

Independent Auditor's Limited Review Report on Unaudited Financial Results of UGRO Capital Limited for the quarter ended June 30, 2025 pursuant to the Regulations 33 and 52 of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015.

To the Board of Directors of UGRO Capital Limited

Introduction

1. We have reviewed the accompanying Statement of Unaudited Financial Results of **UGRO Capital Limited** (the 'Company') for the quarter ended June 30, 2025 (the 'Statement') being submitted by the Company pursuant to the requirement of Regulations 33 and 52 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the 'Listing Regulations').
2. This Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors on August 11, 2025, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS) 34, *Interim Financial Reporting* prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

Scope of the Review

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*, issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of the Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

Conclusion

4. Based on our review conducted as stated in paragraph 3 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standard and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulations 33 and 52 of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement or that it has not been prepared in accordance with relevant prudential norms issued by the Reserve Bank of India in respect of income recognition, asset classification, provisioning other related matters.



Mumbai, August 11, 2025

For **Sharp & Tannan Associates**
Chartered Accountants
Firm's Registration No.109983W
by the hand of

A handwritten signature in blue ink, appearing to read 'Tirtharaj Khot', written over a horizontal line.

Tirtharaj Khot
Partner
Membership No. 037457
UDIN: 25037457BMMBHL9628

UGRO CAPITAL LIMITED

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CIN:L67120MH1993PLC070739

Statement of Unaudited Financial Results for the Quarter Ended June 30, 2025

(Rupees in lakh)

Sr. No.	Particulars	Quarter Ended			Year Ended
		June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
		Reviewed	Audited#	Reviewed	Audited
	Revenue from operations				
	(a) Interest income	30,423.35	26,442.59	23,194.59	95,880.37
1	(b) Net gain / (loss) on derecognition of financial instruments under amortised cost category	9,075.12	11,930.62	5,040.66	38,290.51
	(c) Net gain on fair value changes	106.52	92.20	36.60	280.58
	(d) Fees and commission income	1,795.20	1,852.20	872.60	5,138.47
	Total revenue from operations	41,400.19	40,317.61	29,144.45	1,39,589.93
2	Other income	782.76	926.23	1,013.43	4,594.64
3	Total income (1+2)	42,182.95	41,243.84	30,157.88	1,44,184.57
	Expenses				
	(a) Finance costs	20,537.41	18,121.31	13,614.88	62,776.96
	(b) Net loss on fair value changes	5.10	0.75	1.95	3.50
4	(c) Impairment on financial instruments	4,770.77	5,428.86	3,316.85	17,307.77
	(d) Employee benefits expenses	6,090.20	5,478.04	5,454.64	23,558.42
	(e) Depreciation and amortisation	1,277.79	1,323.58	994.53	4,638.49
	(f) Other expenses	4,684.81	5,170.30	2,492.31	15,587.69
	Total expense	37,366.08	35,522.84	25,875.16	1,23,872.83
5	Profit before tax (3-4)	4,816.87	5,721.00	4,282.72	20,311.74
	Tax expense				
	(a) Current tax	1,100.78	1,323.57	456.51	3,379.16
6	(b) Deferred tax	303.05	342.67	790.62	2,392.33
	(c) (Excess)/Short provision of tax of earlier years	-	-	-	147.26
	Total tax expense (a+b+c)	1,403.83	1,666.24	1,247.13	5,918.75
7	Profit for the period/year (5-6)	3,413.04	4,054.76	3,035.59	14,392.99
	Other comprehensive income				
	Items that will not be reclassified to profit or loss				
	Remeasurements of the defined benefit plans	(43.91)	38.65	(6.56)	(23.77)
	Income tax relating to items that will not be reclassified to profit or loss	12.79	(11.26)	1.91	6.92
8	Items that will be reclassified to profit or loss				
	The effective portion of gains and (loss) on hedging instrument in a cash flow hedge	241.13	1,032.44	(23.05)	1,052.92
	Income tax relating to items that will be reclassified to profit or loss	(70.22)	(300.65)	6.71	(306.61)
	Total other comprehensive income (Net of tax)	139.79	759.18	(20.99)	729.46
9	Total comprehensive income for the period/year (7+8)	3,552.83	4,813.94	3,014.60	15,122.45
10	Paid up equity share capital (Face value of Rs. 10 each)	11,421.22 *	9,194.54 *	9,165.72 *	9,194.54 *
	Earnings per equity share (Face Value of Rs. 10 each)\$				
11	Basic (in rupees)	3.61	4.36	3.28	15.52
	Diluted (in rupees)	3.32	4.02	3.19	14.56
		Not annualised	Not annualised	Not annualised	

