15th May, 2023

BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai- 400001
Scrip code: 511742

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra - Kurla Complex,
Bandra (E), Mumbai - 400 051
Symbol: UGROCAP

Subject: Outcome of the Board Meeting held on 15th May, 2023

Dear Sir/ Madam,

Pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform you that the Board of Directors of the Company in their meeting held today i.e. Monday, 15th May, 2023, have, inter alia, considered and approved the following:

1. considered and approved the Audited Financial Results for the quarter and year ended 31st March, 2023 along with the statement of assets and liabilities as on that date and cash flow statement for the year ended on March 31, 2023 and took on record Auditor's report thereon pursuant to Regulation 33 and 52 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 issued by M/s. MSKA & Associates, Statutory Auditors ('MSKA').

   Accordingly, please find enclosed herewith the Audited Financial Results along with the Auditors' Report issued by MSKA for the quarter and financial year ended 31st March, 2023 as **Annexure A**. A declaration regarding Auditor Report with unmodified opinion is given below:

   Unmodified Opinion:

   In compliance with the provisions of Regulation 33 (3) (d) and 52 (3) (a) of the Listing Regulations, the Company hereby declares that MSKA have issued the Audit Report with unmodified opinion on the financial results of the Company for the financial year ended 31st March, 2023.

   Further, the extracts of financial results would also be published in the newspapers in compliance with Regulation 47 of the Listing Regulations.

2. considered and recommended for Shareholders approval at the ensuing 30th Annual General Meeting, inter alia, the following enabling resolutions:

   i. increase in the borrowing limits of the Company from Rs. 6000 crores to Rs. 8000 crores;

   ii. increase in limits of sell, lease, charge and/or mortgage etc. property of the Company from Rs. 7000 crores to Rs. 10,000 crores;

   iii. raising funds through issue of Non-Convertible Debentures upto a limit of Rs. 4000 Crore;

iv. raising funds to the tune of Rs. 500 crores by way of Qualified Institutions Placement ("QIP") or through any other method, and in compliance of applicable laws.

3. the Board on the recommendation of the Audit Committee and subject to the approval of the shareholders at ensuing Annual General Meeting, has considered and approved the appointment of M/s Sharp and Tannan, Chartered Accountant (Firm Registration No. 109983W) as Statutory Auditors of the Company for a period of three years to conduct statutory audit for the financial years 2023-24, 2024-25 and 2025-26 effective from the conclusion of the ensuing 30th Annual General Meeting, in place of M/s. MSKA & Associates, Chartered Accountant, retiring Statutory Auditors of the Company who will cease to be statutory auditors upon conclusion of the ensuing 30th Annual General Meeting, pursuant to the RBI Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs) dated 27th April, 2021. The brief profile of M/s Sharp and Tannan, Chartered Accountant (Firm Registration No. 109983W), Statutory Auditors of the Company is annexed herewith as **Annexure B.**

4. on recommendation of the Nomination and Remuneration Committee and subject to the approval of the shareholders at ensuing Annual General Meeting, the Board has considered and approved the re-appointment of Mr. Satyananda Mishra (DIN: 01807198), Mr. Rajeev Krishnamuralilal Agarwal (DIN: 07984221) and Mr. Karuppasamy Singam (DIN: 03632212) as Independent Directors of the Company to hold office for a second term of five years with effect from 5th July 2023.

   The details required under Regulation 30 the SEBI Listing Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 for change in Directors is annexed herewith as **Annexure C.**

5. considered and approved amendment to Articles of Association ('AOA') of the Company subject to approval of the shareholders at the ensuing Annual General Meeting. The brief details of alteration in the AOA as required under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed herewith marked as **Annexure D**.

6. approved convening of the 30th Annual General Meeting of the shareholders of the Company at 11:00 a.m. on Tuesday, 8th August, 2023.

7. fixed the date of closure of the Register of Members and Share Transfer books Wednesday, 2nd August, 2023 to Tuesday, 8th August, 2023 (both days inclusive) for the purpose of the ensuing 30th Annual General Meeting and fixed Tuesday, 1st August, 2023 as the cut-off date for ascertaining the names of the shareholders holding shares who will be entitled to avail the facility of remote e-voting as well as voting at the AGM, if any on the date of the AGM.

Accordingly, we are enclosing herewith following:

i. Audited Financial Results along with the Auditors' Report issued by MSKA for the quarter and financial year ended 31st March, 2023 as **Annexure A;**
ii. The brief profile of M/s Sharp and Tannan, Chartered Accountant (Firm Registration No. 109983W), Statutory Auditors of the Company as **Annexure B;**
iii. The details required under Regulation 30 the SEBI Listing Regulations, read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 for change in Directors as **Annexure C** and
iv. The brief details of alteration in MOA and AOA as required under Regulation 30 read with Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company as **Annexure D**.

