This is an advertisement issued, pursuant to Regulation 30(1) of the SEBI (Issue and Listing of Non-Convertible Securities) Regulations, 2021, as amended, for information purposes only.

U GRO Capital Limited

(Our Company was incorporated as Chokhani Securities Private Limited under the Companies Act, 1956 on February 10, 1993 with the Registrar of Companies, Mumbai, Maharashtra. Our Company was subsequently converted to a public limited company pursuant to the fresh Certificate of Incorporation issued by the RoC on July 26, 1994. The name of the Company was subsequently changed from "Chokhani Securities Limited" to "U GRO Capital Limited" and the fresh Certificate of Incorporation was issued by RoC on September 26, 2018. The CIN of our Company is L67120MH1993PLC070739 and PAN of our Company is AAACC2069E. Our Company is also registered with RBI as Systemically Important non-deposit taking Non-Banking Finance Company with registration no. No. 13.00325. For further details about our Company, see "History and Certain Other Corporate Matters" on page 89 of the Prospectus).

Registered Office: 4th Floor, Tower 3, Equinox Business Park, Off BKC, LBS Road, Kurla (West), Mumbai - 400 070, Maharashtra, India. **Tel.:** +91 22 4891 8686,
Website: www.ugrocapital.com; **E-mail:** cs@ugrocapital.com, **Company Secretary & Compliance Officer:** Aniket Karandikar, **Tel.:** +91 22 4891 8686; **E-mail:** cs@ugrocapital.com

PROMOTER OF OUR COMPANY: POSHIKA ADVISORY SERVICES LLP; Tel.: +91 124 4091 777; E-mail: snath@poshika.com

PUBLIC ISSUE BY U GRO CAPITAL LIMITED ("COMPANY" OR THE "ISSUER") OF RATED, SECURED, SENIOR, LISTED, TRANSFERABLE, REDEEMABLE, NON-CONVERTIBLE DEBENTURES OF FACE VALUE ₹ 1,000 EACH ("NCDS") FOR AN AMOUNT UPTO ₹ 5,000 LAKHS, HEREINAFTER REFERRED TO AS "BASE ISSUE SIZE" WITH AN OPTION TO RETAIN OVER-SUBSCRIPTION UPTO ₹ 5,000 LAKHS, AGGREGATING UP TO ₹ 10,000 LAKHS, HEREINAFTER REFERRED TO AS THE "OVERALL ISSUE SIZE" (COLLECTIVELY THE "ISSUE"). THE ISSUE IS BEING MADE PURSUANT TO THE PROVISIONS OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE AND LISTING OF NON-CONVERTIBLE SECURITIES) REGULATIONS, 2021, AS AMENDED (THE "SEBI NCS REGULATIONS"), THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, AS AMENDED AND THE SEBI OPERATIONAL CIRCULAR DATED AUGUST 10, 2021 AS AMENDED. THE ISSUE IS NOT PROPOSED TO BE UNDERWRITTEN.

CREDIT RATING: ACUITE A+ (read as ACUITE A Plus) (Outlook: "Stable") by Acuite Ratings and Research Limited

The rating is not a recommendation to buy, sell or hold securities and investors should take their own decision. The rating may be subject to revision or withdrawal at any time by the assigning rating agency and each rating should be evaluated independently of any other rating. The rating agency has a right to suspend or withdraw the rating at any time on the basis of factors such as new information. Please refer to Annexure II of the Prospectus for the rationale of the above rating.

ISSUE PROGRAMME*

ISSUE OPENS ON THURSDAY, APRIL 07, 2022
ISSUE CLOSES ON THURSDAY, APRIL 28, 2022

**The Issue shall remain open for subscription on Working Days from 10 a.m. to 5 p.m. (Indian Standard Time) during the period indicated in the Prospectus, except that the Issue may close on such earlier date as may be decided by the Board of Directors of our Company or the Investment and Borrowing Committee, subject to relevant approvals. In the event of an early closure of the Issue, our Company shall ensure that notice of the same is provided to the prospective investors through an advertisement in a daily national newspaper with wide circulation on or before such earlier date of Issue closure. Applications through the UPI route will be accepted, subject to compliance by the investor with the eligibility criteria and due procedure for UPI applications prescribed by SEBI. On the Issue Closing Date, the Application Forms will be accepted only between 10 a.m. and 3 p.m. (Indian Standard Time) and uploaded until 5 p.m. or such extended time as may be permitted by the Stock Exchange. Further, pending mandate requests for bids placed on the last day of bidding will be validated by 5 p.m. on one Working Day post the Issue Closing Date. For further details please refer to "General Information" on page 32 of the Prospectus.*

