

UGRO Capital Limited

Corporate Identification Number (CIN) : L67120MH1993PLC070739.

Registered Office: Equinox Business Park, Tower -3, 4th Floor, LBS Marg, Off BKC Road, Kurla (West), Mumbai 400070.
 Tel: +91-22-48918686, Website : www.ugrocapital.com, E-mail : yougrow@ugrocapital.com

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID*	
Client ID*	

Folio No.	
No. of shares	

Name of the shareholder :

Address of the Shareholder :

 We/I hereby record our/my presence at the **26th Annual General Meeting** of the Company held on Wednesday, 18th September, 2019 at 11.00 a.m. at Shanbaug Hall, Utkarsha Mandal, Vileparle, Utkarsha Mandal Chowk, Malavia Road, Vileparle (East), Mumbai-400057

*Applicable for investors holding shares in electronic form.

Signature of Member's / Proxy's
Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.
UGRO Capital Limited
**Proxy Form
Form No. MGT-11**
[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

 CIN : L67120MH1993PLC070739
 Name of the company : UGRO Capital Limited
 Registered office : Equinox Business Park, Tower -3, 4th Floor, LBS Marg, Off BKC Road, Kurla (West), Mumbai 400070.
 E-mail address: yougrow@ugrocapital.com. Website: www.ugrocapital.com

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id /DP Id :

I/We, being the member (s) of shares of U GRO Capital Ltd. hereby appoint:

1. Name :	Address:.....	
E-mail Id:.....	Signature:.....	or failing him
2. Name :	Address:.....	
E-mail Id:.....	Signature:.....	or failing him
3. Name :	Address:.....	
E-mail Id:.....	Signature:.....	

 as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on the Wednesday, 18th September, 2019 at 11:00 a.m. at Shanbaug Hall, Utkarsha Mandal, Vileparle, Utkarsha Mandal Chowk, Malavia Road, Vileparle (East), Mumbai-400057 and at any adjournment thereof in respect of such resolutions as are indicated below :

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2019 and Statement of Profit & Loss Account for the financial year ended 31st March, 2019 along with Directors' Report and Auditors' Report thereon.
- To confirm the interim dividend paid by the Company as final dividend for the financial year ended 31st March, 2019.
- To appoint a Director in place of Mr. Manoj Kumar Sehrawat (DIN: 02224299) who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

- To appoint Mr. Chetan Gupta (DIN: 07704601) as a Non-Executive Director of the Company.
- To appoint Mr. Kanak Kapur (DIN: 03299278) as a Non-Executive Director of the Company.
- To appoint Mr. Navin Puri (DIN: 08493643) as an Independent Director of the Company.
- Authorization for Borrowing Money under Section 180 (1) (c) of the Companies Act, 2013.
- Authorization to sell, lease, charge and/or mortgage etc. property of the Company under section 180 (1)(a) of the Companies Act, 2013.
- To borrow funds by way of issuance of Non-Convertible Debentures and other instruments.
- To approve the terms of appointment of Mr. Abhijit Ghosh (DIN: 07935397) as Whole Time Director & Chief Executive Officer.
- To approve revision in remuneration of Mr. Shachindra Nath (DIN:00510618), Executive Chairman & Managing Director
- To approve Alteration of Articles of Association of the Company.
- To consider and approve raising of funds to the tune of INR 500 Crores (INR Five Hundred Crores) by way of issuance of securities including Equity Shares, Convertible Preference Shares, Convertible Debentures, Global Depository Receipts, American Depository Receipts etc. by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws.

Signed this..... day of..... 2019.

Affix Re. 1/- Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.