The meeting of the Board of Directors commenced at 03:20 p.m. and concluded at 06:40 p.m.

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per 'Code of Conduct for prohibition of insider trading' of the Company, the trading window will open from Thursday, 18th May, 2023.

Kindly take the above on record.

Yours faithfully,
For UGRO Capital Limited

Namrata Sajnani
Company Secretary and Compliance Officer
Encl: a/a

MSKA & Associates
Chartered Accountants

HO
602, Floor 6, Raheja Titanium,
Western Express Highway,
Geetanjali Railway Colony, Ram Nagar,
Goregaon (E), Mumbai 400063, INDIA
Tel: +91 22 6831 1600

Independent Auditor's Report on Audited Annual Financial Results of the Company pursuant to the Regulation 33 and Regulation 52 read with Regulation 63(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended

To the Board of Directors of UGRO Capital Limited
Report on the Audit of Financial Results

Opinion

We have audited the accompanying statement of annual financial results of UGRO Capital Limited (hereinafter referred to as "the Company") for the year ended March 31, 2023 ("the Statement"), attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 and Regulation 52 read with Regulation 63(2)of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Statement:

i. is presented in accordance with the requirements of the Listing Regulations in this regard; and

ii. gives a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other accounting principles generally accepted in India, of net profit and other comprehensive income and other financial information of the Company for the year ended March 31, 2023.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the financial results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our opinion.

Management and Board of Directors' Responsibilities for the Financial Results

This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, have been prepared on the basis of the annual financial statements. The Company's Board of Directors are responsible for the preparation and presentation of this Statement that give a true and fair view of the net profit and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in accordance with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended issued thereunder and other accounting principles generally accepted in India and in compliance with the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Statement, the Management of the Company are responsible for assessing the ability of the Company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the financial reporting process of the Company.

Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the Statement as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Statement.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Statement, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.

- Conclude on the appropriateness of the Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Statement, including the disclosures, and whether the Statement represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Company of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

MSKA & ASSOCIATES Chartered Accountants

Head Office: 602, Floor 6, Raheja Titanium, Western Express Highway, Geetanjali Railway Colony, Ram Nagar, Goregaon (E), Mumbai 400063, INDIA, Tel: +91 22 6831 1600
Ahmedabad | Bengaluru | Chennai | Goa | Gurugram | Hyderabad | Kochi | Kolkata | Mumbai | Pune www.mska.in

Other Matter

The Statement include the results for the quarter ended March 31, 2023 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year, which were subject to limited review by us.

Our opinion is not modified in respect of the above matter.

For **M S K A & Associates**
Chartered Accountants
ICAI Firm Registration Number: 105047W



Swapnil Kale
Partner
Membership Number: 117812
UDIN: 23117812BGXQUX8418

Mumbai
May 15, 2023

UGRO CAPITAL LIMITED

Registered Office: 4th Floor, Tower 3 -West Wing, Equinox Business Park, LBS Road, Kurla (West), Mumbai City MH 400070

Telephone: +91 22 48918686 E-mail: cs@ugrocapital.com Website: www.ugrocapital.com

CIN:L67120MH1993PLC070739

Statement of Audited Financial Results for the quarter and year ended March 31, 2023

(Rupees in lakh)

