

UGRO CAPITAL LIMITED (Formerly known as Chokhani Securities Limited) Registered Office: 4th Floor, Tower 3 -West Wing, Equinox Business Park, LBS Road, Kurla (West), Mumbai City MH 400070 Tel no. : +91 22 48918686, E-mail: yougrow@ugrocapital.com, Website: www.ugrocapital.com CIN:L67120MH1993PLC070739							
Statement of Unaudited Financial Results For The Quarter and Half Year Ended 30 September, 2020							
Sr No	Particulars	Quarter ended			Half year Ended		Rs. In Lacs
		30 Sep, 2020	30 Jun, 2020	30 Sep, 2019	30 Sep, 2020	30 Sep, 2019	Year Ended
		Reviewed	Reviewed	Reviewed	Reviewed	Reviewed	Audited
1	Revenue from operations						
	(a) Interest Income	3,408.02	3,062.10	1,632.92	6,470.12	2,518.73	7,889.19
	(b) Net gain on derecognition of financial instruments	36.93	-	-	36.93	-	-
	(c) Dividend Income	-	-	-	-	17.40	17.40
	(d) Fair Value Adjustment for Investment	-	-	140.46	-	411.64	123.95
	(e) Profit on Sale of Investments	4.34	148.20	385.94	152.54	686.63	1,569.71
	(f) Other Operating Income	32.80	0.23	6.68	33.03	26.06	69.12
2	Other Income	-	-	-	-	250.00	845.00
3	Total Revenue (1 + 2)	3,482.09	3,210.53	2,166.00	6,692.62	3,910.46	10,514.37
	Expenses						
	(a) Employee benefits expense	1,074.95	1,110.23	1,395.46	2,185.18	2,516.22	4,714.80
	(b) Finance cost	964.27	683.52	116.80	1,647.79	202.06	1,367.30
	(c) Depreciation and amortization expenses	288.29	270.83	173.20	559.13	301.65	739.35
	(d) Impairment of financial instruments	392.66	115.34	250.31	507.99	317.28	1,023.41
	(e) Fair Value Adjustment for Investment	0.51	131.88	-	132.39	-	-
	(f) Other expenses	487.43	485.54	841.02	972.98	1,406.57	2,337.72
	Total expense	3,208.11	2,797.34	2,776.79	6,005.46	4,743.78	10,182.58
5	Profit/(Loss) before tax (3-4)	273.98	413.19	(610.79)	687.16	(833.32)	331.79
	Tax expense						
6	(a) Current Tax	96.17	115.90	-	212.07	-	296.31
	(b) Deferred Tax	(1,539.90)	(75.51)	(21.72)	(1,615.41)	(60.61)	(1,916.38)
7	Profit/(Loss) for the period (5-6)	1,717.71	372.80	(589.07)	2,090.50	(772.71)	1,951.86
8	Other Comprehensive income (net of tax)	6.09	5.92	2.64	12.01	2.96	0.02
9	Total comprehensive income (7+8)	1,723.80	378.72	(586.43)	2,102.51	(769.75)	1,951.88
10	Earning per Share (Face Value of Rs 10 each)						
	Basic (in rupees)	2.41	0.53	(0.91)	1.47	(1.20)	2.95
	Diluted (in rupees)	2.41	0.53	(0.87)	1.47	(1.14)	2.87
		Not annualised	Not annualised	Not annualised	Not annualised	Not annualised	Annualised

Notes to Statement of Unaudited Financial Results for the quarter and half year ended September 30, 2020:

