12th May 2025

To,

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

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

Scrip Code: 511742

Name of Scrip: UGROCAP

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2026 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended 31st March 2026.

You are requested to take the same on record.

Thanking you,
For UGRO Capital Limited

SATISH KUMAR CHELLADURAI
Digitally signed by SATISH KUMAR CHELLADURAI
Date: 2026.05.12 17:23:42 +05'30'

Satish Kumar
Company Secretary and Compliance Officer
Encl: a/a

PANKAJ NIGAM & ASSOCIATES
(Company Secretaries)
F-54, Arora Shoppers Park, Opp. Swarn Jayanti Park,
Shakti Khand-II, Indirapuram, Ghaziabad
Phone No. : 0120-4157617
Email: pankajnigamcs@gmail.com

Secretarial Compliance Report for the year ended 31st March, 2026

To,
The Board of Directors
UGRO Capital Limited
B-17, Fourth Floor, Art Guild House,
Phoenix Market City, Kurla (West),
Mumbai- 400070, Maharashtra, India

We have examined:

(a) all the documents and records made available to us and explanation provided by **UGRO Capital Limited** ("the listed entity"),

(b) the filings/ submissions made by the listed entity to the stock exchanges,

(c) website of the listed entity,

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2026 ("Review Period") in respect of compliance with the provisions of:

   (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
   (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
(b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(d) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ;
(e) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
(f) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

(h) SEBI Master Circular: SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2024/48 dt. May 21, 2024

And Circulars and guidelines issued thereunder;

We have examined the compliance of above regulations, circulars, guidelines issued thereunder as applicable during the review period and based on the confirmation received from management of the Company as and wherever required and affirm that:

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	**<u>Secretarial Standards:</u>** • The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	None
2.	**<u>Adoption and Timely updation of the Policies:</u>** • All applicable policies under the Securities and Exchange Board of India ("SEBI") Regulations are adopted with the approval of the Board of Directors of the listed entity. • All the policies in conformity with SEBI Regulations and have been reviewed & timely updated as per the regulations/ circulars /guidelines issued by SEBI	Yes	None
3.	**<u>Maintenance and disclosures on Website:</u>** • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in Annual corporate governance reports under Regulations 27 (2) are accurate and specific which redirects to the relevant document(s)/ section of the website	Yes	None

4.	**Disqualification of Director(s):** None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	None
5.	**To examine details related to Subsidiaries of listed entity** a) Identification of material subsidiary companies	Yes	The Company acquired the following subsidiaries during the review period: (i) Profectus Capital Private Limited – Wholly Owned Subsidiary (w.e.f. 8th December 2025); (ii) Datasigns Technologies Private Limited (DTPL) – Wholly Owned Subsidiary (w.e.f. 18th March 2026); and (iii) Ekagrata Finance Private Limited – Step-down Subsidiary (being a wholly owned subsidiary of DTPL, w.e.f. 18th March 2026). None of the above qualify as a material subsidiary as per the SEBI LODR Regulations during the review period.
	b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	The Company has made requisite disclosures in respect of its subsidiaries in compliance with Regulation 24 and other applicable provisions of SEBI LODR Regulations. The Company does not have any material unlisted subsidiary as on 31st March, 2026.
6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	None
7.	**Performance Evaluation:** The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	Yes	None

8.	**Related Party Transactions:** (a) The Listed entity has obtained prior approval of Audit Committee for all related party transactions.	Yes	None
	(b) In case no prior approval obtained , the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee	NA	None
9.	**Disclosure of events or Information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	None
10.	**Prohibition of Insider Trading:** The Listed entity is in compliance with Regulations 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	None
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** No Action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as stated.	Yes	None
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-	Not Applicable	None

	D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	**<u>Additional Non-compliances, if any:</u>** Additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	No	National Stock Exchange of India Limited ("NSE"), vide Advisory Letter Ref. NSE/LIST/52438 dated 26th February 2026, observed that for the Compulsory Convertible Debentures allotment undertaken in October 2025, 500 pre-preferential equity shares of one of the allottee, Mr. Amit Suresh Sethi were not placed under lock-in under regulation 167(6) of SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018. NSE vide the advisory letter has advised the Company to exercise due diligence in future submissions. No monetary penalty has been imposed.

Further, based on the above examination, we hereby report, during the review period that:

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

S. No.	Compliance Requirement (Regulation/ circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amt.	Observations/ Remarks of the Practicing Company Secretary (PCS)	Management Response	Remarks
1	Lock-in of pre-preferential shareholding of allottees in case of CCD allotment	Proviso to Regulation 167(6) of SEBI (ICDR) Regulations, 2018	500 pre-preferential shares of allottee Mr. Amit Suresh Sethi were not placed under lock-in	NSE	Advisory Letter (Ref: NSE/LIST/52438 dated 26th February 2026)	Procedural lapse in creating lock-in of shares at the time of allotment.	Nil	The matter appears to be an inadvertent procedural omission. NSE has issued an advisory directing the Company to exercise due diligence in future. No monetary penalty has been imposed. The Company has placed the letter before its Board and the Compliance Committee for information.	The matter was inadvertent and procedural omission. Upon receipt of the Advisory Letter from NSE, the matter was noted and was placed before the Board of Directors /Compliance Committee for information. The Company has taken note of NSE's advisory and shall ensure appropriate due diligence in all future allotment.	

Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Account of the listed entity.

4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For PANKAJ NIGAM & ASSOCIATES
Company Secretaries

Pankaj Nigam & Associates
C.P. No. 7979
Company Secretaries

(Pankaj Kumar Nigam)
Membership No. FCS-7343
Certificate of Practice No. 7979
UDIN: F007343H000144260

Date: 20th April, 2026
Place: Ghaziabad