

3rd June 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 in further to our letters dated 2nd May 2024 and 3rd May 2024 submitting Notice of Postal Ballot dated 2nd May 2024 (‘Notice’) and further letter dated 22nd May 2024 submitting the Corrigendum to Notice dated 2nd May 2024 (‘Corrigendum’), which is to be read together with the Notice for seeking approval of the members with respect to:

Sr. No.	Agenda Item	Type of Resolution
1.	To consider and approve issuance of Compulsory Convertible Debentures (CCDs) on preferential basis to the identified investors	Special Resolution
2.	To consider and approve issuance of Convertible Warrants on preferential basis to the identified investors	Special Resolution
3.	Approval for acquisition of Datasigns Technologies Private Limited	Special Resolution
4.	Further issue of equity shares in consideration for acquisition of Datasigns Technologies Private Limited	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 increase the aggregate limit of investment by Non-Resident Indians (“NRIs”)/ Overseas Indian Citizens (“OCIs”) in share capital of the Company	Special Resolution
6.	To approve appointment of Mr. Rohit Goyal (DIN: 05285518) as Non-Executive (Nominee) Director of the Company	Special Resolution

The remote e-voting period for casting the vote commenced on Friday, 3rd May 2024 at 9:00 a.m. (IST) and concluded on Saturday, 1st June 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 read together with the Corrigendum 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 1st June 2024 on e-voting as Annexure- 2.

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

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

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

Annexure-1

Ugro Capital Limited	
Results of Postal Ballot	
(As per Regulation 44 (3) of SEBI(LODR) Regulations, 2015)	
Date of Postal Ballot Notice	02-05-2024
Voting start date	03-05-2024
Voting end date	01-06-2024
Total number of shareholders as on record date (26.04.2024):	29,273
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

Resolution Required: Special Resolution No. 1			To consider and approve issuance of Compulsory Convertible Debentures (CCDs) on preferential basis to the identified investors					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	17193331	214999	98.7650	1.2350
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17193331	214999	98.7650	1.2350
Public Non Institutions	E-Voting	68939837	21490028	31.1721	21489683	345	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490028	31.1721	21489683	345	99.9984	0.0016
Total		92829821*	40972367	44.1371	40757023	215344	99.4744	0.5256

*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.

Resolution Required: Special Resolution No. 2			To consider and approve issuance of Convertible Warrants on preferential basis to the identified investors					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	17193331	214999	98.7650	1.2350
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17193331	214999	98.7650	1.2350
Public Non Institutions	E-Voting	68939837	21490028	31.1721	21489603	425	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490028	31.1721	21489603	425	99.9980	0.0020
Total		92829821*	40972367	44.1371	40756943	215424	99.4742	0.5258

*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.

Resolution Required: Special Resolution No. 3			Approval for acquisition of Datasigns Technologies Private Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	16770072	638258	96.3336	3.6664
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	16770072	638258	96.3336	3.6664
Public Non Institutions	E-Voting	68939837	21490049	31.1722	21489814	235	99.9989	0.0011
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490049	31.1722	21489814	235	99.9989	0.0011
Total		92829821*	40972388	44.1371	40333895	638493	98.4417	1.5583

*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.

Resolution Required: Special Resolution No. 4			Further issue of equity shares in consideration for acquisition of Datasigns Technologies Private Limited					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	16770072	638258	96.3336	3.6664
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	16770072	638258	96.3336	3.6664
Public Non Institutions	E-Voting	68939837	21490049	31.1722	21489709	340	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490049	31.1722	21489709	340	99.9984	0.0016
Total		92829821*	40972388	44.1371	40333790	638598	98.4414	1.5586

*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.

Resolution Required: Special Resolution No. 5			To increase the aggregate limit of investment by Non-Resident Indians ("NRIs")/ Overseas Indian Citizens ("OCIs") in share capital of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
	E-Voting	21815975	17408330	79.7963	17408330	0	100.0000	0.0000

Public Institutions	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17408330	0	100.0000	0.0000
Public Non Institutions	E-Voting	68939837	21489949	31.1720	21489238	711	99.9967	0.0033
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21489949	31.1720	21489238	711	99.9967	0.0033
Total		92829821*	40972288	44.1370	40971577	711	99.9983	0.0017

*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.

