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PLEASE FILL IN BLOCK LETTERS

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APPLICATION FORM  
(FOR RESIDENT APPLICANTS)U GRO CAPITAL LIMITED  
Credit Rating: "ACUTE (Outlook: Positive)" by Acuite Ratings and Research LimitedASBA APPLICATION  
FORMISSUE OPENS ON: MONDAY, NOVEMBER 08, 2021  
ISSUE CLOSING ON: MONDAY, NOVEMBER 22, 2021U GRO CAPITAL  
To, The Board of Directors,  
U GRO CAPITAL LIMITEDApplication  
Form No.

\*For details of Early Closure or extension of the Issue refer to page 4 of this Abridged Prospectus

PUBLIC ISSUE OF RATED, SECURED, SENIOR, LISTED, TRANSFERABLE, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED OCTOBER 29, 2021  
I/we hereby confirm that I/we have read and understood the terms and conditions of this Application Form and the attached Abridged Prospectus and agree to the 'Applicant's Undertaking' as given overleaf. I/we hereby confirm that I/we have read the instructions for filling up the Application Form given overleaf.

LEAD MANAGER/ LEAD BROKER/ STAMP & CODE	BROKER / AGENTS STAMP & CODE	TRADING MEMBERS / SUB BROKER / CRTA / CDP / SCSB STAMP & CODE	SCSB BRANCH STAMP & CODE	SCSB BRANCH SERIAL NO.	DATE OF RECEIPT

## 1. APPLICANT'S DETAILS - PLEASE FILL IN BLOCK LETTERS (Please refer to Page 11 of this Abridged Prospectus)

First Applicant (Mr./Ms./M/s.) \_\_\_\_\_

Date of Birth                 Name of Guardian (if Applicant is minor) (Mr./ Ms.) \_\_\_\_\_

Address \_\_\_\_\_

Pin Code (Compulsory) \_\_\_\_\_ Tel. No.(with STD code) / Mobile \_\_\_\_\_ Email \_\_\_\_\_

Second Applicant (Mr./ Ms./M/s.)

Third Applicant (Mr./ Ms./M/s.)

2. Investor Category (Please refer overleaf) ☐ Category I ☐ Category II ☐ Category III ☐ Category IV Sub Category Code (Please see overleaf) 

## 3. PLEASE PROVIDE APPLICANT'S DEPOSITORY DETAILS

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

☐ NSDL / ☐ CDSL                

## 4. INVESTMENT DETAILS (For details, please refer Issue Structure overleaf)

Frequency of Coupon Payment	Monthly
Minimum Application	10 (ten) NCDs (aggregating to ₹ 10,000 (Indian Rupees Ten Thousand))
In Multiples of thereafter (₹)	₹ 1,000/- (1 NCD)
Face Value/ Issue Price of NCDs (₹/ NCD)	₹1,000/-
Tenor	27 (twenty seven) months
Coupon (% per annum) for NCD Holders in Category I, II, III & Category IV	10.03% (Ten decimal point zero three percent per annum payable monthly) (equivalent to 10.50% XIRR)
Mode of Interest Payment	Through various mode available
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	As per redemption schedule
No. of NCDs applied	
Amount payable (₹)	

## 5. PAYMENT DETAILS

Amount Paid (₹ in figures)           (₹ in words) \_\_\_\_\_

ASBA  
Bank A/c No.

ASBA A/c. Holder Name \_\_\_\_\_

(in case Applicant is different from ASBA A/c. Holder)  
Bank Name & Branch \_\_\_\_\_

or UPI ID

(Maximum 45 characters)

5A. PAN & SIGNATURE OF SOLE/FIRST APPLICANT	5B. PAN & SIGNATURE OF SECOND APPLICANT	5C. PAN & SIGNATURE OF THIRD APPLICANT	5D. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)	LEAD MANAGER/ LEAD BROKERS/ BROKERS/ TRADING MEMBERS / SCSB(s)/ CRTA / CDP STAMP (Acknowledging upload of Application in Stock Exchange(s) system) (Mandatory)
PAN <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	PAN <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	PAN <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue 1) _____ 2) _____ 3) _____	
Date : _____	Furnishing of PAN of the Applicant is mandatory, including Minor's PAN in case of Application by Minor, please refer page no. 13 of this Abridged Prospectus.			