* Refer Note no 9

\$ Refer Note no 10

Refer Note no 13



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Notes to the Statement of Unaudited Financial Results for the Quarter Ended June 30, 2025

1. **UGRO Capital Limited** (the "Company") is a Non-Deposit taking Non-Banking Financial Company ("NBFC-ND") registered with the Reserve Bank of India (the "RBI") and classified as NBFC- Middle Layer under the Master Direction – Reserve Bank of India (Non-Banking Financial Company– Scale Based Regulation) Directions, 2023 dated October 19, 2023, as amended read with the Scale Based Regulation (SBR): A Revised Regulatory Framework for NBFCs dated October 22, 2021 issued by RBI.
2. The above unaudited financial results for the quarter ended June 30, 2025, have been reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors of the Company at their respective meetings held on August 11, 2025. The above financial results have been subjected to limited review by the statutory auditors of the Company and have issued unmodified review conclusion on the said financial results.
3. These financial results have been prepared in accordance with the recognition and measurement principles as laid down in the Indian Accounting Standard ("Ind AS"), 34 *Interim Financial Reporting* as prescribed under Section 133 of the Companies Act 2013 (the "Act") read with relevant rules issued thereunder and in compliance with the requirements of Regulation 33 and Regulation 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
4. The Company is engaged primarily in the business of financing and there are no separate reportable segments, as per the Ind AS 108 *Operating Segments* specified under Section 133 of the Act. The Company operates in a single segment only. There are no operations outside India and hence, there are no reportable geographical segments.
5. Disclosures pursuant to Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 issued by the RBI vide their Notification No. RBI/DOR/2021-22/86 Master Direction DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021, as amended (the "Notification").
 - a. Details of transfer through assignment in respect of loans not in default during the quarter ended June 30, 2025*

Sr.No.	Particulars	To Banks / NBFCs
i.	Aggregate principal outstanding of loans (Rs. in Lakh)	36,396.79
ii.	Aggregate consideration received (Rs. in Lakh)	31,982.05
iii.	Weighted average maturity of loans (in years)	7.27
iv.	Weighted average holding period of loans (in years)	0.87
v.	Retention of beneficial economic interest (in %)	12.13%
vi.	Coverage of tangible security Coverage (in %) **	214.78%
vii.	Rating wise distribution of rated loans	Unrated

* The above table does not include loans transferred by the Company through Co-Lending Arrangements.

** For computation of coverage of tangible security coverage ratio, the Company has considered only the secured loans transferred.



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- b. The Company has not acquired loans not in default during the quarter ended June 30, 2025, under the said Notification.

- c. Details of stressed loans transferred during the quarter ended June 30, 2025#

Particulars	To ARC	To permitted transferees	To other transferees
No. of accounts	971	-	-
Aggregate principal outstanding of loans transferred (Rs. in Lakh)	7,424.61	-	-
Weighted average residual tenor of the loans transferred (in years)	4.24	-	-
Net book value of loans transferred (at the time of transfer) (Rs. in Lakh)	5,729.34	-	-
Aggregate consideration (Rs. in Lakh)	6,200.00	-	-
Additional consideration realized in respect of accounts transferred in earlier years (Rs. in Lakh)	-	-	-
Excess provisions reversed to the profit and loss account on account of sale of stressed loans (Rs. in Lakh)	470.66	-	-

#The company has sold only NPA cases in the current quarter.