ADDENDUM TO THE PROSPECTUS DATED MARCH 30, 2022

This Addendum to the Prospectus should be read along with the Prospectus dated March 30, 2022 filed with Registrar of Companies, Mumbai, Maharashtra, and the statutory advertisement dated April 5, 2022 published by the Company on April 6, 2022 ("Statutory Advertisement").

The Investment and Borrowing Committee of the Company has, by way of resolution dated April 07, 2022, decided to change the Issue Closing Date to Thursday, April 28, 2022 from Friday, May 06, 2022. Accordingly, the Issue Closing Date stands changed to April 28, 2022 on cover page and page numbers 5, 39 and 168 of the Prospectus dated March 30, 2022 and in the Statutory Advertisement published on April 6, 2022.

The following are the terms of the NCDs pursuant to the Prospectus:

Series	I	II	III
Type of instrument/ Name of the security/ Seniority	Rated, secured, senior, listed, transferable, redeemable, non-convertible debentures		
Nature of Instrument	Secured		
Frequency of Interest Payment	Quarterly	Monthly	Monthly
Minimum Application	₹ 10,000 (10 NCDs) across all Series		
Face Value/ Issue Price of NCDs (₹/ NCD)	₹ 1,000		
In Multiples of thereafter (₹)	₹ 1,000 (1 NCD)		
Tenor	18 Months	27 Months	36 Months
Coupon (% per annum) for NCD Holders in Category I, II, III & IV	10.00%	10.15%	10.40%
Effective Yield (% per annum) for NCD Holders in Category I, II, III & IV	10.37%	10.62%	10.90%
Mode of Interest Payment	Through various modes available		
Amount (₹ / NCD) on Maturity for NCD Holders in Category I, II, III & IV	₹ 1,000	₹ 1,000	₹ 1,000
Maturity / Redemption Date (Months from the Deemed Date of Allotment)	Date occurring on expiry of 18 (Eighteen) months from the Deemed Date of Allotment	Date occurring on expiry of 27 (Twenty Seven) months from the Deemed Date of Allotment	Date occurring on expiry of 36 (Thirty Six) months from the Deemed Date of Allotment
Put and Call Option	NA	NA	NA

** Our Company shall allocate and allot Series III NCDs wherein the Applicants have not indicated the choice of the relevant NCD Series.*

ASBA* | **Simple, Safe, Smart way of Application**

*Applications Supported by Blocked Amount ("**ASBA**") is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA.
Mandatory in public Issues from October 01, 2018. No cheque will be accepted.

UPI UNIFIED PAYMENTS INTERFACE

UPI - Now available in ASBA for Retail Individual Investors.
Bidders are required to ensure that the bank account used for bidding is linked to their PAN.

UPI - Now available in ASBA for Retail Individual Investors. Investors bidding using the UPI Mechanism are required to ensure that they use only their own bank account linked UPI ID to make an application in the Issue and for submitting bids upto an application value ₹ 2,00,000, applying through Designated Intermediaries, SCSBs or through the BSE Direct App/NSEgoBID/Web interface of stock exchanges or any other permitted methods. For details of the ASBA and UPI Process, refer to details given in the Application Form and also refer to the section "Issue Procedure" beginning on page 178 of the Prospectus. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. Axis Bank Limited has been appointed as Sponsor Bank for the Issue, in accordance with the requirement of the SEBI Operational Circular dated August 10, 2021.

