

3rd December 2024

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

Scrip Code: 511742

NSE Symbol: UGROCAP

Dear Sir/ Madam,

Subject: Submission of Voting Results of the Postal Ballot of the Company under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Scrutinizer's report

This is with reference to our intimation dated 29th October 2024 submitting Notice of Postal Ballot dated 22nd October 2024 ('Notice'), for seeking approval of the members with respect to:

Sr. No.	Agenda Item	Type of Resolution
1.	Increase in Authorised Share Capital of the Company	Special Resolution
2.	Alteration in Capital clause of the Memorandum of Association of the Company	Special Resolution
3.	Amendment in the mode of discharge of consideration for the acquisition of Datasigns Technologies Private Limited	Special Resolution
4.	To approve appointment of Mr. Suresh Eshwara Prabhala (DIN:02130163), as Non-Executive (Nominee) Director of the Company	Special Resolution

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 | E-mail: info@ugrocapital.com | Website: www.ugrocapital.com



5.	To approve amendment in 'CSL Employee Stock Option Scheme	Special
	2017'	Resolution

The remote e-voting period for casting the vote commenced on Saturday, 2nd November 2024 at 9:00 a.m. (IST) and concluded on Sunday, 1st December 2024 at 5:00 p.m. (IST), post which the Scrutinizer has submitted his report on the results of the Postal Ballot. Based on the report of the Scrutinizer, we would like to inform that the Resolutions as set out in the Notice are passed by the members with requisite majority.

In this regard, we enclose the following:

- 1. Results of voting of the Members of the Company, conducted by way of Postal Ballot (e-voting) as required under Regulation 44 of SEBI Listing Regulations as Annexure-1.
- 2. Scrutinizer's Report dated 3rd December2024 on e-voting as Annexure- 2.

The aforesaid voting results and Scrutinizer's Report are also being uploaded on the Company's website <u>www.ugrocapital.com</u> and on the website of NSDL <u>www.evoting.nsdl.com</u>.

This is for your information and records.

Thanking You.

Your faithfully,

For UGRO Capital Limited

Satish Kumar Company Secretary and Compliance Officer Membership No. A58892

Enc: a/a

UGRO CAPITAL LIMITED

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Annexure-1

Ugro Capita	l Limited						
Results of Postal Ballot							
(As per Regulation 44 (3) of SEB	BI(LODR) Regulations, 2015)						
Date of Postal Ballot Notice	22-10-2024						
Voting start date	02-11-2024						
Voting end date	01-12-2024						
Total number of shareholders as on record date (25.10.2024):	40,080						
No. of shareholders present in the meeting either in person or through proxy:							
Promoters and Promoter Group:	Not applicable						
Public:	Not applicable						
No. of Shareholders attended the meeting through Video Conferencing							
Promoters and Promoter Group:	Not applicable						
Public:	Not applicable						

Whether promoter/ the agenda/resolution		are interested in	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	2074009	2074009	100	2074009	0	100	
Promoter and	Poll		0	0	0	0	0	
Promoter Group	Postal Ballot		0	0	0	0	0	
	Total		2074009	100	2074009	0	100	
	E-Voting	21343326	16515625	77.3807	16515625	0	100	
	Poll		0	0	0	0	0	
Public Institutions	Postal Ballot		0	0	0	0	0	
	Total		16515625	77.3807	16515625	0	100	
	E-Voting	69538988	21912996	31.5118	21909332	3664	99.9833	0.016
Public Non	Poll		0	0	0	0	0	
Institutions	Postal Ballot		0	0	0	0	0	
	Total		21912996	31.5118	21909332	3664	99.9833	0.016
Total		92956323*	40502630	43.5717	40498966	3664	99.9910	0.009

*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included in the voting results.

Resolution Required				apital clause of the			,	
Whether promoter/ the agenda/resoluti		are interested in	No					
Category	Mode of	No. of shares	No. of votes	% of Votes	No. of Votes –	No. of Votes	% of Votes in favour	% of Votes against
	Voting	held	polled	Polled on	in favour	–Against	on votes polled	on votes polled
				outstanding shares				
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	2074009	2074009	100	2074009	0	100	(
Promoter and	Poll		0	0	0	0	0	
Promoter Group	Postal Ballot		0	0	O	0	0	
	Total		2074009	100	2074009	0	100	
	E-Voting	21343326	16515625	77.3807	16515625	0	100	(
	Poll		0	0	0	0	0	
Public Institutions	Postal Ballot		0	0	0	0	0	(
	Total		16515625	77.3807	16515625	0	100	(
	E-Voting	69538988	21912946	31.5117	21909655	3291	99.9850	0.0150
Public Non	Poll		0	0	0	0	0	
Institutions	Postal Ballot		0	0	o	0	0	(
	Total	1	21912946	31.5117	21909655	3291	99.9850	0.015
Total		92956323*	40502580	43.5716	40499289	3291	99.9919	0.0081

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included in the voting results.