- d. The Company has not acquired any stressed loans during the quarter ended June 30, 2025, under the said Notification.

- e. The rating-wise distribution of Security Receipts (SRs) held by the Company as on June 30, 2025 is given below:

Ratings	Recovery Rating*	Rating Agency	Amount (Rs. In Lakh)
IVR RR2	75% - 100%	Infomerics Valuation and Rating Private Limited	1,642.36
Rating not due	Not Applicable	Not Applicable	5,387.00

*It indicates the present value of expected recoveries in the specified range of the face value of outstanding SRs.

6. During the quarter ended June 30, 2025, the Company has transferred loans amounting to Rs. 26,333.72 lakh through Co-Lending Arrangements to the respective participating banks and financial institutions under Circular No. RBI/2020-21/63 FIDD.CO.Plan.BC.No.8/04.09.01/2020-21, dated November 05, 2020, "Co-Lending by Banks and NBFCs to Priority Sector".
7. All secured Non-Convertible Debentures ("NCDs") issued by the Company are secured by way of an exclusive charge on receivables to the extent as stated in the respective offer document, term sheet and debenture trust deed (together referred to as "transaction documents"). Further, the Company has maintained minimum 100% asset cover which is sufficient to discharge the principal amount at all times for the said NCDs as specifically stated in the transaction documents.
The asset cover available as on June 30, 2025 in respect of listed secured debt securities is 1.15 times.
8. During the quarter ended June 30, 2025, the Company had raised funds through public issuance of Non-Convertible Debenture ("NCDs") for an amount of up to Rs. 20,000 lakh (including green shoe option of Rs. 10,000 lakh). The NCDs were allotted on April 24, 2025.



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9. The Company had raised funds through allotment of 2,35,01,363 Equity Shares on rights basis having face value of Rs. 10 each at an issue price of Rs. 162 each aggregating to Rs. 38,072.21 lakh in June 2025. The allotment was made on June 24, 2025.

An Employee Benefit Trust, viz., "UGRO Employee Benefit Trust" ("Trust") constituted pursuant to the "UGRO Capital Employee Stock Option Scheme-2022" ("the Scheme"), holds the shares of the Company for the purpose of extending benefits of the Scheme to the Employees. The Trust has subscribed to the 12,34,568 Equity Shares on rights basis having face value of Rs. 10 each. Pursuant to the allotment, the Equity shares held by the Trust stands increased to 24,72,820 Equity Shares of face value of Rs. 10 each. Since, the Trust administers the Scheme on behalf of the Company, the shares held by the Trust are treated as shares held in trust for employees under ESOP Scheme. These Shares are recognised at face value and deducted from Equity Share Capital to the tune of Rs. 247.28 lakh. The amount received in excess of face value is deducted from Securities Premium Account.

10. The Earnings per share (Basic and Diluted) for the quarter ended June 30, 2025 has been computed considering the effect of increase in issued capital pursuant to allotment of rights shares during the quarter ended June 30, 2025 as per point no.9 above.

Further, as per the requirement of Ind AS 33, *Earnings Per Share*, the Basic and Diluted earnings per share for the previous comparative periods have been restated for the bonus element in respect of above Rights issue of shares.

