

**Annexure 1
LETTER of OFFER**

Issue of Commercial Paper (CP) & Non-Convertible Debentures (NCD) of original or initial maturity up to one year

PART I

Issuer Details	Ugro Capital Limited
Name and Address of Issuer	UGRO Capital Limited Equinox Business Park, Tower-3, 4th Floor, LBS Marg, Off BKC Road, Kurla(West), Mumbai 400 070
Business Segment / Activity	Non – Banking Financial Company
Chief Executive (Managing Director / President / CEO / CFO / Equivalent Official in the hierarchy as per Constitution of the Issuer entity)	Mr. Mahesh Gindi – Dy. Vice President
Group Affiliation (If Any)	N.A

PART II

Issue Details		
ISIN	INE583D14790	
Proposed Date of Issue	26-12-2025	
Amount (Rs.)	15,00,00,000 (Rupees Fifteen Crores only)	
Tenor and Date of Maturity	181 days & 25-06-2026	
Proposed to be Listed / Unlisted	Proposed to be listed	
End Use of CP / NCD proposed (specific details)	The proceeds of the commercial paper issue shall be used to meet working capital requirements. Further, funds raised from the issue shall not be directly or indirectly utilised for capital markets, acquisition of land or shares, any speculative activity or in any manner or purpose that would violate RBI Guidelines in respect of subscription by banks. Issuer shall adhere to the regulations as may be applicable for the facility specified by the RBI and/ or any other regulatory agency	
Market Conventions	FIMMDA Conventions	
Credit Rating Details for the Proposed Issue	Credit Rating – 1	Credit Rating – 2 (obtained if any)
Credit Rating Issuer	India Rating & Research	N.A
Rating	IND A1+	N.A
Date of Rating	December 03, 2025	N.A
Validity of Issuance	60 days	N.A
Validity period for rating	Throughout the life of the captioned Commercial Paper	N.A
For Amount (Rs.)	800 crores	N.A

U GRO CAPITAL LTD.

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

S.R. No. 105685

Conditions (If Any)	NIL	N.A
Long term credit rating obtained by the Issuer	IND A+/Positive Implications	N.A
Unaccepted Credit Rating assigned to the Issuer	N.A	N.A
Issuing and Paying Agent Details (Name and Address)	Yes Bank Limited YES BANK House, 3rd Floor, North wing, Off Western Express Highway, Santacruz East, Mumbai - 400 055.	

Debenture Trustee Details (Name and Address) (In case of NCD)	Not Applicable	
Credit Enhancement Details (If any)	NIL	
Description of Instrument	Commercial Paper	
Amount	INR 15 Crores (Rupees Fifteen Crores Only)	
In Favor of	Holder of CP	
Name and Address of the Guarantor	N.A	
Net worth of the Guarantor (Rs. In Lacs)	N.A	
Extent of The Guarantee Offered by the Guarantor for the Issue	N.A	
Conditions under which the guarantee will be invoked	N.A	
Trustee Details (Name and Address)	N.A	
Whether guarantor is a group entity If yes,	(Yes / No)	
Names of Companies to which Guarantor has issued similar guarantees,		
Name	Extent of Guarantee	Conditions Under Which the guarantee will be invoked
NA	NA	NA

PART III

A. Issuer Financial Details

CP Borrowing	463 Crs
Date of Board Resolution	26-04-2025
1. Limit approved by Board	As per Board Resolution dated 26-04-2025 INR 500 Crores (Rupees Five Hundred crores)
2. Limit as per CRA	As per India Ratings Letter dated 03-12-2025 INR 800 Crores (Rupees Eight Hundred crores)
3. Limit approved by Regulator concerned	N.A

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(if applicable)

B. Details of CP / NCD and other Debt Instruments outstanding as on date of Letter of Offer CP / NCD / other Debt Instruments (Including Liabilities not redeemed on due date)