Whether promoter/ the agenda/resolution		are interested in	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	shares [3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	2074009	2074009	100	2074009	0	100	
Promoter and	Poll		0	0	0	0	0	
Promoter Group	Postal Ballot		0	0	0	0	0	
	Total		2074009	100	2074009	0	100	
	E-Voting	21343326	16515625	77.3807	16515625	0	100	
	Poll		0	0	0	0	0	
Public Institutions	Postal Ballot		0	0	0	0	0	
	Total		16515625	77.3807	16515625	0	100	
	E-Voting	69538988	21911846	31.5102	21867546	44300	99.7978	0.202
Public Non	Poll		0	0	0	0	0	
Institutions	Postal Ballot		0	0	0	0	0	
	Total		21911846	31.5102	21867546	44300	99.7978	0.202
Total		92956323*	40501480	43.5704	40457180	44300	99.8906	0.109

*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included in the voting results.

Resolution Required	l: Special Resoluti	on No. 4	To approve appointment of Mr. Suresh Eshwara Prabhala (DIN: 02130163) as Non-Executive (Nominee) Director of the Company					
Whether promoter/ the agenda/resoluti		are interested in	No					
Category	Mode of	No. of shares	No. of votes	% of Votes	No. of Votes –	No. of Votes	% of Votes in favour	% of Votes against
	Voting	held	polled	Polled on	in favour	–Against	on votes polled	on votes polled
				outstandin				
				g shares				
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	2074009	2074009	100	2074009	0	100	
Decementary and	Poll			0	0	0	0	
Promoter and			0	0	0	0	0	
Promoter Group	Postal Ballot							
	Total		2074009	100	2074009	0	100	
	E-Voting	21343326	16515625	77.3807	16515625	0	100	
	Poll		0	0	0	0	0	
Public Institutions	Postal Ballot		0	0	0	0	0	
	Total		16515625	77.3807	16515625	0	100	
	E-Voting	69538988	21911946		21911013	933	99.9957	0.004
	Poll	33556566	0	0	0	0	0	
Public Non			0	0	0	0	0	
Institutions	Postal Ballot							
	Total		21911946	31.5103	21911013	933	99.9957	0.004
Total		92956323*	40501580	43.5705	40500647	933	99.9977	0.002

*Includes the following: -

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included in the voting results.

Resolution Required: Special Resolution No. 5			To approve am	endment in 'CSL Emp	loyee Stock Option	Scheme 2017'		
Whether promoter/ the agenda/resolution		are interested in	No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favouron votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting	2074009	2074009	100	2074009	0	100	C
Promoter and	Poll			0	0	0	0	C
Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total		2074009	100	2074009	0	100	0
	E-Voting	21343326	16515625	77.3807	16261471	254154	98.4611	1.5389
	Poll		0	0	0	0	0	C
Public Institutions	Postal Ballot		0	0	0	0	0	C
	Total		16515625	77.3807	16261471	254154	98.4611	1.5389
	E-Voting	69538988	21911946	31.5103	21907865	4081	99.9814	0.0186
Public Non	Poll		0	0	0	0	0	0
Institutions	Postal Ballot		0	0	0	0	0	0
	Total		21911946	31.5103	21907865	4081	99.9814	0.0186
Total		92956323*	40501580	43.5705	40243345	258235	99.3624	0.6376

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included in the voting results.

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

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 20 &22 of Companies (Management and Administration) Rules, 2014]

To,

The Chairman UGRO CAPITAL LIMITED

Equinox Business Park, Tower 3, Fourth Floor, Off BKC, LBS Road, Kurla Mumbai - 400070 Mumbai

Respected Sir,

Scrutinizer's Report for passing of resolution through Postal Ballot Process andE-Sub: Voting

I, CS Pankaj Kumar Nigam, Proprietor, M/s Pankaj Nigam& Associates, Company Secretaries, Ghaziabad, was appointed as Scrutinizer via resolution passed by the Board of Directors of the Company on October 22, 2024 pursuant to sections 108 and 110 of Companies Act, 2013 (the "Act") read with Rules 20 and 22 of Companies (Management and Administration) Rule, 2014 for the purpose of scrutinizing the Postal Ballot E-voting process in a fair and transparent manner in respect of resolution as circulated/ stated in the Postal Ballot Notice dated October22, 2024('Notice').