11. During the year ended March 31, 2025, the Company's Board of Directors and shareholders through their approval dated May 02, 2024 and June 01, 2024 respectively, had approved the acquisition of Datasigns Technologies Private Limited ("DTPL"), a prominent Embedded Finance Fintech platform, for an enterprise value of Rs. 4,500 lakh through a combination of equity and cash consideration. Necessary approvals from the regulators are under consideration till date. Post this acquisition, DTPL will become a subsidiary of the Company.
12. During the quarter ended June 30, 2025, the Company's Board of Directors through their approval dated June 17, 2025, had approved the acquisition of Profectus Capital Private Limited ("PCPL"), registered with Reserve Bank of India ("RBI") as a non-banking financial company, by way of purchase of 100% of the shares of the said company for an aggregate purchase consideration of Rs. 1,39,860 lakh through cash consideration. Necessary approvals from the regulators are under consideration till date.
13. The figures for the quarter ended March 31, 2025, are the balancing figures between audited figures in respect of the full financial year and the published year to date figures up to the end of third quarter of the respective financial year, which were subjected to limited review.
14. Information as required by Regulations 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015 as amended, is attached as Annexure 1.
15. The figures for the period/year have been regrouped wherever necessary.

Charp & Tannan Associates



For and on behalf of Board of Directors of
UGRO CAPITAL LIMITED

Shachindra Nath

Shachindra Nath
Vice Chairman & Managing Director
DIN: 00510618
Mumbai
August 11, 2025



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Annexure 1

Disclosures in compliance with Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as at and for the quarter ended June 30, 2025:

Sr. No	Particular	Quarter Ended			Year Ended
		June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
		Reviewed	Audited	Reviewed	Audited
1	Debt - Equity Ratio ¹	3.13	3.37	2.36	3.37
2	Debt Service Coverage Ratio ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3	Interest Service Coverage Ratio ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4	Outstanding redeemable preference shares (quantity and value)	Nil	Nil	Nil	Nil
5	Capital redemption reserve (Rs. in lakh.) ³	Not Applicable	Not Applicable	Not Applicable	Not Applicable
6	Debenture redemption reserve (Rs. in lakh.) ³	Not Applicable	Not Applicable	Not Applicable	Not Applicable
7	Net worth ⁴ (Rs. in lakh.)	2,42,639.69	2,04,638.94	191,716.25	2,04,638.94
8	Net profit after Tax (Rs. in lakh.)	3,413.04	4,054.76	3,035.59	14,392.99
9	Current Ratio ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
10	Long term debt to working capital ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
11	Bad debts to Account receivable ratio ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
12	Current liability ratio ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
13	Total debts to total assets ⁵	0.74	0.75	0.68	0.75
14	Debtors turnover ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
15	Inventory turnover ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
16	Operating margin (%) ²	Not Applicable	Not Applicable	Not Applicable	Not Applicable
17	Net profit margin (%) ⁶	8.09%	9.83%	10.07%	9.98%
18	Sector specific equivalent ratios				
	a. Gross Stage 3 ⁷	2.66%	2.35%	2.90%	2.35%
	b. Net Stage 3 ⁸	1.49%	1.32%	1.59%	1.32%
	c. Capital to risk-weighted assets ⁹	22.36%	19.41%	27.94%	19.41%

Notes –

- Debt - Equity Ratio = (Debt securities + Borrowings (other than debt securities) + Subordinated Liabilities) / Total Equity.
- The above-mentioned ratios are not relevant as the company is engaged in financing activities.
- Capital redemption Reserve / Debenture redemption reserve is not required in respect of privately/publicly placed debentures in terms of Rule 18(7)(b)(iii) of Companies (Share Capital and Debentures) Rules, 2014.
- Net worth = Equity Share Capital + Other Equity
- Total debts to Total assets = (Debt securities + Borrowings (other than debt securities) + Subordinated Liabilities) / Total Assets
- Net profit margin = Net profit after tax / Total income
- Gross Stage 3 = Gross Stage 3 Loans Exposure at Default (EAD) / Gross Total Loans EAD
- Net Stage 3 = (Gross Stage 3 Loans EAD - Impairment loss allowance for Stage 3) / (Gross Total Loans EAD - Impairment loss allowance)
- Capital to Risk-weighted assets is calculated as per the RBI guidelines.

