

4th April 2022

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,

Sub: Notice of Postal Ballot

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Postal Ballot Notice being sent to the Members of the Company. In compliance with the circulars of the Ministry of Corporate Affairs, the said Postal Ballot Notice is being sent electronically only to those Members, whose names appear in the Register of Members/ list of beneficial owners as received from National Securities Depository Limited ('NSDL')/ Central Depository Services (India) Limited ('CDSL') and who have registered their e-mail addresses in respect of electronic holdings with NSDL/CDSL through the concerned Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent as on Thursday, 31st March, 2022 (cut-off date).

The remote e-voting shall commence on Wednesday, 6th April 2022 at 09.00 a.m. (IST) and end on Thursday, 5th May, 2022 at 5.00 p.m. (IST).

Request you to take the above information on record.

Thanking you,

Yours faithfully,

For UGRO Capital Limited

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

Aniket Karandikar
Company Secretary
Membership No.: A24107

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



UGRO CAPITAL LIMITED

CIN: L67120MH1993PLC070739

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

E-mail: cs@ugrocapital.com, Website: www.ugrocapital.com

Telephone: +91 22 48918686

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and all other applicable provisions, if any, of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting postal ballot process through electronic voting (remote e-voting) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of UGRO Capital Limited ("the Company") through Postal Ballot via remote e-voting.

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Karnam Sekar as an Independent Director of the Company

To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), Articles of Association of the Company and in accordance with the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 8th February 2022, for appointment of Mr. Karnam Sekar (DIN : 07400094), as an Additional (Independent) Director who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from 8th February 2022.

RESOLVED FURTHER THAT Mr. Shachindra Nath, Executive Director and Managing Director and Mr. Aniket Karandikar, Company Secretary, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 2: Appointment of Mr. Hemant Bhargava as an Independent Director of the Company

To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), Articles of Association of the Company and in accordance with the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 8th February 2022, for appointment of Mr. Hemant Bhargava (DIN : 01922717), as an Additional (Independent) Director, who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Act and is eligible for appointment of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from 8th February 2022.

RESOLVED FURTHER THAT Mr. Shachindra Nath, Executive Director and Managing Director and Mr. Aniket Karandikar, Company Secretary, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No.3: Appointment of Mrs. Smita Aggarwal as an Independent Director of the Company

To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149, 150, 152 and other applicable provisions of Companies Act 2013 ('Act') and the rules made thereunder read with Schedule IV of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), Articles of Association of the Company and in accordance with the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors obtained on 31st March 2022 for appointment of Mrs. Smita Aggarwal (DIN: 01478327), as an Additional (Independent) Director, who has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and is eligible for appointment of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) years with effect from 31st March 2022.

RESOLVED FURTHER THAT Mr. Shachindra Nath, Executive Director and Managing Director and Mr. Aniket Karandikar, Company Secretary, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Item No. 4: To approve amendment in 'CSL EMPLOYEE STOCK OPTION SCHEME 2017'

To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT in accordance with the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (the "Act") read with the rules framed there under and the Securities and Exchange Board of India ("SEBI") (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with circulars / guidelines/regulations issued by SEBI, the Articles of Association of the Company and other applicable regulations, rules and circulars / guidelines in force, from time to time and subject to any approval(s) of any authorities as may be required, and subject to any such condition(s) or modification(s), if any, as may be prescribed or imposed by such authorities while granting such approval(s) and subject to acceptance of such condition(s) or modification(s) by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include the Nomination and Remuneration Committee constituted by the Board or any other committee which the Board may constitute to act as the 'Compensation Committee' under the SBEB Regulations or their delegated authority and to exercise its powers, including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board to amend the vesting conditions of CSL Employee Stock Option Scheme 2017 as per details mentioned in the explanatory statement.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Registered Office

Equinox Business Park, Tower 3, 4th Floor,
LBS Road, Kurla (West), Mumbai - 400070
Email: cs@ugrocapital.com
Website: www.ugrocapital.com

