

1st January 2025

**BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai- 400001
Scrip code: 511742**

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

Subject: Intimation for signing of Share Purchase Agreement and Shareholders' Agreement

Dear Sir/ Madam,

In continuation to the intimation submitted by the Company on 2nd May 2024 for acquisition of "MyShubhLife" i.e., Datasigns Technologies Private Limited ("DTPL") a leading embedded finance fintech platform based in Bangalore, we wish to inform that the Company has entered into a Share Purchase Agreement (SPA) and Shareholders' Agreement (SHA) on January 01, 2025, for acquisition of shares of DTPL from its existing shareholders. The completion of the acquisition is subject to satisfaction of certain conditions precedent as specified in the SPA.

The details as required to be disclosed in terms of Chapter V of the SEBI Master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024, is mentioned in the 'Annexure A'.

Kindly take the above on record.

Yours faithfully,
For UGRO Capital Limited

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

UGRO CAPITAL LIMITED

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

CIN: L67120MH1993PLC070739

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

Annexure A

S No.	Particulars	Share Purchase Agreement	Shareholders' Agreement
1	Name(s) of parties with whom the agreement is entered	1) UGRO Capital Limited 2) Teruhide Sato 3) Monish Anand 4) Pravega Ventures Trust 5) SRI Capital LLC 6) BEENEXT2 Pte. Ltd. 7) Saama Capital IV Limited 8) ON Mauritius 9) Flourish Ventures Fund LLC 10) Patamar Fund II Singapore Pte. Ltd. 11) Gojo & Company, Inc. 12) ON Mauritius II 13) Datasigns Technologies Private Limited 14) Rahul Sekar	1) UGRO Capital Limited (“Company”) 2) Datasigns Technologies Private Limited (“DTPL”) 3) Pravega Ventures Trust 4) SRI Capital LLC 5) BEENEXT2 Pte. Ltd. 6) Saama Capital IV Limited. 7) ON Mauritius 8) Flourish Ventures Fund LLC 9) Patamar Fund II Singapore Pte. Ltd. 10) Gojo & Company, Inc.
2	Purpose of entering into the agreement;	To acquire 100% shareholding of DTPL.	To determine rights of the shareholders.
3	Shareholding, if any, in the entity with whom the agreement is executed;	Subject to the conditions stated in Share Purchase Agreement and Shareholders' Agreement, the Company will own 100% of the shares of DTPL which will be acquired in 2 tranches.	
4	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.;	None	<ul style="list-style-type: none"> - The Company shall have sole right to nominate directors on the board of DTPL - Restriction on remaining shareholders from transferring their shares to third parties.
5	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship;	The transaction is not a related party transaction.	

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6	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arm’s length”;	The transaction is not a related party transaction.	
7	In case of issuance of shares to the parties, details of issue price, class of shares issued;	The consideration for the acquisition shall be discharged by way of a combination of cash consideration and swap of shares by way of issuance of equity shares of the Company through preferential allotment at such price determined in accordance with chapter V of the SEBI ICDR Regulations.	NA
8	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc.;	No	
9	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not applicable	

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