Information required under Section 30 of the Companies Act, 2013:

Contents of the Memorandum of Association of the Company as regards its objects: For information on the main objects of our Company, see "History and Certain Corporate Matters" on page 89 of the Prospectus. The Memorandum of Association of our Company is a document for inspection in relation to the Issue. For further details, see "Material Contracts and Documents for Inspection" on page 237 of the Prospectus.

Liability of Members: Limited by Shares.

Amount of share capital of the company and capital structure: The Authorised Share Capital of our Company is ₹ 1,02,00,00,000 divided into 8,15,00,000 Equity Shares of face value of ₹ 10 each and 2,05,00,000 Preference Shares of face value ₹ 10 each. The issued, subscribed and paid up share capital of our Company is ₹ 70,52,85,500 divided into 7,05,28,550 Equity Shares of face value ₹ 10 each. For further information on the share capital of our Company, see "Capital Structure" on page 42 of the Prospectus.

Names of the signatories at the time of signing of the Memorandum of Association of the Company and the number of shares subscribed by them at the time of signing the Memorandum of Association: Given are the names of the signatories of the Memorandum of Association of the Company and the number of equity shares subscribed of face value of ₹ 10 each by them at the time of signing of Memorandum of Association: Mr. Ramakant R Chokhani (subscribed 10 Equity Shares) and Ms. Neelam R Chokhani (subscribed 10 Equity Shares) at the time of incorporation of our Company aggregating to 20 Equity shares of face value of ₹ 10 each.

Listing: The NCDs offered through the Prospectus are proposed to be listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). For the purpose of the Issue NSE shall be the Designated Stock Exchange. Our Company has received in-principle approval from NSE vide their letter no. NSE/LIST/C/2022/0247 dated March 25, 2022 and BSE vide their letter no. DCS/BM/PI-BOND/028/21-22 dated March 25, 2022.

Disclaimer clause of NSE: It is also to be distinctly understood that the approval given by NSE should not in any way deemed or construed that the Prospectus has been cleared or approved by NSE; nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the 'Disclaimer Clause of NSE'.

Disclaimer clause of BSE: It is to be distinctly understood that the permission given by BSE Limited should not in any way be deemed or construed that the Prospectus has been cleared or approved by BSE Limited nor does it certify the correctness or completeness of any of the contents of the Prospectus. The investors are advised to refer to the Prospectus for the full text of the Disclaimer Clause of BSE Limited.

Disclaimer clause of use of NSE Electronic Platform: It is to be distinctly understood that the permission given by National Stock Exchange of India Limited ("NSEIL") to use their network and Online Platform for facilitating applications for public issue of debt securities shall not in any way be deemed or construed as compliance with statutory and other requirements by U GRO Capital Limited, Lead Managers etc. is cleared or approved by NSEIL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

It is also to be distinctly understood that the approval given by NSEIL should not in any way be deemed or construed that the prospectus has been cleared or approved by NSEIL; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this prospectus; nor does it warrant that the securities will be listed or will continue to be listed on NSEIL.

Disclaimer clause of use of BSE Electronic Platform: It is to be distinctly understood that the permission given by BSE Limited ("BSE") to use their network and software of the online system should not in anyway be deemed or construed as compliance with various statutory requirement approved by the Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the compliance with the statutory and other requirements; nor does it take any responsibility for the financial or other soundness of this Company, its promoter, its management or any scheme or project of this Company. It is also to be distinctly understood that the approval given by the Exchange is only to use the software for participating in system of making application process.

Disclaimer clause of RBI: Our Company is having a valid Certificate of Registration dated March 11, 1998 and the revised Certificate of Registration No. number 13.00325 dated October 26, 2018 issued by Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934. However, the RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of our Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and for repayment of deposits/discharge of liability by the Company.

Credit Rating: The NCDs proposed to be issued under the Issue have been rated "ACUITE A+ (read as ACUITE A Plus) (Outlook: Stable)" for an amount of ₹ 20,000 lakhs by Acuite Ratings and Research Limited vide their rating letter dated March 04, 2022 and was revalidated vide letter dated March 24, 2022. Please refer to Annexure II of the Prospectus for the rationale of the above rating.