By Order of the Board of Directors

Sd/-

Aniket Karandikar

Company Secretary

Membership No. ACS 24107

Place: Mumbai

Date: 31st March, 2022

Notes:

1. An explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (the "Act"), setting out all material facts relating to the resolutions in this Notice are appended herein below for information and consideration of Members and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice requiring the approval of the Members at the meeting shall be available for inspection by the Members until 5:00 p.m. (IST) of the last date of remote e-voting of this Postal Ballot i.e. 5th May, 2022. Members who wish to inspect the documents are requested to send an email to cs@ugrocapital.com with copy marked to mentioning their name, folio no. / client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
3. The Board of Directors have appointed Mr. Pankaj Nigam of M/s. Pankaj Nigam, Practising Company Secretaries, as the Scrutinizer, for conducting the Postal Ballot evoting process in a fair and transparent manner.
4. On account of the outbreak of the COVID-19 pandemic and in accordance with the MCA circulars and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.
5. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members / Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the "NSDL") and Central Depository Services (India) Limited (the "CDSL") as on 31st March, 2022 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Link Intime India Private Limited (the "RTA"), in accordance with the provisions of the Act read with the Rules made thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date should treat this Notice for information only. This Notice is also available at the Company's website: <https://www.ugrocapital.com> and the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.
6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time, read with SEBI circular dated 9th December, 2020 on remote e-voting facility provided by listed entities, and the applicable MCA circulars, the Company is pleased to offer remote e-voting facility to Members to cast their vote electronically.
7. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot.
8. The instructions for Members for remote e-voting are as under:
 - a) The remote e-voting period commences on Wednesday, 6th April, 2022 at 9:00 a.m. (IST) and ends on Thursday, 5th May, 2022 at 5:00 p.m. (IST). During this period, the Members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date of 31st March, 2022, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter and voting shall not be allowed beyond the said date and time. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change his/her vote subsequently or cast the vote again.
 - b) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, Regulation 44 of SEBI Listing Regulations, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions, and individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access remote e-voting facility. Pursuant to aforesaid SEBI Circular, login method for remote e-voting for Individual shareholders holding securities in mode with CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on the Company's name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/ CDSL depository site after successful authentication, wherein you can see e-voting feature. Click on the Company's name or e-voting service provider's name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

- c) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- d) Login method for remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat mode	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).
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- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that such company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i) For shareholders holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN for the Company which is 220331004.
- k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q) Additional Facility for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password.
 - The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at pankajnigamcs@gmail.com and / or to the Company at the email address at cs@ugrocapital.com, before the close of remote e-voting, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- r) If the Members have any queries or issues regarding remote e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.
- s) In case of any grievances connected with the facility for remote e-voting, members may contact Mr. Rakesh Dalvi, Sr. Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or email helpdesk.evoting@cdslindia.com or call on 022- 23058738 and 22-23058542-43 or 1800225533
- t) You may also send an email to the Company at: cs@ugrocapital.com for queries/information.
9. Process for those shareholders whose e-mail addresses/ Mobile Number are not registered with the Registrar and Share Transfer Agent of the Company/Depository Participant/Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- (i) For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, Scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), by e-mail to the Company on e-mail ID cs@ugrocapital.com. The Company will co-ordinate with CDSL and provide the login credentials to the above-mentioned shareholders.
- (ii) For Demat shareholders - Please update your e-mail id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.
10. The Scrutinizer will submit the results of the remote e-voting to the Chairman of the Company or the Authorized Officer(s) of the Company after completion of the scrutiny of the e-voting. The result of the Postal Ballot along with the Scrutinizer's Report will also be displayed on the Company's website <https://www.ugrocapital.com/postal-ballot>, on the website of CDSL at www.evotingindia.com and shall be communicated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com, on or before 7th May, 2022 and shall be displayed at the Registered Office as well as Corporate Office of the Company.
11. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the Members convened in that regard. The resolution(s), if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of remote e-voting, i.e. 5th May, 2022.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item no. 1, 2 and 3**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the “Act”) read with the Articles of Association of the Company, had approved the appointment of Mr. Karnam Sekar and Mr. Hemant Bhargava as Additional (Independent) Directors of the Company with effect from 8th February 2022 and Mrs. Smita Aggarwal as Additional (Independent) Director of the Company with effect from 31st March 2022.