Sr. No.	Particulars	Quarter Ended			Year Ended	
		March 31, 2023	December 31, 2022	March 31, 2022	March 31, 2023	March 31, 2022
		Audited#	Reviewed	Audited#	Audited	Audited
1	Revenue from operations					
	(a) Interest income	14,111.43	13,311.83	9,397.66	48,291.34	27,207.62
	(b) Net gain / (loss) on derecognition of financial instruments under amortised cost category	6,237.49	4,288.66	1,460.91	15,407.22	2,693.46
	(c) Net gain on fair value changes	-	-	-	-	49.46
	(d) Fees and commission income	548.37	573.61	246.01	1,946.81	680.35
2	Other income	818.97	784.48	180.09	2,730.91	580.32
3	**Total income (1+2)**	**21,716.26**	**18,958.58**	**11,284.67**	**68,376.28**	**31,211.21**
4	(a) Finance cost	9,036.79	8,159.36	4,962.73	29,327.40	13,725.68
	(b) Net loss on fair value changes	481.44	0.58	5.27	640.11	15.79
	(c) Impairment on financial instruments	1,746.73	1,670.60	926.31	5,679.99	2,941.54
	(d) Employee benefits expense	4,014.10	4,047.77	2,795.48	14,071.48	7,289.06
	(e) Depreciation, amortisation and impairment	622.83	488.51	376.83	1,763.74	1,233.26
	(f) Other expenses	2,448.23	2,369.26	1,414.98	8,510.72	3,988.10
	Total expense	**18,350.12**	**16,736.08**	**10,481.60**	**59,993.44**	**29,193.43**
5	**Profit before tax (3-4)**	**3,366.14**	**2,222.50**	**803.07**	**8,382.84**	**2,017.78**
6	Tax expense					
	(a) Current tax	831.26	655.61	272.01	2,298.62	660.90
	(b) Deferred tax*	851.99	255.08	(77.49)	1,828.08	(98.18)
	(c) Excess/Short provision of tax of earlier years	278.50	-	-	278.50	-
	Total tax expense (a+b)	**1,961.75**	**910.69**	**194.52**	**4,405.20**	**562.72**
7	**Profit for the period (5-6)**	**1,404.39**	**1,311.81**	**608.55**	**3,977.64**	**1,455.06**
8	**Other comprehensive income**					
	Items that will not be reclassified to profit and loss					
	Remeasurements of the defined benefit obligations	(23.78)	(12.18)	(2.78)	(24.03)	25.67
	Income tax relating to items that will not be reclassified to profit and loss	6.93	3.54	0.82	7.00	(7.47)
	Items that will be reclassified to profit and loss					
	The effective portion of gains and (loss) on hedging instrument in a cash flow hedge	91.69	(30.98)	91.86	45.33	9.00
	Income tax relating to items that will be reclassified to profit and loss	(26.70)	9.03	(26.75)	(13.20)	(2.62)
	Total other comprehensive income (Net of Tax)	**48.14**	**(30.59)**	**63.15**	**15.10**	**24.58**
9	**Total comprehensive income (7+8)**	**1,452.53**	**1,281.22**	**671.70**	**3,992.74**	**1,479.64**
10	Paid up equity share capital (Face value of Rs. 10 each)	6,932.11 **	6,932.11 **	7,055.94	6,932.11 **	7,055.94
11	**Earnings per share (Face Value of Rs. 10 each)**					
	Basic (in rupees)	2.03	1.89	0.86	5.69	2.06
	Diluted (in rupees)	2.02	1.88	0.84	5.66	2.05
		Not annualised	Not annualised	Not annualised		

*** Refer Note no 14**

**** Refer Note no 11**

 # Refer Note no 15



Notes to the Statement of Audited Financial Results for the Quarter and Year Ended March 31, 2023

1. Statement of Assets and Liabilities as at March 31, 2023

(Rupees in lakh)

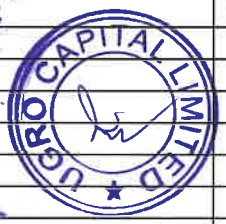
Sr. No.	Particulars	As at March 31, 2023	As at March 31, 2022
	I. ASSETS		
1	**Financial assets**		
(a)	Cash and cash equivalents	4,014.77	6,574.94
(b)	Bank balances other than cash and cash equivalents above	17,166.14	12,260.25
(c)	Derivative financial instruments	-	22.29
(d)	Loans	3,80,636.21	2,45,111.74
(e)	Investments	6,010.69	6,943.99
(f)	Other financial assets	2,531.23	789.62
		4,10,359.04	**2,71,702.83**
2	**Non-financial assets**		
(a)	Current tax assets (net)	203.78	164.23
(b)	Deferred tax assets (net)	2,547.36	4,381.63
(c)	Property, plant and equipment	379.30	430.43
(d)	Non-current assets held for sale	2,194.55	-
(e)	Right of use assets	3,364.08	2,538.28
(f)	Capital work in progress	2.82	20.25
(g)	Intangible assets under development	1,431.41	568.54
(h)	Other intangible assets	4,741.53	2,602.04
(i)	Other non-financial assets	5,334.81	3,081.83
		20,199.64	**13,787.23**
	TOTAL ASSETS	**4,30,558.68**	**2,85,490.06**
	II. LIABILITIES AND EQUITY		
	LIABILITIES		
1	**Financial liabilities**		
(a)	Derivative financial instruments	9.27	-
(b)	Payables		
	(A) Trade payables		
	(I) total outstanding dues of micro enterprises and small enterprises	145.97	0.08
	(II) total outstanding dues of creditors other than micro enterprises and small enterprises	1,168.80	666.93
	(B) Other payables		
	(I) total outstanding dues of micro enterprises and small enterprises	-	-
	(II) total outstanding dues of creditors other than micro enterprises and small enterprises	96.78	42.21
(c)	Debt securities	1,14,434.45	70,441.43
(d)	Borrowings (other than debt securities)	2,00,459.00	1,09,783.21
(e)	Other financial liabilities	7,734.85	4,722.36
		3,24,049.12	**1,85,656.22**
2	**Non-financial liabilities**		
(a)	Current tax liabilities (net)	1,567.77	126.07
(b)	Provisions	5,776.71	2,687.22
(c)	Other non-financial liabilities	760.77	364.23
		8,105.25	**3,177.52**
	TOTAL LIABILITIES	**3,32,154.37**	**1,88,833.74**
3	**Equity**		
(a)	Equity share capital	6,932.11	7,055.94
(b)	Other equity	91,472.20	89,600.38
	TOTAL EQUITY	**98,404.31**	**96,656.32**
	TOTAL LIABILITIES AND EQUITY	**4,30,558.68**	**2,85,490.06**