Resolution Required: Special Resolution No. 6			To approve appointment of Mr. Rohit Goyal (DIN: 05285518) as Non-Executive (Nominee) Director of the Company					
Whether promoter/ promoter group are interested in the agenda/resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	17408330	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17408330	0	100.0000	0.0000
Public Non Institutions	E-Voting	68939837	21490028	31.1721	21489592	436	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490028	31.1721	21489592	436	99.9980	0.0020
Total		92829821*	40972367	44.1371	40971931	436	99.9989	0.0011

*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.



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,

Sub: UGRO Capital Limited- Scrutinizer's Report on Postal Ballot (e-voting) Results.

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 May 2, 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 May 2, 2024 ('Notice') read in conjunction with the corrigendum dated May 22, 2024 ('Corrigendum').

The Management of the Company is responsible for ensuring compliance under provisions of Section 108, Section 110 and other applicable provisions of the Act, as amended read with the Rule 20 and 22 Companies (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 and 09/2023 dated September 25, 2023 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 items mentioned in the Notice.

The Company has engaged National Securities Depository Limited (hereinafter referred to as NSDL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot 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 & Transfer Agents / Depository Participants. The communication of the assent or dissent of the Members was sought through the remote E-voting system only. In order to 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 favour and against the resolutions stated in the Notice dated May 2, 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 May 2, 2024 and May 3, 2024 (Revised Notice) and the Corrigendum to the Notice was sent on May 22, 2024, to all the Members of the Company through e-mail who have registered their e-mail addresses as on April 26, 2024 (cut-off date).

I report that, the Notice was sent through e-mail to 28,364 members 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 29,273.

The E-voting period commenced from May 3, 2024 at 9:00 a.m. (IST) and ended on June 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 May 3, 2024 and May 4, 2024 and Corrigendum was published on May 23 2024, in "Business Standard", English Newspaper and in "Navshakti Marathi", Marathi Newspaper providing requisite information, manner and contact details of NSDL and the Company for 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 to consider and approve issuance of Compulsory Convertible Debentures (CCDs) on preferential basis to the identified investors;
2. Special Resolution to consider and approve issuance of Convertible Warrants on preferential basis to the identified investors;
3. Special Resolution for approval for acquisition of Datasigns Technologies Private Limited;



4. Special Resolution for further issue of equity shares in consideration for acquisition of Datasigns Technologies Private Limited;
5. Special Resolution to increase the aggregate limit of investment by Non-Resident Indians ("NRIs")/ Overseas Indian Citizens ("OCIs") in share capital of the Company; and
6. Special Resolution to approve appointment of Mr. Rohit Goyal (DIN: 05285518) as Non-Executive (Nominée) Director of the Company

SUMMARY OF VOTES CAST

The E-voting process concluded at 5:00 p.m. on June 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 Mr. Amresh Pal Singh, 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 June 1, 2024 (05.00 p.m.).

On scrutiny, I report that out of 29,273 Members holding shares as on the cut-off date, i.e. April 26, 2024, maximum 172 members have exercised their votes for 4,09,72,388 shares through remote E-voting.

Further, with respect to the revised Notice of Postal Ballot dated May 2, 2024 send to the members on May 3, 2024 and Corrigendum to the Notice issued by the Company on May 22, 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: pankajinigamcs@gmail.com within 48 hours from the dispatch of such revised Notice and Corrigendum.

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

Resolution No.1: Special Resolution

TO CONSIDER AND APPROVE ISSUANCE OF COMPULSORY CONVERTIBLE DEBENTURES (CCDS) ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS

Sr. No.	Particulars	Item No. 1
	Postal Ballot Voting (Remote e-voting)	
1	Number of members who voted through remote e-voting	171
2	Number of invalid e-votes	0
3	Number of valid e-votes	171



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

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
153	153	99.47%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	18	0.53%

(iii) Invalid votes:

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

Result: Percentage of votes cast in Favour: 99.47; Percentage of votes cast Against: 0.53

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 May 2, 2024 read in conjunction with the corrigendum has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is June 1, 2024.