The Company has received declarations from Mr. Karnam Sekar, Mr. Hemant Bhargava and Mrs. Smita Aggarwal to the effect that they fulfil all criteria for independence stipulated under Section 149(6) of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and meet the Fit and Proper criteria prescribed by the Reserve Bank of India (“RBI”) and other applicable guidelines / circulars issued from time to time.

Mr. Karnam Sekar, Mr. Hemant Bhargava and Mrs. Smita Aggarwal are qualified to be appointed as Independent Directors in terms of Section 164 of the Act and has given their written consent to act as a Director of the Company.

Brief profile of Mr. Karnam Sekar, Mr. Hemant Bhargava and Mrs. Smita Aggarwal in terms of the SEBI Listing Regulations and the Secretarial Standard on the General Meetings (“SS-2”) has been provided in this Explanatory Statement as under:

Name of the Director	Mr. Karnam Sekar	Mr. Hemant Bhargava	Mrs. Smita Aggarwal
Age	61	62	53
Qualifications	B.Sc (Ag), CAIIB, Diploma in Management (AIMA)	Master of Arts (Economics), Lucknow University	Chartered Accountant
Experience / Brief Profile	Mr. Karnam Sekar is a professional Banker with rich experience in all the facets of Indian Companying at a very senior level. He joined as a Probationary Officer with State Bank of India in 1983 and rose to the level of Deputy Managing Director. Selected as Managing Director of Public Sector Bank and has the rare distinction of heading two public Sector Banks during very critical juncture of their history. As the Dy MD of SBI, he contributed during the Board level deliberations of the Nation’s Largest Commercial Bank for more than four years. He also acted operated as nominee director on the Boards of Clearing Corporation of India Ltd, National e-Governance Services Ltd (NeSL) etc.	Mr. Hemant Bhargava is a Master’s in economics. Mr. Bhargava joined LIC as a direct recruit officer in 1981 and retired as its Managing Director in July 2019. During his long tenure of 38 years, he worked across diverse set of roles both in India and abroad, building multi-dimensional experience in different capacities, especially in Marketing, Internal Operations, and new ventures. He was the first chief of LIC International Operations SBU, besides being instrumental in setting up LIC Cards Services Limited. His tenure as Managing Director (and also as Chairman in-charge from January to March 2019) was marked by his creative leadership with new ideas enriched by the extensive experience gained in overseeing several functions including Marketing, Finance, Personnel, Investments, Alternative Channel, etc. Presently he is on the Board of Larsen and Toubro and Tata Power Company Limited and ITC.	Mrs. Smita Aggarwal is listed in “Top 35 Global Women in Fintech Powerlist”, ‘Top Women in Finance’, “Top 30 Fintech Influencers” and “Women Who Venture”, Mrs. Aggarwal is a fintech investor and a thought leader with deep expertise in venture capital, financial inclusion, digital banking, micro-insurance and financial regulation. She is Global Investments Advisor for Flourish Ventures, a global fintech focussed fund, and leads investments in innovative fintech start-ups that help advance financial health and inclusion in Asia. She is on the Fintech Advisory Board of New York University and Global Fintech Fest. She is a member of the Board of Directors of IIFL Asset Management Company. She is a guest faculty for “Fintech in Emerging Markets” at the Stern School of Business, New York University. She has three decades of experience in finance as a banker, lender, regulator and an investor that have enriched her with unparalleled domain expertise, unique perspective and empathy for fintech founders. She has held leadership positions with noteworthy names such as Omidyar Network, Fullerton India Credit, Reserve Bank of India and ICICI Bank with a successful track record of building businesses from scratch, introducing new products, and driving growth through innovation. She is a rank-holder chartered accountant and has attended executive programs at Harvard Business School and MIT Sloan School of Management.
Date of first appointment on the Board	8 th February 2022	8 th February 2022	31 st March 2022
Number of Meetings of the Board attended during the year	Not applicable	Not applicable	Not applicable