1. Statement of Assets and Liabilities as at 30 September, 2020

		(Rs. In Lacs)	
Sr No	Particulars	As at Sep 30, 2020	As at March 31, 2020
		Reviewed	Audited
	Assets		
	Financial assets		
(a)	Cash and cash equivalents	12,073.07	874.64
(b)	Bank balances other than cash and cash equivalents	16,780.99	14,091.32
(c)	Trade receivables	3.09	657.93
(d)	Loans	96,031.57	83,229.73
(e)	Investments	-	7,250.81
(f)	Other financial assets	4,209.47	8,328.15
	Non-financial assets		
(a)	Current tax assets (net)	-	143.72
(b)	Deferred tax assets (net)	3,767.09	2,156.31
(c)	Property, plant and equipment	512.47	586.82
(d)	Right of use asset	1,190.47	1,344.01
(e)	Intangible assets under development	263.16	93.96
(f)	Other intangible assets	2,017.82	1,839.34
(g)	Other non-financial assets	941.15	641.06
	TOTAL ASSETS	1,37,790.35	1,21,237.80
	II. LIABILITIES AND EQUITY		
	LIABILITIES		
	Financial liabilities		
(a)	Payables		
	(A) Trade payables	568.20	1,049.14
	(B) Other payables	374.47	371.36
(b)	Debt securities	14,408.73	5,009.41
(c)	Borrowings	24,008.34	20,444.46
(d)	Other financial liabilities	3,630.93	1,862.43
	Non-financial liabilities		
(a)	Current tax liabilities (net)	32.18	-
(b)	Provisions	280.58	199.72
(c)	Other non-financial liabilities	95.38	148.92
	Equity		
(a)	Equity share capital	7,052.86	7,052.86
(b)	Other equity	87,338.68	85,099.50
	TOTAL LIABILITIES AND EQUITY	1,37,790.35	1,21,237.80

2. Statement of cash flows for the Half Year Ended 30 September, 2020

(Rs. In Lacs)

Particular	For the Half Year Ended September 30, 2020	For Year Ended March 31, 2020
Cash flow from operating activities :		
Net profit before tax	687.16	331.79
Adjustments for:		
Employee stock option expense	136.69	348.74
Dividend income	-	(17.40)
Depreciation expense	559.13	739.35
Impairment on financial instruments	507.99	1,023.41
Net gain on sale of financial instruments / fair valuation of financial instruments	(20.14)	(1,693.66)
Provision for gratuity	18.81	31.27
Provision for compensated absences	78.68	99.60
Operating profit before working capital changes	1,968.32	863.10
Movements in working capital:		
<i>(Increase) / Decrease in Assets</i>		
(Increase) / Decrease in loans	(13,309.82)	(76,363.69)
(Increase) / Decrease in receivable	654.83	(425.93)
(Increase) / Decrease in non financial assets	(300.09)	(160.56)
(Increase) / Decrease in financial assets	4,118.67	(4,162.82)
<i>Increase / (Decrease) in Liability</i>		
Increase / (Decrease) in trade payables	(477.83)	386.13
Increase/ (Decrease) in other non-financial liabilities	(53.55)	(7.41)
Increase / (Decrease) in other financial liabilities	1,908.02	281.50
(Increase) / Decrease in Working Capital	(7,459.77)	(80,452.78)
Cash used in operations	(5,491.45)	(79,589.68)
Income taxes paid	(36.17)	(290.96)
Net cash used in operating activities (A)	(5,527.62)	(79,880.64)
Cash flow from investing activities :		
Payments for property, plant and equipment	(0.73)	(335.18)
Dividend income	-	17.40
Proceeds / (Investment) in bank deposits of maturity greater than 3 months	(2,689.68)	13,728.84
Sale of investments	8,172.92	1,97,373.62
Purchase of investments	(901.96)	(1,92,251.91)
Payments for intangible assets	(653.97)	(659.96)
Net cash (used in) / generated from investing activities (B)	3,926.58	17,872.81
Cash flow from financing activities :		
Proceeds received against partly paid share warrants	-	6,612.00
Principal payment of lease liabilities	(163.72)	(246.97)
Proceeds from borrowings through secured non convertible debenture	9,399.31	5,009.41
Proceeds from borrowings from banks and financial institutions (net of repayment)	3,563.88	19,470.86
Share conversion expenses	-	(32.31)
Share issue expenses	-	(17.50)
Net cash generated from financing activities (C)	12,799.47	30,795.49
Net Increase / (decrease) in cash and cash equivalents (A+B+C)	11,198.43	(31,212.34)
Cash and cash equivalents at the beginning of the year	874.64	32,086.98
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	-	-
Cash and cash equivalents at the end of the year	12,073.07	874.64