Resolution No.2: Special Resolution

TO CONSIDER AND APPROVE ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS

Sr. No.	Particulars	Item No. 2
	Postal Ballot Voting (Remote e-voting)	
1	Number of members who voted through remote e-voting	171
2	Number of invalid e-votes	0
3	Number of valid e-votes	171



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

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
152	152	99.47%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
19	19	0.53%

(iii) Invalid votes:

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

Result: Percentage of votes cast in Favour: 99.47; Percentage of votes cast Against: 0.53

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 May 2, 2024 read in conjunction with the corrigendum has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is June 1, 2024.

Resolution No.3: Special Resolution

APPROVAL FOR ACQUISITION OF DATASIGNS TECHNOLOGIES PRIVATE LIMITED

Sr. No.	Particulars	Item No. 3
	Postal Ballot Voting (Remote e-voting)	
1	Number of members who voted through remote e-voting	172
2	Number of invalid e-votes	0
3	Number of valid e-votes	172



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

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
162	162	98.44%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	10	1.56%

(iii) Invalid votes:

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

Result: Percentage of votes cast in Favour: 98.44; Percentage of votes cast Against: 1.56

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 May 2, 2024 read in conjunction with the corrigendum has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is June 1, 2024.

Resolution No.4: Special Resolution

FURTHER ISSUE OF EQUITY SHARES IN CONSIDERATION FOR ACQUISITION OF DATASIGNS TECHNOLOGIES PRIVATE LIMITED

Sr. No.	Particulars	Item No. 4
	Postal Ballot Voting (Remote e-voting)	
1	Number of members who voted through remote e-voting	172
2	Number of invalid e-votes	0
3	Number of valid e-votes	172



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

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
160	160	98.44%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	12	1.56%

(iii) Invalid votes:

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

Result: Percentage of votes cast in Favour: 98.44; Percentage of votes cast Against: 1.56

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 ballot notice dated May 2, 2024 read in conjunction with the corrigendum has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is June 1, 2024.

Resolution No.5: Special Resolution

**TO INCREASE THE AGGREGATE LIMIT OF INVESTMENT BY NON-RESIDENT INDIANS ("NRIS")/
OVERSEAS INDIAN CITIZENS ("OCIS") IN SHARE CAPITAL OF THE COMPANY**

Sr. No.	Particulars	Item No. 5
	Postal Ballot Voting (Remote e-voting)	
1	Number of members who voted through remote e-voting	171
2	Number of invalid e-votes	0
3	Number of valid e-votes	171



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

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
159	159	99.998%

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	12	0.002%

(iii) Invalid votes:

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

Result: Percentage of votes cast in Favour: 99.998; Percentage of votes cast Against: 0.002

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 May 2, 2024 read in conjunction with the corrigendum has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is June 1, 2024.

Resolution No.6: Special Resolution

TO APPROVE APPOINTMENT OF MR. ROHIT GOYAL (DIN: 05285518) AS NON-EXECUTIVE (NOMINEE) DIRECTOR OF THE COMPANY

Sr. No.	Particulars	Item No. 6
	Postal Ballot Voting (Remote e-voting)	
1	Number of members who voted through remote e-voting	171
2	Number of invalid e-votes	0
3	Number of valid e-votes	171



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

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
160	160	99.999%

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	11	0.001%

(iii) **Invalid** votes:

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

Result: Percentage of votes cast in Favour: 99.999; Percentage of votes cast Against: 0.001

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. 6 as set forth in the postal ballot notice dated May 2, 2024 read in conjunction with the corrigendum has been passed by the members with requisite majority. The Resolution is deemed as passed on the last date of voting that is June 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 NSDL the 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.