Name of the Director	Mr. Karnam Sekar	Mr. Hemant Bhargava	Mrs. Smita Aggarwal
Directorships, Trusteeships, Partnerships, etc. held in other companies, firms, trusts, entities, etc.	1. Incred Financial Services Limited	1. The Tata Power Company Limited 2. Larsen and Toubro Limited 3. ITC Limited	1. IIFL Asset Management Limited
Memberships / chairmanships of committees of the Boards of other companies	1. Incred Financial Services Limited: a) CSR Committee b) IT Strategy Committee c) Audit Committee d) Review Committee	1. The Tata Power Company Limited: a) Risk Management Committee b) Stakeholders Relationship Committee 2. Larsen and Toubro Limited a) Stakeholders Relationship Committee 3. ITC Limited a) Audit Committee b) Independent Directors Committee	1. IIFL Asset Management Limited a) Nomination and Remuneration Committee b) Audit Committee c) CSR Committee
Listed entities from which the person has resigned from the directorship in the past three years	Nil	1. Voltas Limited 2. IDBI Company Limited 3. LIC Housing Finance Limited 4. Infrastructure Leasing and Financial Services Limited	Nil
Number of shares held in the Company (including shareholding as a beneficial owner)	Nil	Nil	Nil
Terms and conditions including details of remuneration	Mr. Karnam Sekar shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 8th February 2022 to 7 th February 2027 (both days inclusive). He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings	Mr. Hemant Bhargava shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 8th February 2022 to 7 th February 2027 (both days inclusive). He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings.	Mrs. Smita Aggarwal shall be appointed as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years, from 31 st March 2022 to 30 th March 2027 (both days inclusive). She will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings.
Justification for appointment and skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board of Directors of the Company is of the opinion that Mr. Sekar is a person of integrity and considering his qualifications, extensive knowledge and rich experience, appointment of Mr. Sekar is in the interest of the Company.	The Board of Directors of the Company is of the opinion that Mr. Bhargava is a person of integrity and considering his qualifications, extensive knowledge and rich experience, appointment of Mr. Bhargava is in the interest of the Company.	The Board of Directors of the Company is of the opinion that Mrs. Aggarwal is a person of integrity and considering her qualifications, extensive knowledge and rich experience, appointment of Mrs. Aggarwal is in the interest of the Company.
Nature of expertise in specific functional areas	Banking	Banking, Financial Services and Insurance sector	Financial Services

Accordingly, the approval of the Members is sought for the appointment of Mr. Karnam Sekar, Mr. Hemant Bhargava as Independent Directors, not liable to retire by rotation, to hold office for a period of five (5) years from 8th February 2022 to 7th February 2027 (both days inclusive) and appointment of Mrs. Smita Aggarwal as an Independent Director, not liable to retire by rotation, to hold office for a period of five (5) years from 31st March 2022 to 30th March 2027 (both days inclusive).

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Karnam Sekar, Mr. Hemant Bhargava and Mrs. Smita Aggarwal are concerned / interested in passing of the respective resolutions as proposed in the notice.

Mr. Karnam Sekar, Mr. Hemant Bhargava and Mrs. Smita Aggarwal are not related to any of the Directors or Key Managerial Personnel of the Company in any manner.

Your Board of Directors recommend passing of the resolutions set out in Item Nos. 1, 2 and 3 of the accompanying notice.

Item No. 4:

The Company has put in place the employee stock option scheme namely 'CSL Employee Stock Option Scheme 2017' ("Scheme"). The said Scheme was approved by the Board of Directors on 31st December, 2017 and by the Shareholders on 7th May, 2018 (Result of which was declared on 9th May, 2018) and ratified by the Shareholders in Extra-ordinary General Meeting held on 18th September, 2018. The stock options granted to employees under the said Scheme were initially expected to vest in two tranches as under:

(a) First Tranche

Half of the Options Granted to an employee shall vest in equal instalments over a period of 3 (three) years on the first, second and third anniversary of the Grant Date.