3. UGRO Capital Limited ('the Company') is a Non-Banking Financial Company ('NBFC') registered with the Reserve Bank of India.
4. The Unaudited Financial Results for the quarter and half year ended September 30, 2020 have been reviewed by the Audit Committee and subsequently approved by the Board of Directors of the Company at their respective meetings held on November 12, 2020. The above results have been subjected to limited review by the statutory auditors 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")- 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 ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by Circular No. CIR/IMD/DF1/69/2016 dated August 10, 2016 in continuation to Circular No. CIR/CFD/FAC/62/2016 dated July 05, 2016 and in compliance of the Companies (Indian Accounting Standards) Rules, 2015, in Division III of Notification No. GSR (E) dated October 11, 2018, issued by the Ministry of Corporate Affairs, Government of India.
6. The Company is mainly engaged in the business of lending and investing and primarily deals in financing Small and mid-size enterprise and Micro, Small and Medium Enterprise Sectors. Accordingly, there is no separate reportable segment, as per the Ind AS 108 "Operating Segments".
7. In assessing the recoverability of loans, receivables, intangible assets, and deferred tax asset, the Company has considered internal and external sources of information, including credit reports, economic forecasts and industry reports upto the date of approval of these financial results. The Company has performed analysis on the assumptions used and based on current indicators of future economic conditions, the carrying amount of these assets represent the Company's best estimate of the recoverable amounts. The Company has estimated and recognised an additional expected credit loss on certain financial assets, on account of the anticipated effect of the global health pandemic. As a result of the uncertainties resulting from COVID-19, the impact of this pandemic may be different from those estimated as on the date of approval of these financial results and the Company will continue to monitor any changes to the future economic conditions. The Company has been duly servicing its debt obligations, maintains healthy Capital Adequacy ratio and has adequate capital and financial resources to run its business.

8. Moratorium in accordance with the Reserve Bank of India (RBI) guidelines:

The RBI has issued guidelines relating to COVID-19 Regulatory Package dated March 27, 2020, April 17, 2020 and May 23, 2020 and in accordance therewith, the Company has offered a moratorium of six months on the payment of instalments falling due between March 01, 2020 and August 31, 2020 to eligible borrowers. For all such loan asset accounts classified as standard and overdue below 90 days as on February 29, 2020, where the moratorium is granted, the asset classification both, as per the RBI's income recognition and asset classification norms and for determining the staging of such assets to determine the expected credit loss allowance as per the model approved by the Board of Directors of the Company, will remain at a standstill during the moratorium period (i.e. the number of days past due shall exclude the moratorium period for the purposes of asset classification)

9. Disclosure pursuant to Reserve Bank of India Circular DOR.No.BP.BC.63/21.04.048/2019-20 dated April 17, 2020 pertaining to Asset Classification and Provisioning in terms of COVID-19 - Regulatory Package.:

Rs. In Lacs	
Particulars	As at 30 Sept 2020
Respective amounts in SMA/overdue categories, where the moratorium /deferment was extended *	61,167.57
Respective amounts where asset classification benefits is extended**	962.93
Provisions made on cases where asset classification benefit is extended***	Nil
Provisions adjusted during the respective accounting period against the slippages and the residual provision	Nil

* Outstanding as on September 30, 2020 on account of all cases where moratorium benefit is extended by the Company up to August 31, 2020.

** Outstanding on account of cases where the asset classification benefit is extended as on September 30, 2020 for cases which were entitled to a moratorium until August 31, 2020. These include accounts which are overdue as on September 30,2020 but not overdue as on February 29,2020.

*** The Company, being NBFC, has complied with Ind-AS and ECL policy duly approved by the Board for recognition of the impairment.

10. Disclosure pursuant to Reserve Bank of India Circular DOR.No.BP.BC/4/21.04.048/2020-21 dated August 06 2020 pertaining to Micro, Small and Medium Enterprises (MSME) sector – Restructuring of Advances :

No. of accounts restructured	Amount (In Lacs)
7	157.93

11. In terms of the requirement as per RBI notification no. RBI/2019-20/170 DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated March 13, 2020 on Implementation of Indian Accounting Standards, Non-Banking Financial Companies (NBFCs) are required to create an impairment reserve for any shortfall in impairment allowances under Ind AS 109 and Income Recognition, Asset Classification and Provisioning (IRACP) norms (including provision on standard assets). The impairment allowances under Ind AS 109 made by the company exceeds the total provision required under IRACP (including standard asset provisioning), as at September 30, 2020 and accordingly, no amount is required to be transferred to impairment reserve.
12. The Honourable Supreme Court of India, in a public interest litigation vide an interim order dated September 03, 2020, has directed that accounts which were not declared Non-Performing Assets (NPA) till August 31, 2020 shall not be declared as NPA till further orders. Basis the said interim order, the Company has not classified any standard account as Non-Performing Asset (NPA) which were not declared as NPA till August 31, 2020. However, such accounts have been classified as stage 3 and provisioned accordingly.
13. The Government of India, Ministry of Finance, vide its notification dated October 23, 2020, had announced COVID-19 Relief Scheme for grant of ex-gratia payment of difference between compound interest and simple interest for six months to borrowers in specified loan

