

29th October 2024

To

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, 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

NSE Symbol: UGROCAP

Dear Sir/ Madam,

Subject: Intimation of Notice of Postal Ballot

Reference: Regulation 30 SEBI (LODR) Regulations, 2015

In accordance with the provisions of the Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), please find enclosed herewith the Notice of Postal Ballot of the Company together with Explanatory Statement thereto, for seeking approval of members by way of special resolutions mentioned therein.

The Notice of Postal Ballot is being sent electronically to all the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and who have registered their email addresses with the Company and/or with the Depositories /Depository Participants, in accordance with the MCA Circulars referred in the enclosed Notice of Postal Ballot.

In accordance with the MCA Circulars, hard copy of the Notice of Postal Ballot along with postal ballot forms and pre-paid business reply envelope has not been sent to the members and the communication of the assent or dissent of the members will only take place through e-voting.

Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 25th October 2024, i.e. the cut-off date, will be considered eligible for the purpose of e-voting.

The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members. The voting period will commence from Saturday, 2nd November 2024 at 9:00 a.m. (IST) and will end on Sunday, 1st December 2024 at 5:00 p.m. (IST). The result of e-voting will be announced within two working days from the date of completion of said e-voting and will be displayed on the Company’s website at www.ugrocapital.com, website of NSDL at www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited.

UGRO CAPITAL LIMITED

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

Telephone: +91 22 41821600 I **E-mail:** info@ugrocapital.com I **Website:** www.ugrocapital.com

The Notice of the Postal Ballot along with the Explanatory statement is also available on the website of the Company at www.ugrocapital.com and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above information on record.

Thanking You.

Your faithfully,

FOR UGRO CAPITAL LIMITED

Satish Kumar
Company Secretary and Compliance Officer

Encl: a/a

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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 Shareholder (s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated 19th September, 2024 issued by the Ministry of Corporate Affairs, (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force, and as amended, from time to time) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the resolutions appended below are proposed for approval of the members of UGRO Capital Limited, through postal ballot by way of voting through electronic means. The explanatory statement pursuant to Section 102 of the Act pertaining to the resolution setting out the material facts and the reasons thereof is annexed hereto.

The Board of Directors of the Company, vide Resolution on October 22, 2024 appointed Mr. Pankaj Kumar Nigam of M/s. Pankaj Nigam & Associates, Practicing Company Secretary firm, Ghaziabad (FCS No. 7343 and CP No. 7979) as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

Place: Mumbai

Dated: October 22, 2024

By order of the Board of Directors

Registered Office

Equinox Business Park, Tower 3,
4th Floor, Off BKC, LBS Road,
Kurla (West), Mumbai – 400070
CIN: L67120MH1993PLC070739
E-mail: info@ugrocapital.com
Website: www.ugrocapital.com

Sd/-

Satish Kumar
Company Secretary and Compliance Officer
Membership No. A58892

SPECIAL RESOLUTIONS ALONGWITH EXPLANATORY STATEMENT

SPECIAL BUSINESS

ITEM NO. 1:

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to assent or dissent the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and any other rules made thereunder and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provisions of the Articles of Association of the Company and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the shareholders of the Company, be and is hereby accorded to increase the authorized share capital of the Company, from the existing Rs. 175,00,00,000/- (Rupees One Hundred Seventy-Five Crores Only) divided into 15,45,00,000 (Fifteen Crores Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,05,00,000 (Two Crores Five Lakhs) Preference Shares of Rs.10/- (Rupees Ten Only) each, to Rs. 2,15,00,00,000/- (Rupees Two Hundred Fifteen Crores Only) divided into 19,45,00,000 (Nineteen Crores Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,05,00,000 (Two Crores Five Lakhs) Preference Shares of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board and / or any other person so authorized by the Board, be and are hereby severally authorized to do all such act(s), deed(s) and things including but not limited to filing of relevant e-forms including e-form SH-7, e-form MGT-14 and submitting other letters/documents with Registrar of Companies, the stock exchanges, Reserve Bank of India or any other regulatory or statutory authority, or making necessary disclosures to the Securities and Exchange Board of India, as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 2:

ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to assent or dissent the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and any other rules made thereunder and other applicable provisions, if any (including any statutory modifications or re-enactment thereof, for the time being in force) read with the enabling provision of the Articles of Association of the Company, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), or any other applicable laws for the time being in force and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory, regulatory and other appropriate authorities, if any, the consent of the shareholders of the Company, be and is

hereby accorded to modify/substitute the existing Clause V of the Memorandum of Association with the following Clause V:

“V. The Authorized Share Capital of the Company is Rs. 2,15,00,00,000/- (Rupees Two Hundred Fifteen Crores only) divided into 19,45,00,000 (Nineteen Crores Forty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten Only) each and 2,05,00,000 (Two Crores Five Lakhs) preference shares of Rs. 10/- (Rupees Ten Only) each”.

RESOLVED FURTHER THAT the Board and / or any other person so authorized by the Board, be and are hereby severally authorized to do all such act(s), deed(s) and things including but not limited to filing of relevant e-forms including e-form SH-7, e-form MGT-14 and submitting other letters/documents with Registrar of Companies, the stock exchanges, Reserve Bank of India or any other regulatory or statutory authority, or making necessary disclosures to the Securities and Exchange Board of India, as may be necessary and incidental to give effect to the aforesaid Resolution.”

ITEM NO. 3:

AMENDMENT IN THE MODE OF DISCHARGE OF CONSIDERATION FOR THE ACQUISITION OF DATASIGNS TECHNOLOGIES PRIVATE LIMITED

To consider and if thought fit, to assent or dissent the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to and in furtherance of the shareholders' resolution dated June 01, 2024, approving acquisition of entire share capital of Datasigns Technologies Private Limited (‘DTPL’) by the Company and the issuance of Tranche 1 Shares by way of a preferential issue on a private placement basis to the Selling Shareholders of DTPL, the Company may modify, in whole or in part the inter-se allocation or the mode of discharging the consideration for the acquisition of DTPL shares (for both Tranche 1 and Tranche 2), by way of cash and non-cash consideration to the Selling Shareholders or make such other changes to the extent as may be necessary to comply with regulatory requirements as may be applicable to the Company or Selling Shareholders of DTPL and that for operational purposes and to comply with regulatory requirements, the Company may, in relation to non- cash consideration, initially pay cash consideration to Selling Shareholders followed by re-investment by the Selling Shareholders into the Company for issuance of Tranche 1 Shares through an escrow mechanism on the same terms and conditions as approved by the shareholders vide its resolution dated June 01, 2024.

RESOLVED FURTHER THAT the amendment in the inter-se allocation or the mode of discharge of consideration for the acquisition of DTPL shares, shall be done in a manner such that the entire share capital of DTPL is acquired at an aggregate consideration of Rs. 45 Crores (Rupees Forty-Five Crores Only) (as approved by the Board of Directors vide resolution no. May 02, 2024 and shareholder resolution dated June 01, 2024) , with no change in the aggregate consideration payable to the Selling Shareholders and other terms and conditions applicable under each of Tranche 1 and Tranche 2 as previously approved by the Board and shareholder resolutions dated May 02, 2024 and June 01, 2024 respectively.

RESOLVED FURTHER THAT subject to the above the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have

constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorized to determine and finalize any modifications or amendments in the mode or manner of discharge of consideration, including the allocation of cash and non-cash consideration, and to delegate all or any of the powers herein conferred to any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to this resolution, including the execution of any documents on behalf of the Company and to represent before any governmental or regulatory authorities, and to take all necessary steps which may be incidental, consequential, relevant, or ancillary in this regard.”