CP outstanding as on date

ISIN	Issue Date	Amount Issued	Maturity Date	Amount O/S (Rs)	IPA	CRA	Rating	Rated Amount
INE583D14634	29-May-25	50.00	28-May-26	50.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	50.00
INE583D14642	01-Aug-25	20.00	30-Jan-26	20.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	20.00
INE583D14667	10-Sep-25	25.00	13-Mar-26	25.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	25.00
INE583D14691	30-Sep-25	50.00	02-Apr-26	50.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	50.00
INE583D14683	30-Sep-25	40.00	15-May-26	40.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	40.00
INE583D14709	10-Oct-25	15.00	17-Mar-26	15.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	15.00
INE583D14717	28-Oct-25	17.00	23-Mar-26	17.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	17.00
INE583D14725	04-Nov-25	10.00	05-May-26	10.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	10.00
INE583D14733	13-Nov-25	100.00	13-Nov-26	100.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	100.00
INE583D14741	19-Nov-25	15.00	26-Feb-26	15.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	15.00
INE583D14766	05-Dec-25	30.00	03-Jun-26	30.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	30.00
INE583D14774	09-Dec-25	26.00	16-Mar-26	26.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	26.00

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ISIN	Issue Date	Amount Issued	Maturity Date	Amount O/S (Rs)	IPA	CRA	Rating	Rated Amount
INE583D14782	10-Dec-25	50.00	12-Jan-26	50.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	50.00
INE583D14790	26-Dec-25	15.00	25-Jun-26	15.00	Yes Bank Ltd	India Rating & Research Pvt Ltd.	IND A1+	15.00

NCD outstanding as on date 30th November 2025

ISIN	Product	Sanction Date	Maturity Date	Sanction Amount	O/s Amt Crs.	CRA	Ratings	Rated Amount
INE583D07190	NCD	17-Dec-21	17-Dec-27	46.00	46.00	Acuite ratings & Research Limited	ACUITE A Reaffirmed Developing Implications	46.00
INE583D07208	NCD	29-Dec-21	29-Dec-27	26.00	26.00	Acuite ratings & Research Limited	ACUITE A Reaffirmed Developing Implications	26.00
INE583D07216	NCD	12-Jan-22	12-Jan-28	35.00	35.00	Acuite ratings & Research Limited	ACUITE A Reaffirmed Developing Implications	35.00
INE583D07356	NCD	08-03-2023	08-Mar-26	50.00	50.00	Crisil India Limited	Crisil A/Developing Implications	50.00
INE583D07380	NCD	25-Sep-23	26-Sep-26	28.00	9.33	NA	NA	28.00
INE583D07406	NCD	08-Dec-23	12-Dec-27	249.60	187.20	India Rating & Research	Ind A+/Positive Implications	249.60
INE583D07422	NCD	30-Jan-24	30-Jan-28	249.90	178.50	NA	NA	249.90
INE583D07448	NCD	27-Feb-24	27-Feb-26	25.85	3.23	India Rating & Research	Ind A+/Positive Implications	25.85
INE583D07455	NCD	27-Feb-24	27-May-26	46.42	46.42	India Rating & Research	Ind A+/Positive Implications	46.42
INE583D07463	NCD	27-Feb-24	27-May-26	34.15	34.15	India Rating & Research	Ind A+/Positive Implications	34.15
INE583D08040	NCD	24-Jan-24	18-Apr-26	50.00	12.50	India Rating & Research	Ind A+/Positive Implications	50.00
INE583D08057	NCD	01-Mar-24	15-Sep-29	35.00	35.00	India Rating & Research	Ind A+/Positive Implications	35.00
INE583D07471	NCD	25-Jun-24	25-Jun-27	35.00	23.33	India Rating & Research	Ind A+/Positive Implications	35.00
INE583D07489	NCD	02-Jul-24	05-Jan-26	50.00	50.00	India Rating & Research	Ind A+/Positive Implications	50.00
INE583D07497	NCD	11-Jul-24	11-Jan-27	75.00	37.50	India Rating & Research	Ind A+/Positive Implications	75.00
INE583D07331	MLD	19-Dec-22	15-Apr-26	25.00	25.00	Crisil India Limited	Crisil PPMLD A/Developing Implications	25.00
INE583D07505	NCD	21-Oct-24	24-Apr-26	96.52	96.52	India Rating & Research	Ind A+/Positive Implications	96.52
INE583D07521	NCD	21-Oct-24	24-Oct-26	69.08	69.08	India Rating & Research	Ind A+/Positive Implications	69.08