Thanking You

Place: Ghaziabad
Date: 01.06.2024

Countersigned by


Chairman / Authorised Signatory
Ugro Capital Limited

Place: Mumbai
Date: 03.06.2024



For Pankaj Nigam & Associates
Company Secretaries


CS Pankaj Kumar Nigam
Proprietor
M. No. FCS 7343
C.P. No. 7979
UDIN: F007343F000515917

Resolution No. 1 : Special Resolution			TO CONSIDER AND APPROVE ISSUANCE OF COMPULSORY CONVERTIBLE DEBENTURES (CCDS) ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS					
Whether promoter/ promoter group are interested in the agenda/ resolution?			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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	17193331	214999	98.7650	1.2350
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17193331	214999	98.7650	1.2350
Public Non Institutions	E-Voting	68939837	21490028	31.1721	21489683	345	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490028	31.1721	21489683	345	99.9984	0.0016
Total		92829821*	40972367	44.1371	40757023	215344	99.4744	0.5256

*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.



Resolution No. 2 : Special Resolution			TO CONSIDER AND APPROVE ISSUANCE OF CONVERTIBLE WARRANTS ON PREFERENTIAL BASIS TO THE IDENTIFIED INVESTORS					
Whether promoter/ promoter group are interested in the agenda/ resolution?			Yes					
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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	17193331	214999	98.7650	1.2350
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17193331	214999	98.7650	1.2350
Public Non Institutions	E-Voting	68939837	21490028	31.1721	21489603	425	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490028	31.1721	21489603	425	99.9980	0.0020
Total		92829821*	40972367	44.1371	40756943	215424	99.4742	0.5258

*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.



Resolution No. 3 : Special Resolution			APPROVAL FOR ACQUISITION OF DATASIGNS TECHNOLOGIES PRIVATE LIMITED					
Whether promoter/ promoter group are interested in the agenda/ resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	16770072	638258	96.3336	3.6664
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	16770072	638258	96.3336	3.6664
Public Non Institutions	E-Voting	68939837	21490049	31.1722	21489814	235	99.9989	0.0011
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490049	31.1722	21489814	235	99.9989	0.00101
Total		92829821*	40972388	44.1371	40333895	638493	98.4417	1.5583

*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.



Resolution No. 4 : Special Resolution		FURTHER ISSUE OF EQUITY SHARES IN CONSIDERATION FOR ACQUISITION OF DATASIGNS TECHNOLOGIES PRIVATE LIMITED						
Whether promoter/ promoter group are interested in the agenda/ resolution?		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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	16770072	638258	96.3336	3.6664
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	16770072	638258	96.3336	3.6664
Public Non Institutions	E-Voting	68939837	21490049	31.1722	21489709	340	99.9984	0.0016
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490049	31.1722	21489709	340	99.9984	0.0016
Total		92829821*	40972388	44.1371	40333790	638598	98.4414	1.5586

*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.



Resolution No. 5 : Special Resolution			TO INCREASE THE AGGREGATE LIMIT OF INVESTMENT BY NON-RESIDENT INDIANS ("NRIS")/ OVERSEAS INDIAN CITIZENS ("OCIS") IN SHARE CAPITAL OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/ resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	17408330	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17408330	0	100.0000	0.0000
Public Non Institutions	E-Voting	68939837	21489949	31.1720	21489238	711	99.9967	0.0033
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21489949	31.1720	21489238	711	99.9967	0.0033
Total		92829821*	40972288	44.1370	40971577	711	99.9983	0.0017

*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.



Resolution No. 6 : Special Resolution			TO APPROVE APPOINTMENT OF MR. ROHIT GOYAL (DIN: 05285518) AS NON-EXECUTIVE (NOMINEE) DIRECTOR OF THE COMPANY					
Whether promoter/ promoter group are interested in the agenda/ resolution?			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
Promoter and Promoter Group	E-Voting	2074009	2074009	100.0000	2074009	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2074009	100.0000	2074009	0	100.0000	0.0000
Public Institutions	E-Voting	21815975	17408330	79.7963	17408330	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		17408330	79.7963	17408330	0	100.0000	0.0000
Public Non Institutions	E-Voting	68939837	21490028	31.1721	21489592	436	99.9980	0.0020
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		21490028	31.1721	21489592	436	99.9980	0.0020
Total		92829821*	40972367	44.1371	40971931	436	99.9989	0.0011

*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.