ITEM NO. 4:

TO APPROVE APPOINTMENT OF MR. SURESH ESHWARA PRABHALA (DIN: 02130163) AS NON-EXECUTIVE (NOMINEE) DIRECTOR OF THE COMPANY

To consider and if thought fit, to assent or dissent the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152, 160 and 161 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable directions as issued by the Reserve Bank of India and the Articles of Association of the Company, Mr. Suresh Eshwara Prabhala (DIN: 02130163), a representative of ClearSky Investment Holdings Pte Limited ("ClearSky"), who was appointed by the Board of Directors as an Additional Non-Executive (Nominee) Director of the Company and in respect of whom the Company has received a notice of nomination/ candidature in writing from ClearSky signifying their intention to propose him as a candidate for the office of the Director, be and is hereby appointed as Non-Executive (Nominee) Director of the Company with effect from 1st October 2024, liable to retire by rotation.

RESOLVED FURTHER THAT any Director, Chief Financial Officer or Company Secretary of the Company be and are hereby severally authorised to sign the certified true copy of the resolution to be given as and when required and file e-forms with Ministry of Corporate Affairs, filings with Reserve Bank of India and do all such things as may be necessary in this regard."

ITEM NO. 5:

TO APPROVE AMENDMENT IN ‘CSL EMPLOYEE STOCK OPTION SCHEME 2017’

To consider and if thought fit, to assent or dissent 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 thereunder 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 by introducing time based vesting conditions, details of which are given in the explanatory statement.

RESOLVED FURTHER THAT the Board be and is hereby authorized to implement the amendments in the Scheme and to do all such act, things, deeds and matters in order to give effect to the foregoing resolutions and all such actions taken by the Board in connection with any matter(s) referred to or contemplated therein be and are hereby approved, ratified and confirmed in all respects.”

Place: Mumbai

Dated: October 22, 2024

By order of the Board of Directors

Sd/-

Satish Kumar

Company Secretary and Compliance Officer

Membership No. A58892

Registered Office

Equinox Business Park, Tower 3,
4th Floor, Off BKC, LBS Road,
Kurla (West), Mumbai – 400070
CIN: L67120MH1993PLC070739
E-mail: info@ugrocapital.com
Website: www.ugrocapital.com

Notes:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 (‘Act’), setting out all material facts relating to the resolutions in this Notice are appended herein below for information and consideration of Shareholders and the same should be considered as part of this Notice.
2. Relevant documents referred to in this Notice and the Explanatory Statement are available for inspection at the registered office of the Company from 11.00 a.m. till 1.00 p.m. (IST) till the last date of remote voting of this Postal Ballot (Except on Saturday, Sundays and Public holidays). Shareholders who wish to inspect the documents are requested to send an email to cs@ugrocapital.com mentioning their name, folio no. /client ID and DP ID and self-attested copy of their PAN card.
3. Ministry of Corporate Affairs (MCA) vide its General Circular No. 9/2024 dated 19th September, 2024 has decided to allow companies to transact items through postal ballot up to September 30, 2025 in accordance with framework provided in the MCA General Circular Nos. 14/ 2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 03/2022 dated May 05, 2022, 11/2022 dated December 28, 2022, 9/2023 dated September 25, 2023 and 9/2024 dated 19th September, 2024 (the “MCA Circulars”). Pursuant to the requirements of the MCA Circulars, physical copy of Postal Ballot notice along with Postal Ballot Forms and prepaid business envelop is not being sent to the shareholders for this Postal Ballot and shareholders are required to

communicate their assent or dissent through the remote e-voting system only.

