

30th May 2024

To,

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

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

Sub: Annual Secretarial Compliance Report for the financial year ended 31st March 2024 as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Pursuant to Regulation 24A of the Listing Regulations, please find enclosed herewith the annual secretarial compliance report for the financial year ended 31st March 2024.

You are requested to take the same on record.

Thanking you,
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



PANKAJ NIGAM & ASSOCIATES

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

Secretarial compliance report of UGRO Capital Limited For the year ended 31st March, 2024

To,

The Board of Directors
UGRO Capital Limited
Equinox Business Park, Tower 3,
Fourth Floor, Off BKC, LBS Road,
Kurla, Mumbai - 400070

We have examined:

- (a) all the documents and records made available to us and explanation provided by **UGRO Capital Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

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

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



- (g) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
 (h) SEBI Operational Circular: SEBI/HO/DDHS/DDHS_Div1/P/CIR/2022/0000000103 dt. July 29,2022

And Circulars and guidelines issued thereunder;

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

S. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS
1.	<p><u>Secretarial Standard:</u></p> <ul style="list-style-type: none"> The compliance of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI) We have examined the Secretarial Standards issued by Institute of Company Secretaries of India and as notified by Ministry of Corporate Affairs 	Yes	
2.	<p><u>Adoption and Timely updation of the Policies:</u></p> <ul style="list-style-type: none"> All applicable policies under Securities Exchange Board of India ("SEBI") Regulations are adopted with the approval of Board of Directors of the listed entity. All the policies in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars /guidelines issued by SEBI 	Yes	



3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/information under a separate section on the website • Web-links provided in Annual corporate governance reports under Regulations 27 (2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	Yes	
5.	<p><u>To examine details related to Subsidiaries of listed entity</u></p> <p>a) Identification of material subsidiary companies</p>	NA	The Company had no material subsidiary during the review period.
	<p>b) Requirements with respect to disclosure of material as well as other subsidiaries (Company is not having any material subsidiaries)</p>	NA	The Company had no material as well as other subsidiary during the review period.
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	Yes	
7.	<p><u>Performance Evaluation:</u></p> <p>The Listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	Yes	



8.	<p><u>Related Party Transaction:</u></p> <p>(a) The Listed entity has obtained prior approval of Audit Committee for all related party transactions.</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee</p>	Yes	The Audit Committee had given Omnibus Approvals for related party transactions for the financial year 2023-24 except as per the instance stated in point (b).
		Yes	<p>By virtue of appointment of Ms. Tabassum Inamdar as an Independent Director in the Company, Indifi Technologies Private Limited ("Indifi"), a private limited company where Ms. Tabassum is an independent director, was classified as related party w.e.f., 1st August 2023.</p> <p>However, the Company, in the ordinary course of business, already had a loan sourcing arrangement with Indifi since 28th July 2021, and post its identification as related party, pursuant to third proviso of clause (iv) of section 177(4) of the Companies Act, 2013, the Audit Committee at its next meeting held on 26th October 2023, ratified the amount of transactions occurred/ accrued between 1st August 2023 till 30th September 2023 to the extent of INR. 65.09 lakhs towards payment of service fee.</p> <p>It is pertinent to note that, pursuant to aforementioned proviso, the value of such transactions doesn't exceed the prescribed limit of INR 1 crore and the same were ratified by the Audit Committee within the prescribed timeline of 3 months from its occurrence.</p> <p>Further, for the transactions to be accrued/ occurred from 1st October 2023 till 31st March 2024, the Audit Committee had granted omnibus approval at the same meeting.</p>
9.	<p><u>Disclosure of events or Information:</u></p> <p>The listed entity has provided all the</p>	Yes	



	required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.		
10.	<u>Prohibition of Insider Trading:</u> The Listed entity is in compliance with Regulations 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	
11.	<u>Action taken by SEBI or Stock Exchange(s), if any:</u> No Action taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as stated.	Yes- except as stated	Case 1:- BSE Ltd. and NSE Ltd. vide email dated 17 th April 2023 had issued notice imposing a fine of Rs. 11,800/- (incl. GST@18%), for Non-compliance of Regulation 29(2)/(3) of SEBI (LODR) Regulations, 2015. The Company had submitted clarification to the Exchanges within prescribed timeline and fine was paid by the Company within the prescribed timeline. Case 2:- BSE Ltd. vide letters dated 31 st July 2023 and 30 th August 2023, had issued notice imposing a fine of Rs. 81,420/- (incl. GST@18%) for Non-submission of certificate relating to fulfillment of payment obligation by issuers of Commercial Paper pursuant to Para 8.4 of Chapter XVII of SEBI operational circular number SEBI/HO/DDHS/P/CIR/2021/613 dated 10 th August 2021. The Company responded within the prescribed timeline. Fine was paid to BSE upon receipt of regret letter.
12.	<u>Additional Non-compliance , if any:</u> Additional non-compliance observed for all SEBI regulation/ circular/ guidance note etc.	No	There was no additional non-compliance during the review period.