Disclaimer clause of ACUITE: An Acuité rating does not constitute an audit of the rated entity and should not be treated as a recommendation or opinion that is intended to substitute for a financial adviser's or investor's independent assessment of whether to buy, sell or hold any security. Acuité ratings are based on the data and information provided by the issuer and obtained from other reliable sources. Although reasonable care has been taken to ensure that the data and information is true, Acuité, in particular, makes no representation or warranty, expressed or implied with respect to the adequacy, accuracy or completeness of the information relied upon. Acuité is not responsible for any errors or omissions and especially states that it has no financial liability whatsoever for any direct, indirect or consequential loss of any kind arising from the use of its ratings. Acuité ratings are subject to a process of surveillance which may lead to a revision in ratings as and when the circumstances so warrant. Please visit our website (www.acuite.in) for the latest information on any instrument rated by Acuité, Acuité 's rating scale and its definitions.

General Risks: Investment in debt securities involve a degree of risk and investors should not invest any funds in such securities unless they can afford to take the risk attached to such investments. Investors are advised to take an informed decision and to read the risk factors carefully before investing in this offering. For taking an investment decision, investors must rely on their examination of the Issuer and the Issue, including the risks involved. Specific attention of the investors is invited to "Risk Factors" on page 13 of the Prospectus. These risks are not, and are not intended to be, a complete list of all risks and considerations relevant to the debt securities or investor's decision to purchase such securities.

Availability of Application Form: Application Forms can be obtained from: Lead Managers: Sundae Capital Advisors Private Limited, Tel.: +91 22 6700 0639, Tipsons Consultancy Services Private Limited, Tel.: +91 79 6682 8047/6682 8120 and Trust Investment Advisors Private Limited, Tel.: +91 22 4084 5000, Lead Brokers: Tipsons Stock Brokers Private Limited Tel.: +91 79 6682 8019/6682 8047, Trust Securities Services Private Limited Tel.: + 91 22 4084 5000, Fax: + 91 22 4084 5066 and Trust Financial Consultancy Services Private Limited Tel.: + 91 22 4084 5000, Fax+ 91 22 4084 5066 and offices of Trading Members, Designated Intermediary(ies) and Designated Branches of the SCSBs. Electronic Application Forms will be available on the websites of SCSBs that permit submission of ASBA Application electronically. Application Forms may be downloaded from the websites of Stock Exchanges, Lead Managers and Lead Brokers. Additionally, UPI Investor making an application in the Issue can also make bid through online (app/web) interface/platform of the BSE i.e "BSE Direct" and of NSE i.e. "NSEgoBID". Further, BSE Direct platform can be accessed at https://www.bsedirect.com and NSEgoBID at www.nseindiaipo.com or can accessed through mobile app. Further, Application Forms will also be to Designated Intermediaries at their request.

Availability of Prospectus: Investors are advised to refer to the Prospectus dated March 30, 2022, and the "Risk Factors" on page 13 of the Prospectus before applying in the Issue. Physical copies of the Prospectus can be obtained from the Registered Office of the Company and Lead Managers. Full copy of the Prospectus is available on the website of the Issuer at www.ugrocapital.com, of the Lead Managers at www.sundaecapital.com, www.tipsons.com and www.trustgroup.in, of NSE at www.nseindia.com, of BSE at www.bseindia.com and of SEBI at www.sebi.gov.in.

Public Issue Account Bank, Sponsor Bank and Refund Bank: Axis Bank Limited

Lead Brokers: Tipsons Stock Brokers Private Limited, Trust Securities Services Private Limited and Trust Financial Consultancy Services Private Limited

Note: All Capitalised terms used herein and not specifically defined shall have same meaning as ascribed in the Prospectus. For further details please refer to the Prospectus dated March 30, 2022.