4. Dispatch of the Notice shall be deemed to be completed on the day on which the Company or National Securities Depository Limited (“NSDL”) sends out the Postal Ballot Notice by e-mail to the shareholders of the Company.
5. The Postal Ballot Notice is being sent by e-mail to all those Shareholders, whose names appear in the Register of Shareholders/List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on 25th October 2024 (‘**Cut-off date**’) and who have registered their e-mail address, 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 shareholder as on the Cut-Off Date should treat this Notice for information only.
6. This Notice is also available on the website of the Company, i.e. www.ugrocapital.com, on the website of NSDL i.e. www.evoting.nsdl.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
7. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details pertaining to this Postal Ballot will be published in one English national daily newspaper (in English language) and one Marathi daily newspaper (in vernacular language i.e., Marathi).
8. 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 Shareholders to cast their vote electronically.
9. In compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged National Securities Depository Limited (hereinafter referred to as NSDL or “**Service Provider**”) for facilitating remote e-voting to enable the Shareholders to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot.
10. Shareholders whose names appear on the Register of Shareholders/ List of Beneficial Owners as on Cut-off date, i.e. 25th October 2024 will alone be entitled for the e-voting.
11. The Scrutinizer’s decision on the validity of the e-voting shall be final. The Scrutinizer upon the conclusion of voting period will: (i) Unblock the votes cast through Remote e-voting in the presence of two witnesses not in the employment of the Company and (ii) Submit Scrutinizer’s report of the total votes cast through remote e-voting in favour or against, to the Managing Director/ Chief Compliance Officer/Company Secretary and Compliance Officer of the Company.

12. The result of the Postal Ballot along with the Scrutinizer's Report shall be uploaded on the Company's website www.ugrocapital.com, on the website of NSDL www.evoting.nsdl.com and shall simultaneously 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, within two working days from the date of completion of said e-voting and shall also be displayed at Company's Registered Office.
13. Resolutions passed by the Shareholders through Postal Ballot shall be deemed to have been passed as if the same has been passed at a General Meeting of the Shareholders convened in this regard. The resolutions, if approved by the requisite majority of Shareholders by means of Postal Ballot, shall be deemed to have been passed on the last date of e-voting i.e. 1st December 2024.
14. SEBI has mandated that securities of listed companies can be transferred only in dematerialised form. In view of the above and to avail various benefits of dematerialisation, shareholders are advised to dematerialise their shares held in physical form, for ease in portfolio management.
15. Shareholders may please note that SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz. Issue of duplicate securities Claim from Unclaimed Suspense Account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition and also simplified the procedure and standardized the format of documents for transmission of securities. Accordingly, shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, ISR-5 along with supporting documents, as applicable. The said forms can be downloaded from the website of the Company at www.ugrocapital.com and RTA at www.linkintime.co.in
16. Shareholders are advised to read carefully the voting instructions appended hereunder before casting their votes.
17. For any assistance with respect to the matters to be transacted shareholders may contact the Company Secretary and Compliance Officer at cs@ugrocapital.com

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

The voting period begins on 9.00 am on 2nd November 2024 and ends on 5.00 pm on 1st December 2024. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25th October 2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

The process to vote electronically on NSDL e-voting system consists of 2 steps:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, 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 e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li data-bbox="662 443 1456 940">1. Existing Internet-based Demat Account Statement (“IDeAS”) user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e. NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period. <li data-bbox="662 947 1456 1100">2. If you are 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 <li data-bbox="662 1142 1456 1640">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 company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period. <li data-bbox="662 1682 1456 1789">4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
- 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 is also links provided to access the system of all e-voting Service Providers, 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 CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- 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. 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 evoting is in progress and also able to directly access the system of all e-voting Service Providers.

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. upon logging in, you will be able to see e-voting option. 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 company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period.
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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.

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-voting website?

1. 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.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-voting will open.

Step 2: Cast your vote electronically on NSDL e-voting system.

How to cast your vote electronically on NSDL e-voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pankajnigames@gmail.com or cs@ugrocapital.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com or contact Amit Vishal, Deputy Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.com to get your grievances on e-voting addressed.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to rnt.helpdesk@linkintime.co.in or cs@ugrocapital.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to rnt.helpdesk@linkintime.co.in or cs@ugrocapital.com If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required by Section 102 of the Companies Act, 2013 (the “Act”) the following Explanatory Statement sets out all material facts relating to the business mentioned under Item no. 1 to 5 of the accompanying Notice:

Item No.1 and 2:

INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Presently, the authorized share capital of the Company is Rs. 175,00,00,000/- (Rupees One Hundred Seventy-Five Crores Only) divided into 15,45,00,000 (Fifteen Crores Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,05,00,000 (Two Crores Five Lakhs) Preference Shares of Rs.10/- (Rupees Ten Only) each and the current paid-up equity share capital of the Company is Rs. 92,99,42,010/- (Rupees Ninety-Two Crores Ninety-Nine Lakhs Forty-Two Thousand and Ten Only) comprising of 9,29,94,201 (Nine Crores Twenty-Nine Lakhs Ninety-Four Thousand Two Hundred and One) Equity Shares of Rs. 10/- (Rupees Ten Only) each. Further, the existing authorized capital shall be utilized for conversion of CCDs and warrants which were issued by the Company in June 2024, with due approval from Board and Shareholders.

In order to facilitate further capital raise, if any, by the Company to meet its business and capital requirements, approval of the members of the Company is sought for increase in the authorized share capital of the Company to Rs. 2,15,00,00,000/- (Rupees Two Hundred Fifteen Crores Only) divided into 19,45,00,000 (Nineteen Crores Forty-Five Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each and 2,05,00,000 (Two Crores Five Lakhs) Preference Shares of Rs. 10/- (Rupees Ten Only) each, as also stated in the proposed special resolution specified at Item no. 1 of this notice. Article 14.10 (a) of the Articles of Association empowers the Company to authorize or make any change in the issued, subscribed or paid-up share capital of the Company.

Further, the increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. Accordingly, approval of members of the Company is sought for alteration of existing Clause V of the Memorandum of Association as also stated in the proposed Special Resolution specified as Item no. 2 of this notice.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 1.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays).

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 and Item No. 2 of this Notice except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 1 and Item No. 2 of the Notice for approval by the Members.

Item No. 3

AMENDMENT IN THE MODE OF DISCHARGE OF CONSIDERATION FOR THE ACQUISITION OF DATASIGNS TECHNOLOGIES PRIVATE LIMITED

The Members of the Company had, by way of a special resolution dated June 1, 2024, approved acquisition of the entire share capital of Datasigns Technologies Private Limited (DTPL) for an aggregate consideration of Rs.

45 Crores (Rupees Forty-Five Crores Only) to be discharged through a combination of cash and issuance of equity shares in two tranches.

Subject to compliance with applicable laws and regulations, it is proposed that the Company may amend the mode of discharging the consideration for the acquisition of DTPL shares to allow greater operational flexibility. The proposed amendment will enable the Company to modify, in whole or in part, the inter-se allocation and/or the mode of consideration by way of cash and non-cash consideration to the Selling Shareholders of DTPL.

The Members are requested to note that there will be no change in the aggregate consideration payable to the Selling Shareholders, which remains at Rs. 45 Crores (Rupees Forty-Five Crores Only) as previously approved by the shareholders. Further, all other terms and conditions applicable to Tranche 1 and Tranche 2, as previously approved, remain unchanged.

None of the Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Item No.4:

TO APPROVE APPOINTMENT OF MR. SURESH ESHWARA PRABHALA (DIN: 02130163) AS NON-EXECUTIVE (NOMINEE) DIRECTOR OF THE COMPANY

In terms of the Investment agreement dated 31st December 2017 executed with ClearSky Investment Holdings Pte Limited ("ClearSky") read with clause 3.4 of the Articles of Association of the Company, which entitles every large shareholder ("Large Shareholder") who holds more than 10% of the paid up share capital of the Company, to nominate a representative as non-executive director on the Board, ClearSky, being a Large Shareholder, has a right to nominate one representative as non-executive director on the Board.

Accordingly, Mr. Manoj Kumar Sehrawat (DIN: 02224299) was appointed as Non-Executive (Nominee) Director, on the Board of the Company on behalf of ClearSky w.e.f. 5th July 2018.

Now, Mr. Manoj Kumar Sehrawat has tendered his resignation as Non-Executive (Nominee) Director of the Company vide letter dated 30th September 2024, which is effective from 30th September 2024. The Board of Directors took note of the same.