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U GRO  
CAPITALU GRO CAPITAL  
LIMITEDAcknowledgement Slip for Lead Manager /  
Lead Brokers / Applicant / Brokers / Trading Members /  
SCSB(s) / CRTA / CDPApplication  
Form No.

PUBLIC ISSUE OF RATED, SECURED, SENIOR, LISTED, TRANSFERABLE, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED OCTOBER 29, 2021

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Amount Paid (₹ in figures) <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Bank & Branch _____
ASBA Bank A/c No./UPI ID <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	Dated _____
Received from Mr./Ms./M/s. _____	
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Date, Stamp &amp; Signature of SCSB Branch (Mandatory)

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PUBLIC ISSUE OF RATED, SECURED, SENIOR, LISTED, TRANSFERABLE, REDEEMABLE NON-CONVERTIBLE DEBENTURES OF FACE VALUE OF ₹ 1,000/- EACH (NCDs) VIDE THE PROSPECTUS DATED OCTOBER 29, 2021

U GRO CAPITAL LIMITED	Face Value/Issue Price (₹/NCD)	₹ 1,000	Date Stamp & Signature of Lead Manager / Lead Brokers / Brokers / Trading Members / SCSB(s) / CRTA / CDP	Name of Sole / First Applicant (Mr./Ms./M/s.)  All future communication in connection with this application should be addressed to the Registrar to the Issue. For details, please refer overleaf. Acknowledgment Slip for Applicant
	No. of NCDs applied for	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
	Amount Payable (₹)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
	Grand Total (₹)	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		
	ASBA Bank A/c No./UPI Id	Dated	Acknowledgement is subject to realisation of Availability of Funds in the ASBA account.	Application Form No.
Name of Bank & Branch				

While submitting the Application Form, the Applicant should ensure that the date stamp being put on the Application Form by the Lead Manager / Lead Brokers / Brokers / Trading Members / SCSB(s) / CRTA / CDP matches with the date stamp on the Acknowledgement Slip. Applications submitted without being uploaded on the terminals of the Stock Exchange will be rejected.

## APPLICANT'S UNDERTAKING

I/We hereby agree and confirm that:

- I/We have read, understood and agreed to the contents and terms and conditions of the Prospectus dated October 29, 2021 of U GRO Capital Limited.
- I/We hereby apply for allotment of the NCDs to me/us and the amount payable on application is remitted herewith.
- I/We hereby agree to accept the NCDs applied for or such lesser number as may be Allotted to me/us in accordance with the contents of the Prospectus subject to applicable statutory and/or regulatory requirements.
- I/We irrevocably give my/our authority and consent to IDBI Trusteeship Services Limited (the "Debenture Trustee") to act as my/our trustee and for doing such acts as are necessary to carry out their duties in such capacity.
- I am/We are Indian National(s) resident in India and I am/ we are not applying for the said NCDs as nominee(s) of any person resident outside India and/or Foreign National(s).
- The application made by me/us does not exceed the investment limit on the maximum number of NCDs which may be held by me/us under applicable statutory and/or regulatory requirements.
- In making my/our investment decision I/We have relied on my/our own examination of the U GRO Capital Limited and the terms of the issue, including the merits and risks involved and my/our decision to make this application is solely based on disclosures contained in the Prospectus.
- I/We have obtained the necessary statutory and/or regulatory permissions/approvals for applying for, subscribing to, and seeking allotment of the NCDs applied for.
- UPI Mechanism for Blocking Fund would be available for Retail Individual Investors, who have submitted bid for an amount not more than ₹200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs).
- Additional Undertaking, in case of ASBA Applicants:
  - I/We hereby undertake that I/We am/are an ASBA Applicant(s) as per applicable provisions of the SEBI Regulations; 2) In accordance with ASBA process provided in the SEBI Regulations and disclosed in the Prospectus, I/We authorize
    - the Lead Manager(s), Lead Brokers, Trading Members (in Specified cities only), Broker, CRTA, CDP or the SCSBs, as the case may be, to do all acts as are necessary to make the Application in the Issue, including uploading my/our application, blocking or unblocking of funds in the bank account maintained with the SCSB as specified in the Application Form or in the bank account of the Applicant linked with the UPI ID provided in the Application Form, as the case may be, transfer of funds to the Public Issue Account on receipt of instruction from the Lead Manager and Registrar to the Issue or the Sponsor Bank, as the case may be, after finalization of Basis of Allotment; and (b) the Registrar to the Issue or Sponsor Bank, as the case may be, to issue instruction to the SCSBs to unblock the funds in the specified bank account upon finalization of the Basis of Allotment. 3) In case the amount available in the specified Bank Account is insufficient as per the Application, the SCSB shall reject the Application.
- I/We confirm that I/We shall be allocated and allotted Series I NCDs wherein I/We have not indicated the choice of the relevant Series of NCDs.

