

17th May 2022

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

Dear Sir/ Madam,

Subject: Issuance of Non-Convertible Debentures on private placement basis.

With reference to our letter dated 11th May 2022 and pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby inform you that the Investment and Borrowing Committee of the Board of Directors of the Company ("Committee") at its meeting held today, i.e. Tuesday, 17th May 2022 has, inter alia, approved issuance of 300 (Three Hundred) senior, secured, rated, listed, taxable principal protected market linked (PP-MLD) redeemable non-convertible debentures denominated in Indian Rupees ("INR"), each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) aggregating to INR 30,00,00,000 (Indian Rupees Thirty Crore) with a green shoe option of up to 200 (Two Hundred) senior, secured, rated, listed, taxable principal protected market linked (PP-MLD) redeemable non-convertible debentures denominated in Indian Rupees ("INR"), each having a face value of INR 10,00,000 (Indian Rupees Ten Lakh) aggregating to INR 20,00,00,000 /- (Indian Rupees Twenty Crores Only) ("Debentures" or "NCDs") on a private placement basis as per the particulars furnished in 'Annexure A'.


The meeting of the Committee commenced at 07:30 p.m. and concluded at 08:25 p.m.

We request you to take the above on record.

The aforesaid information is being made available on the Company's website at www.ugrocapital.com.

Thanking You,

For UGRO Capital Limited

A handwritten signature in black ink, appearing to read 'Aniket Karandikar', with a horizontal line underneath.

Aniket Karandikar
Company Secretary

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 48918686 | **E-mail:** yougrow@ugrocapital.com | **Website:** www.ugrocapital.com

Annexure A

Sr. No.	Particulars	Details																
1	Type of securities	Senior, secured, rated, listed, redeemable, taxable principal protected market linked (PP-MLD) non-convertible debentures																
2	Type of issue	Private placement basis																
3	Size of Issue	INR 50,00,00,000/- (Indian Rupees Fifty Crore) (inclusive of green shoe option of INR 20,00,00,000/-)																
4	Whether proposed to be listed? If yes, Name of Stock Exchange	Yes BSE Limited																
5	Tenure of instrument	20 months from the Deemed Date of Allotment																
6	Date of allotment	To be decided																
7	Date of maturity	20 January 2024 or such other date as may be decided																
8	Coupon/interest offered	<p>Coupon is linked to the performance of Underlying / Reference Index, as specified in table below</p> <table border="1"> <thead> <tr> <th>If Yield of underlying on Final Fixing Date</th> <th>Redemption Premium on XIRR basis</th> </tr> </thead> <tbody> <tr> <td>Is <=18%</td> <td>9.45% XIRR</td> </tr> <tr> <td>Is <=24% and >18%</td> <td>9.40% XIRR</td> </tr> <tr> <td>Is > 24%</td> <td>0.00%</td> </tr> </tbody> </table> <table border="1"> <tbody> <tr> <td>Initial Fixing Date</td> <td>3 days prior to Issuance Open Date</td> </tr> <tr> <td>Initial Fixing Level</td> <td>Yield Last Traded (closing) of 6.54% G-Sec 2032 as on Initial Fixing Date, as determined in accordance with the Digital Level</td> </tr> <tr> <td>Final Fixing Date</td> <td>2 months prior to Maturity Date</td> </tr> <tr> <td>Final Fixing Level</td> <td>Yield Last Traded (closing) of 6.54 G-Sec 2032 as on Final Fixing Date, as determined in accordance with the Digital Level</td> </tr> </tbody> </table>	If Yield of underlying on Final Fixing Date	Redemption Premium on XIRR basis	Is <=18%	9.45% XIRR	Is <=24% and >18%	9.40% XIRR	Is > 24%	0.00%	Initial Fixing Date	3 days prior to Issuance Open Date	Initial Fixing Level	Yield Last Traded (closing) of 6.54% G-Sec 2032 as on Initial Fixing Date, as determined in accordance with the Digital Level	Final Fixing Date	2 months prior to Maturity Date	Final Fixing Level	Yield Last Traded (closing) of 6.54 G-Sec 2032 as on Final Fixing Date, as determined in accordance with the Digital Level
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9	Schedule of Payment of coupon/interest and principal	Subject to the terms of the Debenture Trust Deed, the Interest Amounts in respect of the Debentures and the amounts in respect of the redemption of the Debentures will be payable on the Final Redemption Date.																
10	Charge/Security, if any, created over the assets	A security 1.1x (One Decimal Point One Times) the value of the outstanding principal amounts of the Debentures shall always be maintained until the redemption of the Debentures (“Security Cover”).																

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11	Special right/interest/privileges attached to the instrument and changes thereof	The details of the rights of the debenture holders are/will be set out in the DTD.
12	Delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal;	In case of default in payment of interest and / or principal redemption on the due dates, additional interest @ 2% p.a. over the Coupon Rate will be payable by the Issuer for the defaulting period.
13	Details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any;	Nil
14	Details of redemption of debentures	At par
15	any cancellation or termination of proposal for issuance of securities including reasons thereof.	N.A.

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