October 09, 2026

To,
Global Gender-Smart Fund S.A., SICAV-SIF,
33A, avenue John F. Kennedy L-1855, Luxembourg,
Grand Duchy of Luxembourg

Dear Sir/Madam,

Re: Addendum to the information memorandum dated September 22, 2026 with respect to the issue of Senior, Unsecured, Rated, Listed, Redeemable, US Dollar Denominated Bonds of the aggregate nominal value of USD 10,000,000/- (United States Dollar Ten Million only) issued by UGRO Capital Limited.

Please find enclosed herewith a copy of the addendum to the information memorandum dated September 22, 2026 (the "**Information Memorandum**") for the private placement of up to 1000 (One Thousand) senior, unsecured, rated, listed, United States Dollar denominated non-convertible bonds of face value of USD 10,000 (United States Dollar Ten Thousand only) each, aggregating up to USD 10,000,000 (United States Dollar Ten Million only) (hereinafter referred to as the "**Bonds**") issued by UGRO Capital Limited (the "**Company**" / "**Issuer**") for cash, at par, in dematerialised form on a private placement basis by the Company to Global Gender-Smart Fund S.A., SICAV-SIF (the "**Bond Holders**") (collectively the "**Issue**").

Pursuant to the terms of the Information Memorandum read together with the terms of the subscription agreement dated September 21, 2026 entered into between the Company and the Bond Holders, the Company has agreed to the modifications, as provided for in the attached addendum to the Information Memorandum annexed hereto and marked as **Annexure I,** which modifications shall be deemed to be effective from October 09, 2026.

All other terms and conditions of the Information Memorandum remain the same. We would request you to kindly take on record this addendum to the Information Memorandum.

Thanking You,

For
UGRO Capital Limited

UGRO CAPITAL LIMITED

(Authorised Signatory)

SHILPA BHATTER
Digitally signed by SHILPA BHATTER
Date: 2026.10.26 12:52:09 +05'30'

ANNEXURE I
ADDENDUM TO THE INFORMATION MEMORANDUM

UGRO Capital Limited (the "**Company**" / "**Issuer**") has issued up to 1000 (One Thousand) senior, unsecured, rated, listed, United States Dollar denominated non-convertible bonds of face value of USD 10,000 (United States Dollar Ten Thousand only) each, aggregating up to USD 10,000,000 (United States Dollar Ten Million only) (hereinafter referred to as the "**Bonds**"), on a private placement basis.

In this regard, the Company has issued an information memorandum dated September 22, 2026 ("**Information Memorandum**") *inter alia* setting out the broad terms on which the Bonds were issued.

Capitalized terms used herein but not defined shall have the same meaning accorded to such terms in the Information Memorandum.

Pursuant to the terms of the Information Memorandum, the Information Memorandum shall be modified as follows:

(a) The section on Issue Schedule, appearing at page 2 of the Information Memorandum, shall be deleted in its entirety and replaced with the following:

Issue Schedule	*Issue Opening on: September 22, 2026;* *Issue Closing on: October 09, 2026; and* *Deemed Date of Allotment: October 09, 2026*

(b) Under Section 1 (*Definitions and Abbreviations*) of the Information Memorandum, the definition of "*Deemed Date of Allotment*", immediately succeeding the definition of "*Client*" and immediately preceding the definition of "*Disclosure Document / Information Memorandum*" shall be deleted in its entirety and replaced with the following:

Deemed Date of Allotment	*Shall mean the date on which the Bonds are deemed to have been allotted to the Bond Holder(s), being October 9, 2026 in the present case.*

(c) Under Section 1 (*Definitions and Abbreviations*) of the Information Memorandum, the following definition of "*Pay-in Date*", immediately succeeding the definition of "*PAN*" and immediately preceding the definition of "*Payment*" shall be added in the manner as specified hereinbelow:

Pay-in Date	*Shall mean the date on which the principal amount in respect of the Bonds is provided by the Bond Holder(s) to the Issuer, being September 29, 2026 in the present case.*

(d) Under Section 5 (*Regulatory Disclosures*) of the Information Memorandum, the paragraph 5.21 on "*Issue Details*", sub- paragraph on "*Tenor*", immediately succeeding the paragraph on



"*Default Interest Rate*" and immediately preceding the paragraph on "*Principal Payment Date(s)*" shall be deleted in its entirety and replaced with the following:

Tenor	*48 (Forty Eight) months from the Pay-in Date.*

(e) Under Section 5 (*Regulatory Disclosures*) of the Information Memorandum, the paragraph 5.21 on "*Issue Details*", sub- paragraph on "*Principal Payment Date(s)*", immediately succeeding the paragraph on "*Tenor*" and immediately preceding the paragraph on "*Maturity Date*" shall be deleted in its entirety and replaced with the following:

Principal Payment Date(s)	*100% of the outstanding principal amounts of the Bonds, will be repaid in equal instalments on each of the following dates: (i) the date falling on the expiry of thirty months (30) months from the Pay-in Date; (ii) thirty-six (36) months from the Pay-in Date of the Bonds; (iii) forty two (42) months from the Pay-in Date of the Bonds; and (iv) forty-eight (48) months from the Pay-in Date of the Bonds.*

(f) Under Section 5 (*Regulatory Disclosures*) of the Information Memorandum, the paragraph 5.21 on "*Issue Details*", sub- paragraph on "*Put Option*", immediately succeeding the paragraph on "*Redemption Premium / Discount*" and immediately preceding the paragraph on "*Issue Price*" shall be deleted in its entirety and replaced with the following:

Put Option	*(a) Notwithstanding the provisions of the Subscription Agreement, the Bond Holder(s) shall have the right but not the obligation to require the Issuer to prepay and redeem, in full or in part, all or any part of the outstanding principal amount of the Bonds together with any accrued but unpaid Interest, any outstanding Payments and all Obligations payable in relation to the Bonds, on the date falling on the expiry of 36 (Thirty Six) months from the Pay-in Date ("**Put Option Date**") in the manner set out under this paragraph (Put Option) (collectively "**Put Option**").* *(b) In the event the Bond Holder(s) are desirous of exercising the Put Option, the Bond Holder(s) shall send a written notice to the Issuer at least 15 (Fifteen) calendar days prior to the Put Option Date communicating the intent of the Bond Holder(s) to exercise the Put Option on the Put Option Date ("**Put Option Notice**"). Upon the issuance of the Put Option Notice by the Bond Holder(s), the Issuer shall redeem the relevant Bonds by making payment to the Bond Holder(s) of the outstanding principal amount of the relevant Bonds together with any accrued but unpaid Interest, any outstanding Payments and all Obligations, on the Put Option Date.*

(g) Under Section 5 (*Regulatory Disclosures*) of the Information Memorandum, the paragraph 5.21 on "*Issue Details*", sub- paragraph on "*Issue Timing*", immediately succeeding the

UGRO CAPITAL LIMITED

paragraph on "*Minimum Application size and in multiples of 1 thereafter*" and immediately preceding the paragraph on "*Issuance mode of the Instrument*" shall be deleted in its entirety and replaced with the following:

Issue Timing	*Issue Opening Date: September 22, 2026* *Issue Closing Date: October 09, 2026* *Pay-in Dates: September 29, 2026* *Deemed Date of Allotment: October 9, 2026*

(h) Under Section 8 (*Other Information and Application Process*) of the Information Memorandum, paragraph 8.24 on "*Deemed Date of Allotment*", shall be deleted in its entirety and replaced with the following:

Deemed Date of Allotment	*All the benefits under the Bonds will accrue to the Investor from the specified Deemed Date of Allotment. The Deemed Date of Allotment for the Issue is October 09, 2026 by which date the Investors would be intimated of allotment.*

(i) Under Section 8 (*Other Information and Application Process*) of the Information Memorandum, paragraph 8.27 on "*Interest on Application Money*", shall be deleted in its entirety and replaced with the following:

Interest on Application Monies	*Interest shall be payable (in the event the application monies are received by the Company prior to the Deemed Date of Allotment) on all application monies received at the Interest Rate per annum for the period commencing from Pay-in Date (being September 29, 2026) until the Deemed Date of Allotment. The interest on application monies shall be paid by the Issuer to the Bond Holder(s) on the first Interest Payment Date.*

For the avoidance of doubt, it is hereby clarified that the amendments set out in this addendum shall be effective from the date of execution / issuance of this addendum to the Information Memorandum. The Information Memorandum shall accordingly stand modified in this respect. All other terms and conditions of the Information Memorandum and the Bonds shall remain the same.

For **UGRO Capital Limited**

Authorized Signatory
Dated: October 09, 2026

UGRO CAPITAL LIMITED