The Management of the Company is responsible for ensuring compliance under provisions ofSection 108, Section 110 and other applicable provisions of the Act, as amended read with the Rule 20 and 22Companies (Management and Administration) Rule, 2014, as amended (the "Management Rules"), 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, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024, issued by Ministry of Corporate Affairs, Government Of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations, to transact the special business as per the Notice. The Company had provided facility for remote e-voting to all the Members of the Company to enable them to cast their votes only through electronic means on the item mentioned in the Notice.

The Company has engaged National Securities Depository Limited(hereinafter referred to as NSDL or "Service Provider") forfacilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot in line with the extant provisions.

Accordingly, the Company had sent the Postal Ballot Notice including all the requisite information required to cast the vote, in electronic form only to all its members who have registered their E-mail addresses with the Company / Registrar & Transfan & Sents / Depository Participants. The



communication of the assent or dissent of the Members was sought through the remote E-voting system only. Inorderto facilitate those members who had not yet registered their e-mail address, a proper procedure was laid down for the shareholders to get their email address registered with their depository and the RTA of the Company so that they could also participate in the E-voting facility extended by the Company.

My responsibility as the Scrutinizer of the voting process (through E-voting), is restricted to scrutinize the E-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favor and against the resolution stated in the Notice dated October22, 2024, based on the scrutiny of the reports generated from the E-voting system provided by NSDL.

As per the information received from the Company, the Notice was sent on October 29,2024,to all the Members of the Company through e-mail who have registered their e-mail addresses as on October 25, 2024 (cut-off date).

I report that the Notice was sent through e-mail to38,936members whose email id's were registered with the Depositories and as made available with the RTA. The total Number of Members as on the Cut-off date was 40080.

The E-voting period commenced fromNovember 2, 2024, at 9:00 a.m. IST and endedon December 1, 2024, at 5:00 p.m. IST.

In respect of members whose email id's were not available, a Public Notice with regard to the Postal Ballot Notice was published on October 30, 2024,in "Business Standard", English Newspaper and in "Navshakti Marathi", Marathi Newspaper providing requisite information, manner and contact details of NSDL and the Companyfor registering email id and queries on E-voting. Copies of the newspaper advertisements were also submitted to the Stock Exchanges.

The items for which approval of the Members of the Company was sought as stated in the Notice is mentioned hereunder:

- 1. Special Resolution for increase in Authorised Share Capital of the Company;
- Special Resolution foralteration in Capital clause of the Memorandum of Association of the Company;
- Special Resolution foramendment in the mode of discharge of consideration for the acquisition of Datasigns Technologies Private Limited;
- Special Resolution to approve appointment of Mr. Suresh Eshwara Prabhala (DIN: 02130163) as Non-Executive (Nominee) Director of the Company;
- 5. Special Resolution to approve amendment in 'CSL Employee Stock Option Scheme 2017'

SUMMARY OF VOTES CAST

The E-voting process concluded at 5:00 p.m. on December 1, 2024. After the closure of E-voting process the votes cast through E-voting facility were duly unblocked by me as a Scrutinizer in the



presence of Ms. Saakshi Agarwal and Ms. Aiswarya, not in employment of the Company, as prescribed under sub-rule 4(xii) of rule 20 of the Companies (Management and Administration) Rules, 2014. The data for e-voting was downloaded after the e-voting module was disabled by NSDL on December 1, 2024(05.00 p.m.).

On scrutiny, I report that out of 40080Members holding shares as on the cut-off date, i.e. October 25, 2024,169 members have exercised their votes for40,502,630 shares through remote E-voting.

Further, with respect to the Notice of Postal Ballot dated October 22, 2024, sent to the members on October 29, 2024, we the Scrutinizer hereby confirm and inform that we have not received any query/assent/dissent from any members through email on our mail id:<u>pankajnigamcs@gmail.com</u> within 48 hours from the dispatch of such Notice.