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ISIN	Product	Sanction Date	Maturity Date	Sanction Amount	O/s Amt Crs.	CRA	Ratings	Rated Amount
INE583D07513	NCD	21-Oct-24	24-Apr-27	34.39	34.39	India Rating & Research	Ind A+/Positive Implications	34.39
INE583D07539	NCD	30-Jan-25	30-Jan-29	75.00	75.00	India Rating & Research	Ind A+/Positive Implications	75.00
INE583D07547	NCD	07-Feb-25	07-Aug-26	50.00	50.00	India Rating & Research	Ind A+/Positive Implications	50.00
INE583D07554	NCD	20-Feb-25	20-Feb-29	260.00	260.00	India Rating & Research	Ind A+/Positive Implications	260.00
INE583D07562	NCD	24-Apr-25	24-Oct-26	44.49	44.49	India Rating & Research	Ind A+/Positive Implications	44.49
INE583D07570	NCD	24-Apr-25	24-Oct-26	27.99	27.99	India Rating & Research	Ind A+/Positive Implications	27.99
INE583D07604	NCD	24-Apr-25	24-Apr-27	39.42	39.42	India Rating & Research	Ind A+/Positive Implications	39.42
INE583D07588	NCD	24-Apr-25	24-Apr-27	33.17	33.17	India Rating & Research	Ind A+/Positive Implications	33.17
INE583D07596	NCD	24-Apr-25	24-Oct-28	54.94	54.94	India Rating & Research	Ind A+/Positive Implications	54.94
INE583D08081	NCD	15-Sep-25	15-Mar-31	200.00	200.00	India Rating & Research	Ind A+/Positive Implications	200.00
INE583D08099	NCD	25-Sep-25	25-Mar-31	50.00	50.00	India Rating & Research	Ind A+/Positive Implications	50.00
INE583D07612	NCD	17-Oct-25	16-Oct-27	150.00	150.00	India Rating & Research	Ind A+/Positive Implications	150.00
INE583D08115	NCD	06-Nov-25	06-May-31	100.00	100.00	India Rating & Research	Ind A+/Positive Implications	100.00
INE583D08131	NCD	17-Nov-25	17-May-31	50.00	50.00	India Rating & Research	Ind A+/Positive Implications	50.00
INE583D07620	NCD	27-Nov-25	27-Feb-27	150.00	150.00	India Rating & Research	Ind A+/Positive Implications	150.00

C. Fund-based facilities from banks/Financial institutions, if any

As of March 25

Lender	Product	O/s Amt Crs.	ASSET CLASSIFICATION
Union Bank Of India	ECB Loan	299.39	Standard
Canara Bank	ECB Loan	253.10	Standard
SIDBI	Term Loan	200.00	Standard
IREDA	Term Loan	170.86	Standard
MUDRA	Term Loan	150.00	Standard
LIC Housing Finance Limited	Term Loan	125.00	Standard
State Bank of India	Term Loan	119.96	Standard
State Bank of India	Term Loan	118.75	Standard
State Bank of India	Term Loan	112.50	Standard
Indian Overseas Bank	Term Loan	100.00	Standard
Union Bank Of India	Term Loan	100.00	Standard
IDFC First Bank	ODFD	94.84	Standard
Poonawalla Fincorp Limited	Term Loan	91.97	Standard
UCO BANK	Term Loan	89.99	Standard