LEAD MANAGERS TO THE ISSUE

Sundae Capital Advisors Private Limited
Level 9, Platina, Plot No. C - 59 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Telephone: +91 22 6700 0639
E-mail Id: ugroncd.2022@sundaecapital.com
Investor grievance e-mail Id: grievance.mb@sundaecapital.com
Contact person: Ashi Sood / Ridima Gulati
Website: www.sundaecapital.com
SEBI registration number: INM000012494

Tipsons Consultancy Services Private Limited
401, Sheraton House, Opp. Ketav Petrol Pump, Polytechnic Road, Ambawadi, Ahmedabad - 380015
Telephone: +91 79 6682 8047/ 6682 8120
E-mail Id: neha.jain@tipsons.com
Investor grievance e-mail Id: igr@tipsons.com
Contact person: Neha Jain / Sandeep Bhansali
Website: www.tipsons.com
SEBI registration number: INM000011849

Trust Investment Advisors Private Limited
109/110, Balarama, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051, Maharashtra, India
Telephone No.: +91 22 4084 5000
Email ID: ugro.ipo@trustgroup.in
Investor grievance e-mail ID: customercare@trustgroup.in
Contact Person: Ms. Hani Jalan
Website: www.trustgroup.in
SEBI Registration number: INM000011120

REGISTRAR TO THE ISSUE

Link Intime India Private Limited
C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai - 400 083
Telephone: +91 22 4918 6200
Email Id: ugrocapital.ncd2@linkintime.co.in
Contact person: Shanti Gopalkrishnan
Website: www.linkintime.co.in
SEBI registration number: INR000004058

DEBENTURE TRUSTEE TO THE ISSUE*

MITCON Credentia Trusteeship Services Limited
(formerly known as MITCON Trusteeship Services Limited)
1403/1403, B-wing, 14th floor, Dalamal Towers, Free Press Journal Marg, 211, Nariman Point, Mumbai - 400 021, **Telephone:** +91 22 2282 8200, **Fax:** +91 22 2202 4553
Email Id: mitcontrustee@mitconindia.com
Investor Grievance Email Id: trusteeinvestors@mitconindia.com
Website: www.mitcontrustee.com, **Contact Person:** Mr. Navin Chouksey
SEBI Registration Number: IND000000596

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Aniket Karandikar
Equinox Business Park, Tower 3, 4th Floor, LBS Road, Kurla (W), Mumbai - 400 070, Maharashtra
Tel No: +91 22 4891 8686, **Email:** cs@ugrocapital.com

Investors may contact the Registrar to the Issue or the Company Secretary and Compliance Officer in case of any pre-issue or post-issue related issues such as non-receipt of intimation of allotment advice, demat credit of allotted NCDs or refund orders, as the case may be.

** MITCON Credentia Trusteeship Services Limited under Regulation 8 of SEBI NCS Regulations has by its letter dated March 03, 2022 given its consent for its appointment as Debenture Trustee to the Issue and for its name to be included in the Prospectus and in all the subsequent periodical communications sent to the holders of the NCDs issued pursuant to the Issue and the same is annexed as Annexure III in the Prospectus.*

DISCLAIMER: U GRO Capital Limited, subject to market conditions and other considerations, is proposing a public issue of Rated, Secured, Senior, Listed, Transferable, Redeemable Non-Convertible Debentures and has filed the Prospectus dated March 30, 2022 with the Registrar of Companies, Mumbai, Maharashtra, NSE, BSE and SEBI. The Prospectus dated March 30, 2022 is also available on our website at www.ugrocapital.com, on the website of NSE at www.nseindia.com, BSE at www.bseindia.com, SEBI at www.sebi.gov.in, and on the website of the Lead Managers at www.sundaecapital.com, www.tipsons.com and www.trustgroup.in. Investors proposing to participate in the Issue should invest only on the basis of information contained in the Prospectus dated March 30, 2022. Investors should note that investment in NCDs involves a high degree of risk and for details relating to the same, please refer to the Prospectus dated March 30, 2022, including "Risk Factors" beginning on page 13 and "Material Developments" on page 146 of the Prospectus before making an investment in the Issue.

For U GRO Capital Limited
Sd/-
Shachindra Nath
Executive Chairman & Managing Director
(DIN: 00510618)

Place: Mumbai
Date: April 07, 2022