The details of Postal Ballot result for the item placed for consideration and approval of the Members is given below:

Resolution No.1: Special Resolution

INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

		Item No. 1
Sr. No.	Particulars	
	Postal Ballot Voting (Remote e-voting)	169
1	Number of members who voted through remote e-voting	
	Number of invalid e-votes	0
2		169
3	Number of valid e-votes	105

Report of votes casted in favour, against and invalid votes:

(i) Voted in favour of the resolution:

[Number	of	members		% of total number of valid votes cast	
	voted	161		by them 161	99.9910	

(ii) Voted **against** the resolution:

Ĩ	Number of	members	Number of valid votes cast	% of total number of valid
	voted		by them	votes cast
	8		8	0.0070

(iii) Invalid votes:

Number of members whose votes were	Number of invalid votes cast by them
declared invalid	0

Result: Percentage of votes cast in Favour: 99.9910; Percentage of votes cast Against: 0.0090 :



As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 1 as set forth in the postal ballot notice dated October 22, 2024, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that isDecember 1, 2024.

Resolution No.2: Special Resolution

ALTERATION IN CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THECOMPANY

C. Ma	Particulars	Item No. 2
Sr. No.	Postal Ballot Voting (Remote e-voting)	
	Postal Ballot Voting (Remote e Voting)	168
1	Number of members who voted through remote e-voting	100
	Number of invalid e-votes	0
2		168
3	Number of valid e-votes	100

Report of votes casted in favour, against and invalid votes:

(i) Voted in favour of the resolution:

	Number of n	nembers	Number of valid votes cast by them	% of total number of valid votes cast
ļ	voted 157		157	99,9919

(ii) Votedagainst the resolution:

Number of voted	members	Number of valid votes by them	cast	% of total number of valid votes cast
11		11		0,0081

(iii) Invalid votes:

ĺ	Number of members whose votes were	Number of invalid votes cast by them
1	declared invalid	0

Result: Percentage of votes cast in Favour: 99.9919; Percentage of votes cast Against: 0.0081:

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 2 as set forth in the postal ballot notice dated October 22, 2024, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is December 1, 2024.



Resolution No.3: Special Resolution

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

		Item No. 3
Sr. No. 👘	Particulars	
	Postal Ballot Voting (Remote e-voting)	166
1	Number of members who voted through remote e-voting	100
	21 Losfinvolide votes	0
2.	Number of invalid e-votes	166
3	Number of valid e-votes	

Report of votes casted in favour, against and invalid votes:

(i) Voted in favour of the resolution:

1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	Number of valid votes cast by them	% of total number of valid votes cast 99.8906
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(ii) Votedagainst the resolution:

Number of	members Nu	nber of valid votes	s cast % of tota	I number of valid
voted		11	votes cast	0.1094

(iii) Invalid votes:

Number of members whose votes were	Number of invalid votes cast by them
declared invalid	0

Result: Percentage of votes cast in Favour: 99.8906; Percentage of votes cast Against: 0.1094

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 3 as set forth in the postal ballot notice dated October 22, 2024, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is December 1, 2024.

Resolution No.4: Special Resolution

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

C. Ma	Particulars	Item No. 4	
Sr. Ne.	Postal Ballot Voting (Remote e-voting)	M193m & 750	
	Ň	Secret	

1	Number of members who voted through remote e-voting	167	
		0	
2	Number of invalid e-votes	167	
3	Number of valid e-votes		

Report of votes casted in favour, against and invalid votes:

(i) Voted in favour of the resolution:

[Number of	members	Number of valid votes cast	% of total number of valid
	voted		by them	votes cast 99.9977
	157		157	93.3511

(ii) Votedagainst the resolution:

Number of members	Number of valid votes cast	% of total number of valid
voted	by them 10	votes cast 0.0023

(iii) Invalid votes:

Number of members whose votes were	Number of invalid votes cast by them
declared invalid 0	0

Result: Percentage of votes cast in Favour: 99.9977; Percentage of votes cast Against: 0.0023

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 4 as set forth in the postal ballet notice dated October 22, 2024, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is December 1, 2024.