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Lender	Product	O/s Amt Crs.	ASSET CLASSIFICATION
Bank of Maharashtra	Term Loan	89.99	Standard
State Bank of India	Term Loan	89.30	Standard
State Bank of India	Term Loan	89.30	Standard
Jana Small Finance Bank	Term Loan	85.14	Standard
ResponsAbility AG	ECB Loan	82.72	Standard
Calvert	ECB Loan	82.70	Standard
GAF IV LP (Waterequity)	ECB Loan	82.05	Standard
Indian Overseas Bank	Term Loan	76.00	Standard
IDFC First Bank	Term Loan	75.00	Standard
Indian Overseas Bank	Term Loan	71.25	Standard
Canara Bank	Term Loan	63.75	Standard
Kisetsu Saison	Term Loan	60.00	Standard
Hinduja Leyland Finance Ltd	Term Loan	60.00	Standard
Microvest Short Duration Fund LP	ECB Loan	57.43	Standard
IndusInd Bank	WCDL	50.00	Standard
Maanaveeyaa Devepment & Finance Private Limited	Term Loan	50.00	Standard
Canara Bank	Term Loan	49.98	Standard
UCO BANK	Term Loan	49.77	Standard
Unity Small Finance bank	Term Loan	47.36	Standard
Export Import Bank of India (Exim Bank)	Term Loan	46.88	Standard
SIDBI	Term Loan	46.00	Standard
Nabkisan Finance Limited	Term Loan	45.00	Standard
State Bank of India	ODFD	43.73	Standard
Indian Overseas Bank	Term Loan	42.75	Standard
Enabling Qapital	ECB Loan	40.95	Standard
Central Bank of India	Term Loan	40.00	Standard
Poonawalla Fincorp Limited	Term Loan	38.93	Standard
Indian Bank	Term Loan	37.20	Standard
Indian Bank	Term Loan	36.97	Standard
Union Bank Of India	Term Loan	36.81	Standard
Karnataka Bank	Term Loan	35.95	Standard
Canara Bank	Term Loan	35.00	Standard
Canara Bank	Term Loan	35.00	Standard
ResponsAbility AG	ECB Loan	34.96	Standard
Central Bank of India	Term Loan	33.60	Standard
Bank of Maharashtra	Term Loan	32.41	Standard
RBL Bank Limited	WCDL	30.00	Standard
Dhanlaxmi Bank Limited	Term Loan	30.00	Standard
Shivalik Small Finance Bank	Term Loan	30.00	Standard
Poonawalla Fincorp Limited	Term Loan	28.33	Standard
SIDBI	Term Loan	28.00	Standard
Kotak Mahindra Investment Limited	Term Loan	27.78	Standard
RBL Bank Limited	Term Loan	27.50	Standard
ESAF Small Finance Bank	Term Loan	26.87	Standard
RBL Bank Limited	WCDL	25.00	Standard
Suryoday Small Finance Bank	Term Loan	24.98	Standard
UCO BANK	Term Loan	24.94	Standard
Woori Bank	Term Loan	24.79	Standard
The Karur Vysya Bank Limited	Term Loan	21.86	Standard
Nabsamruddhi Finance Ltd	Term Loan	21.70	Standard
Nabsamruddhi Finance Ltd	Term Loan	21.68	Standard
JM Financial Products Limited	Term Loan	21.20	Standard
Bajaj Finance Ltd	Term Loan	20.00	Standard
Maharashtra Gramin Bank	Term Loan	19.99	Standard
Barclays Bank Plc	STL/WCDL	19.53	Standard

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Lender	Product	O/s Amt Crs.	ASSET CLASSIFICATION
Capital Small finance Bank	Term Loan	19.51	Standard
Northern Arc	Term Loan	18.75	Standard
Manapurram Finance Ltd	Term Loan	18.69	Standard
IDBI Bank	Term Loan	17.50	Standard
JM Financial Credits Solutions Limited	Term Loan	17.14	Standard
Bandhan Bank Ltd	Term Loan	16.67	Standard
IDFC First Bank	Term Loan	16.67	Standard
Bank of Maharashtra	Term Loan	16.49	Standard
IDFC First Bank	Term Loan	15.56	Standard
RBL Bank Limited	Term Loan	15.00	Standard
Central Bank of India	WCDL	15.00	Standard
Nabkisan Finance Limited	Term Loan	15.00	Standard
The Karur Vysya Bank Limited	Term Loan	14.06	Standard
Piramal Enterprises Limited	Term Loan	13.33	Standard
Union Bank of India	Term Loan	13.16	Standard
STCI Finance Limited	Term Loan	13.00	Standard
Central Bank of India	Term Loan	12.35	Standard
Barclays Bank Plc	ODFD	12.05	Standard
Kisetsu Saison	Term Loan	12.00	Standard
IDFC First Bank	Term Loan	11.46	Standard
Canara Bank	Term Loan	11.10	Standard
Woori Bank	Term Loan	10.87	Standard
Canara Bank	Term Loan	10.00	Standard
RBL Bank Limited	WCDL	10.00	Standard
IDBI Bank	Term Loan	9.22	Standard
IREDA	Term Loan	8.99	Standard
Central Bank of India	CC	8.16	Standard
Bajaj Finance Ltd	Term Loan	7.50	Standard
Indian Bank	WCDL	6.00	Standard
Tata Capital Financial Services Limited	Term Loan	5.83	Standard
State Bank of India	Term Loan	5.83	Standard
IDFC First Bank	Term Loan	5.73	Standard
South Indian Bank	Term Loan	5.65	Standard
Nabsamruddhi Finance Ltd	Term Loan	4.54	Standard
Indian Bank	Term Loan	4.19	Standard
HDFC Bank	Term Loan	4.17	Standard
Suryoday Small Finance Bank	Term Loan	4.05	Standard
Shriram Housing Finance Limited	Term Loan	3.27	Standard
Woori Bank	Term Loan	3.26	Standard
HDFC Bank	Term Loan	3.13	Standard
Indian Bank	OD	3.05	Standard
Ujjivan Small Finance Bank	Term Loan	2.92	Standard
Ujjivan Small Finance Bank	Term Loan	2.69	Standard
State Bank of India	Term Loan	2.49	Standard
Dhanlaxmi Bank Limited	Term Loan	2.14	Standard
DCB bank	Term Loan	2.08	Standard
Nabkisan Finance Limited	Term Loan	1.66	Standard
Hinduja Leyland Finance Ltd	Term Loan	1.63	Standard
State Bank of India	Term Loan	1.13	Standard
SBM Bank India Ltd	Term Loan	1.11	Standard
Canara Bank	Term Loan	0.50	Standard
State Bank of India	Term Loan	0.01	Standard

