

25th November 2021

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

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

Dear Sir/ Madam,

Subject: Issuance of Principal Protected Market Linked Non-Convertible Debentures

With reference to our letter dated 22nd November, 2021 and pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), we hereby inform you that the Investment and Borrowing Committee of the Board of Directors of the Company (“Committee”) at its meeting held today, i.e. Thursday, 25th November, 2021 has inter alia approved issue of 150 rated, senior, secured, listed, transferable, redeemable, principal protected market linked non-convertible debentures (“Debentures”) each bearing a face value of Rs. 10,00,000/- (Rupees Ten Lakh only) aggregating up to Rs. 15,00,00,000 (Rupees Fifteen Crores), for cash, at par, in dematerialised form, on a private placement basis as per the particulars furnished in ‘Annexure A’.

The meeting of the Committee commenced at 01:00 p.m. am and concluded at 2:50 p.m.

We request you to take the above on record.

The aforesaid information is being made available on the Company's website at www.ugrocapital.com.

Thanking You,

For UGRO Capital Limited

A handwritten signature in black ink, appearing to read 'Aniket Karandikar', with a horizontal line underneath.

**Aniket Karandikar
Company Secretary**

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 48918686 | **E-mail:** yougrow@ugrocapital.com | **Website:** www.ugrocapital.com

Annexure A

Sr. No.	Particulars	Details
1	Type of securities	Rated, Senior, Secured, Listed, Transferable, Redeemable, Principal Protected Market Linked Non-Convertible Debentures
2	Type of issue	Private placement basis
3	Size of Issue	INR Rs. 15,00,00,000 (Rupees Fifteen Crores)
4	Whether proposed to be listed? If yes, Name of Stock Exchange	The Debentures are proposed to be listed on: BSE Limited
5	Tenure of instrument	18 months from the Deemed Date of Allotment
6	Date of allotment	30 th November, 2021
7	Date of maturity	30 th May, 2023
8	Coupon/interest offered	<ul style="list-style-type: none"> • If Final Fixing Level > 75% of Initial Fixing Level: 9.25% XIRR; • If Final Fixing Level <= 75% of Initial Fixing Level and Final Fixing Level >25% of Initial Fixing Level: 9.20% XIRR; • If Final Fixing Level <= 25% of Initial Fixing Level: 0.00% <p>Initial Fixing Date: 3 days prior to Issuance Open Date (November 26,2021)</p> <p>Initial Fixing Level: Official Closing Level of GOVERNMENT SECURITY: 6.10% GS 2031 HAVING ISIN: IN0020210095 MATURING ON “12-Jul-2031” as on Initial Fixing Date, as published by FBIL on www.fbil.org.in</p> <p>Final Fixing Date: 2 months prior to Maturity Date (March 30, 2023)</p> <p>Final Fixing Level: Official Closing Level of GOVERNMENT SECURITY: 6.10% GS 2031 HAVING ISIN: IN0020210095 MATURING ON “12-Jul-2031” as on Final Fixing Date, as published by FBIL on www.fbil.org.in</p>

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		<p>Underlying Performance: (Final Fixing Level / Initial Fixing Level) – 1</p> <p>Underlying / Reference Index: GOVERNMENT SECURITY: 6.10% GS 2031 HAVING ISIN: IN0020210095 MATURING ON “12-Jul-2031”</p>
9	Schedule of Payment of coupon/interest and principal	<p>Entire principal amount is payable to the investors on Maturity Date</p> <p>Coupon/Interest payment will be on maturity along with redemption.</p>
10	Charge/Security, if any, created over the assets	<p>The Issue shall be secured by way of a first ranking exclusive and continuing charge to be created pursuant to the deed of hypothecation to be executed between the Issuer and the Debenture Trustee ("Deed of Hypothecation") over certain identified receivables of the Issuer (the "Hypothecated Assets"). A security 1.1x (One Decimal Point One Times) the value of the outstanding principal amounts of the Debentures shall always be maintained until the redemption of the Debentures (“Security Cover”).</p> <p>The security will be created and perfected within 30 days from the Deemed Date of Allotment. Issuer’s failure to create and perfect security shall attract 2% additional interest and give an option to the Debenture holders for early redemption.</p>
11	Special right/interest/privileges attached to the instrument and changes thereof	<p>Ranking: Each Debenture issued by the Issuer will constitute direct, senior and secured obligations of the Issuer. The claims of the Debenture Holders shall be akin to the claims of senior, secured investors / lenders and shall rank pari passu to all senior, secured indebtedness of the Issuer.</p> <p>Each of the Debenture Holders shall inter-se rank pari passu in relation to their rights and benefits in relation to the Debentures, without any preference or privilege.</p>
12	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;	In case of default in payment of interest and / or principal redemption on the due dates, additional interest @ 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period.

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13	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;	Nil
14	Details of redemption of debentures	Face Value* $[(1+\text{Coupon Rate})^{(\text{Tenor in Days}/365)}]$
15	any cancellation or termination of proposal for issuance of securities including reasons thereof.	N.A.

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