Resolution No.5: Special Resolution

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

		Item No. 5
Sr. No.	Particulars	
	Postal Ballot Voting (Remote e-voting)	167
1	Number of members who voted through remote e-voting	
	Number of invalid e-votes	0
2		167
3	Number of valid e-votes	

Report of votes casted in favour, against and invalid votes:

(i) Voted in favour of the resolution:

1	Number voted	of	members	by them	% of total number of valid votes cast 99.3624
		139		139	

(ii) Votedagainst the resolution:

NumberofmembersNumvotedby t28		% of total number of valid votes cast 0.6476
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(iii) Invalid votes:

Number of members whose votes were	Number of invalid votes cast by them
declared invalid 0	0

Result: Percentage of votes cast in Favour: 99.3624; Percentage of votes cast Against: 0.6476

As the number of votes cast in favour of the resolution is more than three times the number of votes cast against, I report that the special resolution as per Item no. 5 as set forth in the postal ballot notice dated October 22, 2024, has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is December 1, 2024.

I further report that Rule 22 of the Companies (Management and Administration) Rules, 2014 has been duly complied with and the records maintained by me including the reports generated from the E-voting system provided by NSDLthe Service Provider for the E-voting facility extended by them and also the Registrar and Share Transfer Agent recording the consent or otherwise received from the Members, by E-voting which includes all the particulars of the Members such as the name, folio number/DP ID and Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, and other related data/papers are in my safe custody which will be handed over to the Company Secretary of the Company.



I thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot process of your Company.

IN

Thanking You.



CS Pankaj Kumar Nigam Proprietor M. No. FCS 7343 C. P. No. 7979 UDIN: F007343F003233346

Place: Ghaziabad Date: 03.12.2024

Countersigned by

110

Chairman/ Authorised Signatory Ugro Capital Limited

Place: Mumbai Date: 03.12.2024

Annexurc-1

esolution N esolution	lo. 1:Speci	ial	NCREASE IN	NAUTHORI	SED SHAKE	CAITIAG	OF THE CON	
whether pr roup are in neagenda/r	nterested I	n	No	- :				al Oblatar
Categor y	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1	[4]	[5]	6]={[4]/[2] }*100	7]={[5]/[2]} *100
		2074009	2074009	}*100 100	2074009	0	100	
Promoter	E- Voting	2074007			0	0	0	<u></u>
and Promoter	Poll	-	0	0	0	0	0	
Group	Postal	Ч., И	0	0	U U		 	
	Ballot		2074009	100	2074009	0	100	
•	Total	1000	16515625	77.3807	16515625	0	100	
Public	E-	21343326	10515025				0	
Institution	Voting Poll	_	0	0		0	<u> </u>	
S	Postal	- ·	0	0	0	0		
	Ballot			77.3807	16515625	0	100	
	Total		16515625				99.9833	0.01
Public	E-	6953898	3 21912996			<u> </u>	(· · · · · · · · · · · · · · · · · · ·
Non	Voting		0) (
Institutio	Postal		() () () (,
) 3]	Ballot				8 21909332	366	4 99.983	3 0.01
	Total		21912996					
Total		92956323	* 4050263	0 43.571	/ 4049890			

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included, in the voting results.



Resolution Resolution	No. 2: Spe	cial	ALTERATIC ASSOCIATIC	ON IN CAP ON OF THE	COMPANY	SE OF II	IE MEMORA			
Whether pi group are i agenda/ res	nterested		No							
Categor y	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2]} *100		
Promoter	E-	2074009	2074009	100	2074009	0	100	0		
and	Voting	4		0	0	0	0	0		
Promoter	Poll		0	0	0	0	0	0		
Group	Postal		U		Ŭ					
	Ballot Total	-	2074009	100	2074009	0	100	(
Public	E-	21343326	16515625	77.3807	16515625	0	100	(
Institution	_	215 13520		<u>.</u>		0	0			
S	Poll	=	0	0	0	0	0			
	Postal	-	0	0	0	U U				
	Ballot	_	16515625	77,3807	16515625	0	100			
	Total	69538988		31.5117	21909655	3291	99.9850	0.015		
Public	E- Voting	69338988	21912740				ļ			
Non Institution			0	0		0				
S	Postal		0	0	0	0	0			
	Ballot			A	21909655	3291	99.9850	0.015		
	Total		21912946		·					
Total		92956323*	40502580	43.5716	40477207					

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included in the voting results.