UGRO CAPITAL LIMITED

2. Statement of Cash Flows for the year ended March 31, 2023

(Rupees in lakh)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Cash flow from operating activities :		
Profit before tax	**8,382.84**	**2,017.78**
Adjustments for:		
Interest income on loans	(46,850.12)	(26,129.70)
Cash inflow from interest on loans	44,700.75	24,227.62
Interest income on debt securities	(248.42)	(214.29)
Interest on income tax	(6.29)	-
Employee stock option expense	256.41	(107.15)
Depreciation, amortisation and impairment	1,763.74	1,233.26
Impairment on financial instruments	5,679.99	2,941.54
Net gain on sale of financial instruments / fair valuation of financial instruments	(15,407.22)	(2,742.92)
Net loss on fair value changes	640.11	15.79
Finance cost on borrowings	25,257.97	11,066.91
Cash outflow towards finance cost borrowings	(21,763.21)	(10,116.46)
Provision for gratuity net of payment	64.15	38.19
Provision for compensated absences	316.58	116.66
Property, plant and equipment written off	7.17	-
Operating profit before working capital changes	**2,794.45**	**2,347.23**
Changes in working capital:		
(Increase)/decrease in loans	(1,25,753.63)	(1,15,181.26)
(Increase)/decrease in other non-financial assets	(2,252.98)	(1,987.92)
(Increase)/decrease in other financial assets	(1,830.23)	(111.91)
(Increase)/decrease in derivative financial assets	22.29	(22.29)
Increase/(decrease) in derivative financial liabilities	9.27	-
Increase/(decrease) in trade payables	702.33	383.61
Increase/(decrease) in other non-financial liabilities	396.54	226.59
Increase/(decrease) in other financial liabilities	2,353.10	1,086.35
Increase/(decrease) in provisions	2,684.74	1,618.35
Cash (used in) operating activities	**(1,20,874.12)**	**(1,11,641.25)**
Income taxes paid	(1,168.70)	(843.21)
Net cash (used in) operating activities (A)	**(1,22,042.82)**	**(1,12,484.46)**
Cash flow from investing activities :		
Purchase of property, plant and equipment (including capital work in progress)	(133.36)	(154.09)
Proceeds from / (Investments in) bank deposits of maturity greater than 3 months	(4,906.08)	6,975.88
Sale/realisation of investments	259.08	4,327.30
Purchase of investments	-	(5,610.75)
Interest received from investments	282.54	109.33
Payments for intangible assets	(3,956.38)	(1,300.32)
Net cash generated from / (used in) investing activities (B)	**(8,454.20)**	**4,347.35**
Cash flow from financing activities :		
Proceeds from issuance of equity share capital during the year	-	40.00
Payment for purchase of treasury shares	(2,495.26)	-
Share issue expense	(5.90)	-
Principal payment of lease liabilities	(781.38)	(407.19)
Total borrowing and debt securities repaid	(1,26,315.31)	(65,300.15)
Total borrowing and debt securities availed	2,57,534.70	1,68,013.84
Net cash generated from financing activities (C)	**1,27,936.85**	**1,02,346.50**
Net increase /(decrease) in cash and cash equivalents (A)+(B)+(C)	**(2,560.17)**	**(5,790.61)**
Cash and cash equivalents as at the beginning of the year	**6,574.94**	**12,365.55**
Cash and cash equivalents as at the end of the year	**4,014.77**	**6,574.94**
Components of cash and cash equivalents:		
Cash on hand		
Balance with banks :		
in current accounts	4,014.77	6,174.61
in Fixed deposits (maturing within a period of three months)	-	400.33
TOTAL	**4,014.77**	**6,574.94**



Notes to the Statement of Audited Financial Results for the Quarter and Year Ended March 31, 2023

3. UGRO Capital Limited ("the Company") is a Non-Deposit taking Systemically Important Non-Banking Financial Company ("NBFC-ND-SI") registered with the Reserve Bank of India ("the RBI").