(b) Second Tranche

The remaining 50% of the total grant is dependent on UGRO Capital Limited achieving Asset Under Management (AUM) and Return on Asset (ROA) as mentioned in the Scheme during FY 2022 and 2023 ("Old Vesting Conditions").

However, considering the disruptions caused by the pandemic of COVID-19, it is less likely that the Company will achieve the vesting conditions which are linked with AUM and ROA contained in the Scheme and accordingly, in order to protect the interest of the grantees, the Company has re-examined the Scheme particularly the Vesting Conditions with intent that the interest of employees is not adversely affected and the essence or desire to do better is not also taken away.

In view of the above, the Board of Directors of the Company after recommendation of the Nomination and Remuneration Committee has introduced a new vesting condition under the Scheme which is linked with internal rate of return (IRR) which means internal rate of return

calculated on vesting price to the average traded price as more particularly defined in the Scheme. Employees shall be able to exercise the options only when the Company achieves the IRR between 15% to 22.5%. Depending upon IRR achieved employees shall be able to exercise the options on proportionate basis in the following manner and as per the terms of the revised Scheme:

- (i) First Tranche: 50% of the total option granted shall vest during the period starting from 1st April, 2023 - 31st March, 2024 on a quarterly basis i.e. 30th June, 2023, 30th September, 2023, 31st December, 2023 and 31st March, 2024;
- (ii) Second Tranche: 50% of the total option granted shall vest during the period starting from 1st April, 2025 - 31st March, 2026 on a quarterly basis i.e. 30th June, 2025, 30th September, 2025, 31st December, 2025 and 31st March, 2026.

Explanation: In case the IRR as at the Vesting date is between 15% to 22.5%, the number of options that can be exercised will be proportionate to the IRR generated and as per the illustration table as detailed in the Scheme.

Further, in case the IRR is less than 22.5% as on First Tranche vesting date, the ineligible portion shall be added to the total exercisable options in Second Tranche. The total eligible options in Second Tranche shall then be determined by the IRR as on the Second Tranche vesting date as per the illustration table as detailed in the Scheme.

Under the revised Scheme, employees who have been granted options that, in case he/she wish to opt out of the New Vesting Conditions he/she can continue with the Old Vesting Conditions as provided in the Scheme.

Further, pursuant to Regulation 9(4) and 9(5) of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, in case the employee suffers a permanent incapacity while in employment or in the event of death of the employee while in employment, all the stock options or any other benefit granted to such employee under the Scheme shall vest on that day when such event occurs.

Keeping in view the above provisions, it is proposed to modify Clause 9.3 (2) and (3) of the Scheme in the following manner:

Scenario	Exercise
Death of employee while employment	The Company shall in the event of death of the employee while in employment, all the options, granted under the scheme to him/her till his/her death shall vest, with effect from the date of his/her death, in the legal heirs or nominees of the deceased employee, as the case may be.
Separation due permanent disability	The Company shall in case the employee suffers a permanent incapacity while in employment, all the options, granted to him/her under the scheme as on the date of permanent incapacitation, shall vest in him/her on that day.

Accordingly, the approval of the Members is sought to modify the Scheme.

None of the Directors, Key Managerial Personnel and their relatives, other than Mr. Amit Gupta, Chief Financial Officer and Mr. Aniket Karandikar, Company Secretary, who have been granted stock options are concerned / interested in passing of the above resolution.

Your Board of Directors recommend passing of the resolution set out in Item No. 4 of the accompanying notice.

Registered Office

Equinox Business Park, Tower 3, 4th Floor,
LBS Road, Kurla (West), Mumbai - 400070
Email: cs@ugrocapital.com
Website: www.ugrocapital.com

Place: Mumbai

Date: 31st March, 2022

By Order of the Board of Directors

Sd/-

Aniket Karandikar

Company Secretary

Membership No. ACS 24107