lesolution l lesolution	No. 3 :Spe	1	MENDMEN FOR THE A LIMITED	(T IN THE CQUISITIO	NOF DATAS	SIGNS TEC	E OF CONSI CHNOLOGIE	S PRIVATE
Vhether pr roup are i genda/ res	nterested i	Jone	Ņо					
Categor y	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2] }*100	7 ={[5]/[2]} *100
Promoter	E-	2074009	2074009	100	2074009	0	100	0
and	Voting		0	0	0	0	0	C
Promoter Group	Poll Postal		<u>0</u>	0	0	0	0	(
Group	Ballot				0074000	0	100	(
	Total	1	2074009	100	2074009	0	100	
Public	E-	21343326	16515625	77.3807	16515625	0	100	
Institution	Voting	_	0	0	0	0	0	
S	Poll Postal	_	0	0	0	0	0	
	Ballot			met 2007	16515625	<u> </u>	100	
	Total		16515625		21867546	44300	99.7978	0.202
Public	E-	69538988	21911846	31.5102	21007340			
Non	Voting		0	0	0	0	1 t	
Institution s	n Poll Postal	-	0			(C C	
	Ballot			31.5102	21867546	4430	99.7978	0.202
ŀ	Total	92956323*	21911846 40501480					0.109

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been The land in the voting results.

lesolution l lesolution	No. 4 :Spe	. 1662	TO APPRO PRABHALA DIRECTOR	(DIN: 0		OF MR. ASNON-EX		ESHWARA (NOMINEE)
Whether pi group are i genda/ res	nterested i	TOTHOUSE	No					
Categor y	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2] }*100	[7]={[5]/[2]} *100
Promoter	E-	2074009	2074009	100	2074009	0	100	C
and	Voting		0	0	0	0	0	C
Promoter Group	Poll Postal	-	0	0	0	0	0	(
Group	Ballot	-	2084000	100	2074009	0	100	(
	Total		2074009	77.3807	16515625	0	100	+
Public	Е-	21343326	16515625	77.3807	10515025			
Institution		-	0	0	0	0		
S ·	Poll Postal	-	0	0	0	0	0	
	Ballot		1/215/05	77.3807	16515625		100	
	Total		16515625 21911946			933	99.9957	0.004
Public	E-	69538988	21911940	01.0100				
Non	Voting	-1	0	0	0		·	
Institution s	Postal	-	0		0	(0	•
	Ballot	_		31.5103	21911013	933	99.9957	0.064
	Total		21911946					0.002
Total		92956323*	40501580	43.5703				

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employce Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been included in the voting results.

Resolution No. 5 :Special Resolution			TO APPRO SCHEME 20	VE AMEND	MENT IN "		OYEE STO			
Whether p group are i agenda/ res	nterested	ALCOULD VOX	No							
v Voting sh		No. of shares held	No. of votes polled	% of Votes Polled on outstandi ng shares	Votes Votes – in Polled on favour d outstandi	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled		
		[1]	[2]	[3]={[2]/[1 }*100	[4]	[5]	6]={[4]/[2] }*100	[7]={[5]/[2]} *100		
Promoter	E-	2074009	2074009	100	2074009	0	100	0		
and	 Voting			0	0	0	0	0		
Promoter	Poll		0		0	0	0	0		
Group	Postal		. 0	0	v	v				
-	Ballot Total		2074009	100	2074009	0	100	0		
Public	E-	21343326	16515625	77.3807	16261471	254154	98.4611	1.5389		
Institution	1				0	0	0	0		
s	Poll		0	0	0	0	0	0		
	Postal	-	0	0	0	0	V V			
	Ballot	_	16515625	77.3807	16261471	254154	98.4611	1.5389		
	Total	(0.5000000	21911946	31.5103	21907865	4081	99.9814	0.0186		
Public	E-	69538988	21911940	51.5105	21301000					
Non	Voting		0	0	0	0		0		
Institution s	Postal	-	0	0	0	0	0	0		
	Ballot					4001	99.9814	0.0186		
1	Total		21911946			4081		0.6376		
Total		92956323*	40501580	43.5705	40243345	258235	27.3024	0.0076		

12,38,252 equity shares representing 1.33% of share capital of the Company held by UGRO Employees Benefit Trust which is governed under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021. As provided in these Regulations, the Trustees of this Trust are not entitled to vote in respect of the shares held by Trust.

Note: On 11th September 2024, the Company had approved conversion of 37,878 Compulsory Convertible Debentures (CCDs) into Equity Shares. However, since the trading approval for these equity shares was pending, they were not reflected in the beneficiary position as of the cut-off date i.e. 25th October 2024. Consequently, these shares have not been the working results.