4. The above audited financial results for the quarter and year ended March 31, 2023 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at their respective meetings held on May 15, 2023. The above results have been audited by the statutory auditor of the Company.

5. These financial results have been prepared in accordance with the recognition and measurement principles as laid down in the Indian Accounting Standard ("IND AS") 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 read with Regulation 63(2) of the Securities and Exchange Board of India ("SEBI") Listing Obligations and Disclosure Requirements ("LODR") Regulations, 2015 as amended from time to time.

6. The Company is engaged primarily in the business of financing and accordingly 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.

7. Disclosure pursuant to Reserve Bank of India RBI/2020-21/16 DOR.No.BP.BC/3/21.04.048/2020-21 dated 6 August 2020 pertaining to Resolution Framework for COVID-19 related stress read with RBI/2021-22/32 DOR.STR.REC.12/21.04.048/2021-22 dated May 5, 2021 pursuant to Resolution Framework 2.0 - Resolution of Covid-19 related stress of Micro, Small and Medium Enterprises (MSMEs) and disclosure pursuant to Reserve Bank of India Circular RBI/2021-22/31 DOR.STR.REC. 11/21.04.048/2021-22 dated May 5, 2021, pertaining to Resolution Framework - 2.0: Resolution of Covid-19 related stress of individuals and Small Businesses.

(Rs. in Lakh)

Type of Borrower	Exposure to accounts classified as Standard consequent to Implementation of resolution plan - Position as at September 30, 2022 (A)	Of (A), aggregate debt that slipped into NPA during the half year ended March 31, 2023	Of (A), amount written off during the half year ended March 31, 2023	Of (A), amount paid by the borrowers during the half year ended March 31, 2023	Exposure to accounts classified as Standard consequent to Implementation of resolution plan - Position as at March 31, 2023*
Personal Loans	-	-	-	-	-
Corporate Persons					
- of which, MSMEs	5,646.45	39.77	-	1,465.73	4,140.95
- Others	-	-	-	-	-
Total	5,646.45	39.77	-	1,465.73	4,140.95

* Total ECL provision for the above loans as on March 31, 2023 is Rs. 414.09 Lakh.

UGRO CAPITAL LIMITED

8. Disclosures pursuant to Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 issued by the Reserve Bank of India ("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 (the "Notification").

a. Details of transfer through Assignment in respect of loans not in default during the year ended March 31, 2023*

Sr.No.	Particulars	To Banks / NBFCs
i.	Aggregate principal outstanding of loans transferred through assignment (Rs. in Lakh)	47,746.89
ii.	Aggregate consideration received (Rs. in Lakh)	47,746.89
iii.	Weighted average Maturity of Loans (in years)	7.95
iv.	Weighted average Holding period of Loans (in years)	1.03
v.	Retention of Beneficial economic interest (in %)	11.16%
vi.	Coverage of Tangible security Coverage (in %) **	228.90%
vii.	Rating- wise distribution of rated loans	Non- Rated

Note

* 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.

b. The Company has not acquired loans not in default during the year ended March 31, 2023.

c. The Company has neither transferred nor acquired any stressed loans during the year ended March 31, 2023.

d. The rating wise distribution of Security Receipts (SRs) held by the Company as on March 31, 2023 is given below:

Ratings	Rating Agency	Amount (in INR Lakh)
IVR RR1	Infomerics Valuation and Ratings Private Limited	943.48
BW RR3	Brick Works Rating India Private Limited	805.44

9. During the year ended March 31, 2023, the Company has transferred loans amounting to Rs. 97,060.82 lakh through Co-lending arrangements to the respective participating banks which are akin to Direct assignment transaction under circular no. RBI/2020-21/63 FIDD.CO.Plan.BC.No.8/04.09.01/2020-21, dated November 05, 2020 pertaining to Co-Lending by Banks and NBFCs to Priority Sector.



10. All secured Non-Convertible Debentures ("NCDs") issued by the Company are secured by way of an exclusive and continuing charge on identified 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 asset cover as stated in the transaction documents which is sufficient to discharge the principal amount at all times for the said NCDs.

11. An Employee Benefit Trust ("Trust") has been constituted. The objective of the Trust is to distribute shares to employees under the employee benefit program. The Trust is responsible for the purchase of shares of the Company from the secondary market for the purpose of this program. The Trust is treated as an extension of the Company, hence the shares held by the Trust are treated as treasury shares. Own equity instruments so reacquired (treasury shares) are recognised at face value and deducted from Equity Share Capital to the tune of Rs. 123.83 lakh. The amount received in excess of the face value is deducted from the Securities Premium Account. Pursuant to the same, the Company has granted 11,11,929 options on October 10, 2022.