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

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



S.No.	Compliance Requirement (Regulation/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amt.	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Regulation 29(2)/ 29(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015 Prior intimation to stock exchanges about the meeting of the board of directors pursuant to sub-regulation (1), shall be given at least two working days in advance, excluding the date of the intimation and date of the meeting.	Circular no. SEBI/HO/CF/D/CMD/CIR/P/2020/12 dated January 22, 2020 issued by Securities and Exchange Board of India (SEBI)	Delay in furnishing prior intimation about the meeting of the board of directors	BSE NSE	Fine was levied by both the Stock Exchanges	Delay in furnishing prior intimation about the meeting of the board of directors	BSE - Rs.11,800/- (incl. GST) NSE - Rs.11,800/- (incl. GST)	The Company paid the fines within the prescribed timeline. The Board of Directors of the Company deliberated on the matter and took cognizance of the same along with the responses submitted by the Company.	**ref er Note 1	Nil
2.	Para 8.4 of Chapter XVII of SEBI operational circular number SEBI/HO/D/DHS/P/CIR/2021/613 dated 10 th August 2021.	Circular no. SEBI/HO/D/DHS/DDHS_Div1/P/CIR/2022/000000 0103 dated July 29, 2022 issued by Securities and Exchange	Non-submission of certificate relating to fulfillment of payment obligation by issuers of	BSE	Fine was levied by BSE limited	Delay submission of information related to payment obligation w.r.t. Commercial Papers for below ISINs-	Rs. 29,500/- (incl. GST) Rs. 28,320/- (incl. GST) Rs. 23,600/- (incl.	The Company had requested waiver of the fine vide its emails and letters dated 2 nd August 2023 and 31 st August 2023. The Company paid within	**ref er Note 2	Nil



A certificate confirming fulfilment of its payment obligations, within 2 days of payment becoming due.	Board of India (SEBI)	Commercial Paper			INE583D141 96 INE583D142 12 INE583D141 88	GST Total: Rs. 81,420/- (incl. GST)	the prescribed timeline.		
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****Note:**

1. The Company had on 31st March 2022 intimated the exchanges of the board meeting to be held on the 24th May, 2022 ('BM') for consideration of financial results along with the closure of trading window. In the BM intimation, raising funds activities were not specifically mentioned in the aforesaid intimation. However, in the outcome for the BM filed with the exchanges on 24th May, 2022 consisting of complete details of fund raising. Exchanges were of the opinion that the Company had to mention the fund-raising activities specifically in the intimation as per the SEBI (Listing Obligations and Disclosure Requirements). Hence the penalty was levied.
2. The Company had timely intimated record dates along with the maturity dates, for the payment/redemption. The Company had also uploaded the NSDL debit confirmation letters dated 3rd July 2023 and 5th July 2023 on BSE portal on 21st July 2023 for delisting of CPs and intimation of payment on 26th July 2023. The delay in informing stock exchange regarding redemption of CPs was caused due to inadvertence and change in the team that ensured that payment and/or redemption of securities is communicated for further intimation to stock exchanges. Further, the Company had requested waiver of the fine vide its emails and letters dated 2nd August 2023 and 31st August 2023. The total fine was paid to BSE Limited upon receipt of regret letter.

(b) The Listed entity has taken the following action to comply with the observation made in previous reports:

S. No.	Compliance Requirement (Regulation/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviation	Action Taken by	Type of Action	Details of Violation	Fine Amt.	Observations / Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable during the review period.										

(c) There was no instance of resignation of the Statutory Auditor of the Company under review period so applicability of SEBI Circular CIR/CFD/CMD1/114/2019 dated October 18, 2019 was not required.



Assumptions & limitation of scope and review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 02-05-2024

Place: Ghaziabad

**For PANKAJ NIGAM &
ASSOCIATES**

Company Secretaries



(Pankaj Kumar Nigam)

Membership No. FCS-7343

Certificate of Practice No. 7979

UDIN: F007343F000295400