## IMPERSONATION

Attention of the Applicants is specifically drawn to sub-section (1) of Section 38 of the Companies Act 2013, reproduced below: "Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447".

## ISSUE RELATED INFORMATION FOR FILLING THE APPLICATION FORM

Investor Category	Sub Category Code	Investor Category	Sub Category Code
<b>Category I (Institutional Investors)</b>		Statutory bodies/ corporations and societies registered under the applicable laws in India and authorised to invest in the NCDs;	23
Public financial institutions, scheduled commercial banks, and Indian multilateral and bilateral development financial institutions which are authorised to invest in the NCDs;	11		
Provident funds and pension funds with minimum corpus of ₹25 crore, and superannuation funds and gratuity funds, which are authorised to invest in the NCDs;	12	Co-operative banks and regional rural banks;	24
Alternative Investment Funds subject to investment conditions applicable to them under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012, as amended;	13	Public/private charitable/ religious trusts which are authorised to invest in the NCDs;	25
		Scientific and/or industrial research organisations, which are authorized to invest in the NCDs;	26
Resident Venture Capital Funds registered with SEBI;	14	Partnership firms in the name of the partners;	27
Insurance Companies registered with IRDA;	15	Limited liability partnerships formed and registered under the provisions of the Limited Liability Partnership Act, 2008 (No. 6 of 2009);	28
State industrial development corporations;	16	Association of Persons; and	29
Insurance funds set up and managed by the army, navy, or air force of the Union of India;	17		
Insurance funds set up and managed by the Department of Posts, the Union of India;	18	Any other incorporated and/ or unincorporated body of persons	
National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government of India published in the Gazette of India;	19	<b>Category III (High Net Worth Individual Investors)</b>	
Systemically important non-banking financial companies being non-banking financial companies registered with the Reserve Bank of India and having a net worth of more than ₹ 500 crores as per its last audited financial statements; and	20	High Net-worth individuals which include Resident Indian individuals or Hindu Undivided Families through the Karta applying for an amount aggregating to above ₹ 10 Lakh across all series of NCDs in Issue	31
Mutual Funds registered with SEBI.	21	<b>Category IV (Retail Individual Investors)</b>	
<b>Category II (Non Institutional Investors)</b>		Resident Indian individuals or HUFs applying through the Karta, for NCDs for an amount aggregating up to and including ₹ 10 Lakh, across all series of NCDs in the Issue and shall include Retail Individual Investors, who have submitted bid for an amount not more than ₹ 200,000 in any of the bidding options in the Issue (including HUFs applying through their Karta and does not include NRIs) through UPI Mechanism	41
Companies within the meaning of Section 2(20) of the Companies Act, 2013;	22		

## ISSUE STRUCTURE

The terms of the Secured NCDs offered pursuant to the Issue are as follows:

<b>Frequency of Coupon Payment</b>	Monthly
<b>Minimum Application</b>	10 (ten) NCDs (aggregating to ₹ 10,000 (Indian Rupees Ten Thousand))
<b>In Multiples of thereafter (₹)</b>	₹ 1,000/- (1 NCD)
<b>Face Value/ Issue Price of NCDs (₹/ NCD)</b>	₹1,000/-
<b>Tenor</b>	27 (twenty seven) months
<b>Coupon (% per annum) for NCD Holders in Category I, II, III &amp; Category IV</b>	10.03% (Ten decimal point zero three percent per annum payable monthly) (equivalent to 10.50% XIRR)
<b>Mode of Interest Payment</b>	Through various mode available
<b>Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III &amp; IV</b>	As per redemption schedule
<b>No. of NCDs applied</b>	
<b>Amount payable (₹)</b>	

Basis of Allotment : For details, please refer to page no. 19 of the Abridged Prospectus.