12. The Company raised equity share capital through Qualified Institutional Placement (QIP) in April 2023. The issue remained open from April 10, 2023, to April 13, 2023, and Rs. 10,149.21 lakh was raised in lieu of the same. The Company issued and allotted 66,11,325 equity shares (face value of Rs. 10 per share) at a premium of Rs. 142 per share. These shares were allotted on April 13, 2023.

13. The Company has entered into definitive share subscription agreement with Investeringsfonden for Udviklingslande (IFU) to the tune of Rs. 24,000 lakh. It is the Danish Development Finance Institution (independent Denmark government-owned fund) and an impact investor which invests to support sustainable development in developing countries and contribute to the realization of the sustainable development goals (SDGs) by creating better opportunities for people in low and middle-income countries. The said issue has been approved by the Board on April 11, 2023, and the shareholders through postal ballot on May 11, 2023. The allotment of shares under the said issue will be done within 15 days from the date of passing resolution by the shareholders.

14. During the F.Y. 2019-20 there was a demerger of Asia Pragati Capfin Private Limited into UGRO Capital Limited. By virtue of that, the Company inherited certain brought forward business losses. Out of the above, business losses to the tune of Rs. 2,468.94 lakh and Rs. 4,598.01 lakh have crossed the statutory time limit of 8 years because of loss in buoyancy of business due to COVID, hence the deferred tax assets amounting to Rs.718.96 lakh and Rs. 1,338.94 lakh respectively on the same have been reversed during the year ended March 31, 2023.

15. The figures for the quarter ended March 31, 2023, and March 31, 2022 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.



16. Information as required by Regulations 52(4) of the SEBI Listing Obligations and Disclosure Requirements ("LODR") Regulations, 2015 as amended, is attached as Annexure 1.

17. Previous period/ year figures have been regrouped/ rearranged wherever necessary, to conform with the current period presentation.

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



Shachindra Nath
Vice Chairman & Managing Director
DIN: 00510618
Mumbai
May 15, 2023

Annexure 1

Disclosures in compliance with Regulations 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as at and for the year ended March 31, 2023:

Sr. No	Particulars	Ratios
1	Debt - Equity Ratio [1]	3.20
2	Debt Service Coverage Ratio [2]	Not Applicable
3	Interest Service Coverage Ratio [2]	Not Applicable
4	Outstanding redeemable preference shares (quantity and value)	Nil
5	Capital redemption reserve (Rs. in Lakh) [3]	Not Applicable
6	Debenture redemption reserve (Rs. in Lakh) [3]	Not Applicable
7	Net worth [4] (Rs. in Lakh)	98,404.31
8	Net profit after Tax (Rs. in Lakh)	3,977.64
9	Current ratio	Not Applicable
10	Long term debt to working capital	Not Applicable
11	Bad debts to Account receivable ratio	Not Applicable
12	Current liability ratio	Not Applicable
13	Total debts to total assets [5]	0.73
14	Debtors turnover	Not Applicable
15	Inventory turnover	Not Applicable
16	Operating margin	Not Applicable
17	Net profit margin (%) [6]	5.82%
18	Sector specific equivalent ratios	
	a. Gross Stage 3 [7]	2.46%
	b. Net Stage 3 [8]	1.31%
	c. Capital to risk-weighted assets [9]	20.23%



Notes –

1. Debt - Equity Ratio = (Debt securities + Borrowings (other than debt securities)) / Total Equity.
2. Debt service coverage ratio and interest service coverage ratio is not applicable to Banks or NBFC / Housing Finance Companies registered with RBI as per Regulation 52(4) of SEBI Listing Obligations and Disclosure Requirements Regulation 2015.
3. Capital redemption Reserve / Debenture redemption reserve is not required in respect of privately placed debentures in terms of Rule 18(7)(b)(ii) of Companies (Share Capital and Debenture) Rules, 2014.
4. Net worth = Equity Share Capital + Other Equity
5. Total debts to total assets = (Debt securities + Borrowings (other than debt securities)) / Total Assets
6. Net profit margin = Net profit after tax / total income
7. Gross Stage 3 = Gross Stage 3 Loans Exposure at Default (EAD) / Gross Total Loans EAD
8. Net Stage 3 = (Gross Stage 3 Loans EAD - Impairment loss allowance for Stage 3) / (Gross Total Loans EAD - Impairment loss allowance)
9. Capital to risk-weighted assets is calculated as per the RBI guidelines.