In view of the resignation of Mr. Sehrawat, ClearSky has nominated Mr. Suresh Eshwara Prabhala (DIN: 02130163) to act as Non-Executive (Nominee) Director on the Board of the Company on its behalf vide its letter dated 30th September 2024.

Accordingly, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Prabhala as Additional Non-Executive (Nominee) Director to the Board of Directors w.e.f. 1st October 2024.

The appointment of Mr. Prabhala as Non-Executive (Nominee) Director shall be effective upon approval by the Members and will be liable to retire by rotation.

The Company has received consent letter and other relevant documents as per the Act, SEBI Listing Regulations and RBI guidelines from Mr. Prabhala confirming his consent and eligibility to be appointed as Director.

Mr. Prabhala will not be paid any remuneration or sitting fees for attending meetings of the Board and Committees, if any.

A brief profile of Mr. Prabhala is as under:

Mr. Suresh Prabhala co-founded ADV in 2013 and serves as its Managing Partner responsible for SouthAsia investments. He has over 25 years of experience with almost 20 of them in private investing, primarily in India. Prior to co-founding ADV, he was Managing Director and Head of India for Mount Kellett Capital and was a member of Global Investment Committee. Previously, Mr. Prabhala was an Executive Director and Head of India for J.P. Morgan's Principal Investments Group, where he was also part of the Asia Management Committee. He began his career as a credit analyst at CRISIL (S&P's India affiliate) and had stints at Arthur Andersen and Allegro Capital. Mr. Prabhala holds an MBA from the Indian Institute of Management in Calcutta and a Bachelors in Mechanical Engineering from Delhi University.

Details of Directors pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings is provided under heading "Details of Directors Seeking Appointment/Re-Appointment at the Annual General Meeting (pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings)" forming part of the Notice.

Except Mr. Suresh Prabhala, Additional Non-Executive (Nominee) Director, none of the Directors, Key Managerial Personnel(s) and their relatives are concerned or interested in the above resolution except to the extent of their shareholding in the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item No.5:

TO APPROVE AMENDMENT IN 'CSL EMPLOYEE STOCK OPTION SCHEME 2017'

The Company has implemented an employee stock option scheme namely 'CSL Employee Stock Option Scheme 2017' ("Scheme"). The Scheme was approved by the Board of Directors on 31st December 2017 and by the Shareholders on 7th May 2018. Further, pursuant to the approval and recommendation of the Board, the Scheme was modified by the Shareholders of the Company vide its Special resolution dated 5th May 2022 for the introduction of new vesting conditions which was linked with the market price of the equity shares of the Company and the targeted internal rate of return (IRR) conditions.

In this regard, keeping in view the objectives of the Scheme and interest of the employees eligible under the Scheme, the financial impact on the Company's profitability with respect to the future grants under the present vesting conditions and in order to effectively distribute the available stock options to senior management and select high performing employees as a retention tool, the Company proposes to introduce time-based vesting under the Scheme.

In view of the above, the Board of Directors of the Company vide its resolution dated 22nd October 2024 has approved modification to the Scheme to introduce time-based vesting for the options pending to be granted under the Scheme. Pursuant to the revised vesting conditions, the balance options to be allocated shall be vested over a period of 3 years from the date of grant as per the below vesting schedule:

Vesting period	Options to be vested
At the end of 1 year from the date of grant	15% of the total number of options granted
At the end of 2 years from the date of grant	35% of the total number of options granted

At the end of 3 years from the date of grant	50% of the total number of options granted
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Accordingly, the approval of the Members is sought to modify the Scheme in order to give effect to the introduction of the above proposed time-based vesting.

None of the Directors, Key Managerial Personnel (“KMP”) of the Company and their relatives, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice, except to the extent of stock options granted or to be granted to the KMPs, if any.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Place: Mumbai

Dated: October 22, 2024

By order of the Board of Directors

Sd/-

Satish Kumar

Company Secretary and Compliance Officer

Membership No. A58892

Registered Office

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