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D. Shareholding Details of Promoters

Name of Promoter	No. of Shares	Percentage (%)
Poshika Advisory Services LLP	20,27,709	2.18%
Shachindra Nath	46,300	0.05%
Total	20,74,009	2.23%

Details of share Pledged : N.A

E. Financial Summary

(Including Net worth / Equity / Investment in subsidiaries / Affiliates)

Financial Summary (Audited)	31 st March 2022	31 st March 2023	31 st March 2024	31 st March 2025
Net worth/ Equity	966.56	984.04	1,438.36	2046.39
Investment in Subsidiaries/Affiliates	N.A	N.A	N.A	N.A
Total Debt	1,802.25	3,148.93	4,653.25	6,904.11
Total Liabilities	2,854.90	4,305.59	6,279.98	9168.31
Loan Book	2,451.12	3,806.36	5,432.21	7919.11
Total Assets	2,854.90	4,305.59	6,279.98	9168.31
Total Income	312.11	683.76	1,081.68	1441.85
Profit Before Tax (PBT)	20.18	83.83	178.76	203.13
Profit After Tax (PAT)	14.55	39.78	119.34	143.93
Audit Qualifications (If Any)	None	None	None	None

Note: If the Issuer has not been in existence for three years, the information of the Issuer for the period such information is available shall be disclosed.

F. Details of Statutory auditor and changes thereof in the last three financial years

Name	Date of appointment	Date of cessation (in case of resignation)	Remarks (viz. reasons for change etc)
M/s. Deloitte Haskins & Sells LLP.	03-07-2018	12-08-2020	Resignation
M/s MSKA & Associates,	12-08-2020	08-08-2023	Completion of Term
M/s Sharp & Tannan Associates	08-08-2023	-	Appointment

G. Details of default-in repayment of CP, NCD or any other debt instrument and other financial indebtedness including corporate guarantee issued in the past five financial years including in the current financial year.

Payment delay of Rs 5 Crs by payment processing bank (IDFC First Bank) due to technical reason for ISIN no INE583D14162 in Apr-23

H. Details of any other material event / development having implications for the financials / credit quality resulting in material liability, corporate restructuring event or such other matters affecting the issue or investor's decision. : None

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I. Material Litigation if any: None

(All ongoing and outstanding material litigation irrespective of age to be reported)

J. Regulatory Structures, if any: None

(Regulatory structures issued during the past five Financial Years to be reported. Also, any regulatory structure which continues to be applicable is to be disclosed)

K. An Issuer which is either an NBFC or an HFC shall disclose the residual maturity profile of its assets and liabilities in the following format:

As of March 25

Category	Up to 30/31 days	>1 month – 2 months	>2 months – 3 months	>3 months – 6 months	>6 months – 1 year	> 1 year – 3 years	>3 years – 5 years	>5 years	Total
Deposit	-	-	-	-	-	-	-	-	-
Advances	559.29	275.02	226.13	933.95	806.59	2,154.61	1,569.28	529.45	7,054.33
Investments	-	-	-	529.16	1,014.99	7,144.09	-	1,645.99	10,334.23
Borrowings	184.18	292.20	290.01	617.98	1,200.63	3,330.91	1,017.55	12.08	6,945.54
Foreign Currency Assets (FCA)	-	-	-	-	-	-	-	-	-
Foreign Currency Liabilities (FCL)	-	-	-	-	-	-	-	-	-

For UGRO Capital Ltd,




Authorized Signatory of the Issuer

Date: 26-12-2025

Original / authenticated copy of any document related to above information will be made available to the investors on request.

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