Annexure B

Brief Profile

Sharp & Tannan, Chartered Accountants was established in 1935 and has extensive experience in assurance, advisory and other services. They have 18 Partners (and 8 equivalents), 80 qualified staff and a total staff strength of over 350. They are performing audits in various sectors and have an overall experience of auditing over 45 listed companies (past and present). They are currently present in 9 cities across India.

Annexure C

Details with respect to change of Directors of the Company as required under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated 09th September, 2015:

Sr. No.	Particulars	Mr. Satyananda Mishra (DIN: 01807198)	Mr. Rajeev Agarwal (DIN: 07984221)	Mr. Karuppasamy Singam (DIN: 03632212)
1	**Reason for Change viz., appointment, resignation, removal, death or otherwise**	Reappointment as Independent Director of the Company for a second term of five (5) years with effect from 5th July 2023, subject to the approval of members of the Company.		
2	**Date of cessation & Term of appointment**	with effect from 5th July 2023 subject to approval of the members of the Company for a second term of five years till 4th July, 2028.		
3	**Brief profile**	Satyananda Mishra, aged 74 years, is the Non-Executive Chairman (Independent Director) of our Company. He holds a degree of M.A. in English literature from Utkal University; M.Sc. degree from the London School of Economics on Policy Planning for Developing Countries, Ravenshaw University in Odisha had conferred an honorary D. Litt on him for his contribution to public administration. He has completed a course in leaders in development, Managing Political and Economic Change from Harvard University, John F. Kennedy, School of Government. He is the former Chief	Rajeev Krishnamuralilal Agarwal, aged 64 years, is the Independent Director of our Company. He has nearly three decades of experience in the Indian financial services sector and has worked with some highly reputed organizations such as the Securities and Exchange Board of India, Forward Markets Commission, and Indian Revenue Service. As SEBI Board Member he has handled the policy of important departments dealing with markets in Equity, Bonds, Currency and Commodities,	Karuppasamy Singam, aged 69 years, is the Independent Director of our Company. He is a M. A. in Economics, a Certified Associate (CAIIB); Honorary Fellow of Indian Institute of Banking & Finance and holds a Post Graduate Diploma in Bank Management (PGDBM) from National Institute of Bank Management (NIBM), Pune. He has served as the executive Director of Reserve Bank of India and as the RBI Nominee Director at Indian Bank.

		Information Commissioner of India and has a diverse and exemplary career of more than forty one years in public service. He was the Managing Director of MP Small Industries Corporation and the Development Commissioner of Small Industries in the Government of India. He held the post of Principal Secretary of both Public Health Engineering and Public Works Department of Madhya Pradesh. His last posting in the Central Government was in the department of Personnel Training, first as Establishment Officer and Secretary to the Appointments Committee of the Cabinet (ACC) and later as the Secretary to the Government in the same department. He served as the Director of Small Industries Development Bank of India until 2018.	Mutual Funds, Foreign Investors including Pension Funds, International Affairs, Capital Raising, Surveillance & Enforcement. He has wide experience in dealing with global peer regulators and global organization like International Organization of Securities Commission, Financial Stability Board and Pacific Pension Investment Institute, San Francisco and global stock exchanges etc. He has served on the Board of Governor of National Institute of Securities market (NISM) for more than 4 years. Presently he is running an Advisory – advising Indian Corporates / FII and startups on regulatory issues, corporate governance. He is an alumnus of The Indian Revenue Service (Batch of 1983) and the Indian Institute of Technology, Roorkee with a Bachelors in Technology.	

4	**Disclosure of relationships between directors (in case of appointment of a director).**	Mr. Satyananda Mishra is not related to any Director of the Company.	Mr. Rajeev K Agarwal is not related to any Director of the Company.	Mr. Karuppasamy Singam is not related to any Director of the Company.
5	**Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively.**	Mr. Mr. Satyananda Mishra, Mr. Rajeev K Agarwal and Mr. Karuppasamy Singam are not debarred from holding office of Director by virtue of any SEBI Order or any other such authority.		

