sec 5.79% 2030 (IN0020200070) ("Reference Index").</p> <p>The interest amounts in respect of the Debentures ("Interest Amounts" or "Coupon Amounts") shall be calculated as follows:</p> <p>(a) if no Trigger Event (as defined below) has occurred, for redemption/premature redemption of Debentures in the manner set out in the DTD, in respect of any Debenture, the interest or the coupon payable on such Debenture, determined as follows:</p> $IA = FV * [(1 + \text{Annualised Interest Rate})^{(\text{Tenor in Days}/365)} - 1]$ <p>where:</p> <p>(i) "IA" is the Interest Amounts;</p> <p>(ii) "FV" is the face value of such Debenture; and</p> <p>(iii) "Tenor in Days" means the period between the Deemed Date of Allotment and the date on which the</p>

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		<p>Debentures are redeemed/prematurely redeemed in accordance with the DTD; and</p> <p>(b) if a Trigger Event has occurred, with effect from the Deemed Date of Allotment until the redemption of the Debentures, the aggregate interest amounts payable by the Company on the Debentures determined on an XIRR basis at the applicable Annualised Interest Rate in accordance with the terms of the DTD.</p> <p>For the purposes of the above, the following terms have the following meanings:</p> <p>"Annualised Interest Rate" or "Annualised Coupon Rate" means:</p> <p>(a) if no Trigger Event has occurred, with effect from the Deemed Date of Allotment until the redemption of the Debentures:</p> <p>(i) 0% (zero percent) (XIRR), if the Final Fixing Level is less than or equal to 25% (twenty five percent) of the Initial Fixing Level; and/or</p> <p>(ii) 9.10% (nine decimal one zero percent) (XIRR), if the Final Fixing Level is more than 25% (twenty five percent) of the Initial Fixing Level; and</p> <p>(b) if a Trigger Event has occurred, with effect from the Deemed Date of Allotment until the redemption of the Debentures, the Step Up Rate (Trigger Event) (as defined below).</p> <p>"Deemed Date of Allotment" means August 31, 2021.</p> <p>"Final Fixing Date" means the date occurring 30 (thirty) days prior to August 31, 2023.</p> <p>"Final Fixing Level" means the official closing level of the Reference Index on the Final Fixing Date.</p> <p>"Initial Fixing Date" means August 28, 2021.</p> <p>"Initial Fixing Level" means the official closing level of the Reference Index on the Initial Fixing Date.</p>
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		"Trigger Events" means the trigger events set out in the DTD.
8	Schedule of Payment of coupon/interest and principal	Subject to the terms of the DTD, the Interest Amounts in respect of the Debentures and the amounts in respect of the redemption of the Debentures will be payable on the Final Redemption Date.
9	Charge/Security, if any, created over the assets	The Debentures are secured by a first ranking exclusive charge by way of hypothecation over certain identified movable assets (including, receivables/book debts, rights in underlying contracts, and accounts) as more particularly set out in the deeds of hypothecation executed by the Company and the "Chevy Trust 2021" trust in respect of the Debentures. The security interest will be maintained in accordance with the DTD and the other transaction documents.
10	special right/interest/privileges attached to the instrument and changes thereof	N.A. The details of the rights of the debenture holders are/will be set out in the DTD.
11	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;	The Issuer shall pay default interest at 2% (two percent) per annum on the outstanding principal amounts in respect of the Debentures from the date of the occurrence of a Payment Default (as defined in the DTD) until such Payment Default is cured or the Debentures are completed redeemed (whichever is earlier) in accordance with the DTD.
12	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;	N.A.
13	details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	N.A.

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