For further information please refer to section titled "Issue Related Information" on page no. [•] of the Prospectus.

If the Deemed Date of Allotment undergoes a change, the coupon payment dates, redemption amounts and other cash flow workings shall be changed accordingly. Please refer to Section titled "Issue Related Information" on page [•] of the Prospectus.

Also for details of the interest payment please refer to "Manner of Payment of Interest/Refund" at page no. 157 of the Prospectus.

For further details, please refer to the Prospectus dated October 29, 2021.

All capitalized terms not specifically defined herein shall have the meaning given to such term in the Prospectus dated October 29, 2021.

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<ul style="list-style-type: none"><li>• Applicants may contact the Registrar to the Issue in case of any pre-Issue or post-Issue related problems (non-receipt of Allotment Advice, refunds or credit of NCDs).</li><li>• In case of ASBA Application submitted to the SCSBs, the Applicants should contact Registrar to the Issue with copy to the relevant SCSB.</li><li>• In case of queries related to upload of Applications submitted to the Lead Manager/s/ Lead Brokers/ Brokers/Trading Member/CRTA/CDP should contact the relevant Lead Manager/ Lead Brokers/ Brokers/ Trading Member/CRTA/CDP.</li><li>• The grievances arising out of Applications for the NCDs made through Trading Members may be addressed directly to Stock Exchanges.</li></ul>	<table><tr><th>COMPANY CONTACT DETAILS</th></tr><tr><td><b>U GRO Capital Limited</b> <b>Registered Office:</b> 4<sup>th</sup> Floor, Tower 3, Equinox Business Park, Off BKC, LBS Road, Kurla (West), Mumbai - 400 070, Maharashtra, India <b>Tel.:</b> +91 22 4891 8686 <b>Website:</b> www.ugrocapital.com; E-mail: cs@ugrocapital.com <b>Company Secretary &amp; Compliance Officer:</b> Aniket Karandikar <b>Tel.:</b> +91 22 4891 8686; E-mail: cs@ugrocapital.com</td></tr></table>	COMPANY CONTACT DETAILS	<b>U GRO Capital Limited</b> <b>Registered Office:</b> 4 <sup>th</sup> Floor, Tower 3, Equinox Business Park, Off BKC, LBS Road, Kurla (West), Mumbai - 400 070, Maharashtra, India <b>Tel.:</b> +91 22 4891 8686 <b>Website:</b> www.ugrocapital.com; E-mail: cs@ugrocapital.com <b>Company Secretary &amp; Compliance Officer:</b> Aniket Karandikar <b>Tel.:</b> +91 22 4891 8686; E-mail: cs@ugrocapital.com	<table><tr><th>REGISTRAR CONTACT DETAILS</th></tr><tr><td><b>LINK INTIME INDIA PRIVATE LIMITED</b> C 101, 247 Park B S Marg, Vikhroli West, Mumbai - 400 083 <b>Telephone:</b> +91 22 4918 6200 <b>Email Id:</b> ugrocapital.ncd@linkintime.co.in <b>Contact person:</b> Shanti Gopalkrishnan <b>Website:</b> www.linkintime.co.in <b>SEBI registration number:</b> INR000004058</td></tr></table>	REGISTRAR CONTACT DETAILS	<b>LINK INTIME INDIA PRIVATE LIMITED</b> C 101, 247 Park B S Marg, Vikhroli West, Mumbai - 400 083 <b>Telephone:</b> +91 22 4918 6200 <b>Email Id:</b> ugrocapital.ncd@linkintime.co.in <b>Contact person:</b> Shanti Gopalkrishnan <b>Website:</b> www.linkintime.co.in <b>SEBI registration number:</b> INR000004058
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<b>LINK INTIME INDIA PRIVATE LIMITED</b> C 101, 247 Park B S Marg, Vikhroli West, Mumbai - 400 083 <b>Telephone:</b> +91 22 4918 6200 <b>Email Id:</b> ugrocapital.ncd@linkintime.co.in <b>Contact person:</b> Shanti Gopalkrishnan <b>Website:</b> www.linkintime.co.in <b>SEBI registration number:</b> INR000004058						