Annexure D

ALTERATION OF THE ARTICLES OF ASSOCIATION

Clause	Existing Provision	Revised provision
--	--	**Article 3. Board of Directors** **3.11** The Board shall appoint the person nominated by Debenture Trustee as a Director of the Company in terms of clause (e) of sub regulation (1) of regulation 15 of the SEBI (Debenture Trustees) Regulations, 1993.
4.2	Further, an Independent Director who resigns or is removed from the Board shall be replaced by a new Independent Director by the Company at the earliest but not later than the immediate next meeting of the Board or 3 (three) months from the date of such vacancy, whichever is later.	Further, an Independent Director who resigns or is removed from the Board shall be replaced by a new Independent Director by the Company at the earliest but not later than 3 (three) months from the date of such vacancy, if the constitution of the Board does not fulfill the criteria of minimum number of independent directors prescribed under the provisions of Listing Regulation, the Act or these Articles.
4.5	The Independent Directors in the meeting referred in Paragraph 5.4 above shall, inter alia: a) review the performance of non-Independent Directors and the Board as a whole; b) review the performance of the Chairman of the Board, taking into account the views of executive directors and non-executive Directors; c) assess the quality, quantity and timeliness of flow of information between the Management team and the Board that is necessary for the Board to effectively and reasonably perform their duties.	The Independent Directors in the meeting referred in Paragraph 4.4 above shall, inter alia: a) review the performance of non-Independent Directors and the Board as a whole; b) review the performance of the Chairman of the Board, taking into account the views of executive directors and non-executive Directors; c) assess the quality, quantity and timeliness of flow of information between the Management team and the Board that is necessary for the Board to effectively and reasonably perform their duties.
14.2	The notice for any Board meeting and meeting of any Board Committees shall be sent to the Directors at least 15 (fifteen) Business Days prior to the meeting together with the agenda; provided however, that any Board meeting may be held by providing	The notice for any Board meeting and meeting of any Board Committees shall be sent to the Directors at least 7 (seven) Days prior to the meeting together with the agenda; provided however, that any Board meeting may be held by providing shorter notice if consent to such Board Meeting is given in writing or by

	shorter notice if consent to such Board Meeting is given in writing or by electronic mode by all the Directors entitled to vote at such meeting. Such notice shall also contain all the relevant documents and supporting information for the same.	electronic mode by all the Directors entitled to vote at such meeting. Such notice shall also contain all the relevant documents and supporting information for the same.
14.4	The quorum for a meeting of the Board shall require the presence of at least 9 (nine) Directors, or a higher number of Directors, as prescribed under the Act, including the presence of at least half of the total nominee directors appointed by the Large Shareholders.	The quorum for a meeting of the Board shall require the presence of at least 9 (nine) Directors, or a higher number of Directors, as prescribed under the Act, including the presence of at least half of the total nominee directors appointed by the Large Shareholders. However, in the event where at least half of the nominee directors appointed by the Large Shareholders are not able to attend a meeting, then presence of the remaining directors attending such meeting shall form a quorum subject to compliance with the extant provisions on quorum under the applicable laws and a written consent being obtained from such nominee directors who are not able to attend the meeting.
14.10.bb	formulate, adopt or amend the terms of the Manual of Authority or any policy constituted under this Articles including, but not limited to, the policies referred to in Paragraphs 20.8 and 20.9;	formulate, adopt or amend the terms of the Manual of Authority or any policy constituted under this Articles.
15.2	The prior written notice of at least 21 (twenty one) Business Days for a General Meeting shall be given to all shareholders of the Company either in writing or through electronic mode; provided however, that any General Meeting may be held on shorter notice if consent is given in writing or by electronic mode by not less than 95% (ninety five percent) of the members entitled to vote at such meeting. All notices shall be accompanied by an agenda setting out the particular business proposed to be transacted at such General Meeting. Every notice shall specify the place, date and hour of	The prior written notice of at least 21 (twenty one) Days before the General Meeting shall be given to all shareholders of the Company either in writing or through electronic mode; provided however, that any General Meeting may be held on shorter notice if consent is given in writing or by electronic mode by not less than 95% (ninety five percent) of the members entitled to vote at such meeting. All notices shall be accompanied by an agenda setting out the particular business proposed to be transacted at such General Meeting. Every notice shall specify the place, date and hour of the General Meeting and shall contain an agenda and accompanying materials with a statement of the business to be transacted

	the General Meeting and shall contain an agenda and accompanying materials with a statement of the business to be transacted thereat and where any such business consists of special business, as defined under the Act, there shall be annexed to the notice an explanatory statement in accordance with Section 102 (statement to be annexed to notice) of the Act. No business shall be transacted at any General Meeting duly convened and held other than that specified in the notice.	thereat and where any such business consists of special business, as defined under the Act, there shall be annexed to the notice an explanatory statement in accordance with Section 102 (statement to be annexed to notice) of the Act. No business shall be transacted at any General Meeting duly convened and held other than that specified in the notice.
15.3.c	any matter referred to in Paragraph 15.10 and such other matters as the Board may resolve from time to time that requires the approval of two- thirds of the Votes cast at a General Meeting.	any matter referred to in Paragraph 14.10 and such other matters as the Board may resolve from time to time that requires the approval of two- thirds of the Votes cast at a General Meeting.