accounts ("the Scheme"), as per the eligibility criteria and other aspects specified therein and irrespective of whether RBI moratorium was availed or not. The Company has commenced working on the operational aspects of the Scheme. On the basis of the initial assessment made by the Company, the implementation of the Scheme does not have a material impact on the income statement of the Company.

14. The Indian Parliament has approved the Code on Social Security, 2020 which may impact the contributions by the Company towards Provident Fund and Gratuity. The effective date from which the changes are applicable is yet to be notified and the rules for quantifying the financial impact are yet to be determined. The Company will complete their evaluation and will give appropriate impact in the financial statements in the year in which, the Code becomes effective and the related rules to determine the financial impact are notified.
15. During the quarter ended September 30, 2020, the Company has granted 4,31,922 options under the prevalent employee stock option scheme of the Company. The Company has booked an expense amounting to Rs 136.69 Lacs based on a fair value model on all ESOP's outstanding as at September 30, 2020.
16. Previous period/year figures have been regrouped / rearranged wherever necessary, to confirm with the current period presentation.

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



Shachindra Nath
Executive Chairman & MD
DIN: 00510618
Gurugram

Annexure A:

Disclosure under Regulation 52 and Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended September 30, 2020.

1. Credit Rating

Particulars	Rating Agency	Rating
NCD's issued on Private Placement basis		
Long Term Instrument – Secured NCD	Acuite Ratings & Research Limited	ACUITE A /stable
CP's issued on Private Placement basis		
Short Term Instrument – Secured CP	Acuite Ratings & Research Limited	ACUITE A1

2. Debt Equity Ratio

Debt Equity Ratio of the Company as on September 30, 2020 is 0.41 as per Unaudited Financial Results of the Company.

3. Previous due date for the payment of Interest/Principal – The Non-Convertible Debentures (NCDs) were redeemed on April 13, 2020 as per terms given under Disclosure Documents dated September 26, 2019.

4. Next due date for the payment of interest/principal along with amount of interest

Sr No.	ISIN	Interest	Principal
1	INE583D07059	11-Sep-21	NIL
		11-Mar-22	11-Mar-22
2	INE583D07026	08-Jun-21	NIL
		08-Jun-22	NIL
		08-Jun-23	08-Jun-23
3	INE583D07042	26-Jun-21	NIL
		26-Dec-21	26-Dec-21
4	INE583D14014	NIL	15-Jul-21

5. Outstanding redeemable preference shares: NIL

Details of Outstanding NCDs:

Sr. No	ISIN	No. of NCDs	Amount of Issue (In Lakhs)	Credit Rating
1	INE583D07026	500	5000	ACUITE A /stable
2	INE583D07042	500	5000	
3	INE583D07059	350	3500	

Details of Outstanding Commercial Paper:

Sr. No	ISIN	No. of CPs	Amount of Issue (In Lakhs)	Credit Rating
1	INE583D14014	200	1000	ACUITE A1

6. Asset Cover available:

Sr. No	ISIN	Assets Cover (In Lakhs)
1	INE583D07026	6000.39
2	INE583D07042	5251.56
3	INE583D07059	4212.79

7. Debenture Redemption Reserve (DRR):
 - a. No DRR is required in respect of privately placed debentures in terms of Rule 18(7)(b)(ii) of the Companies (Share Capital and debentures) Rules 2014.
8. Debt Service Coverage Ratio: 43.70%
9. Interest Service Coverage Ratio: 151.26%
10. Net Worth: Rs 91,809.62 Lacs
11. Net Profit / (Loss) After Tax: Rs 2,090.50 Lacs
12. Earnings Per Share (Basic): Rs 1.47
Earnings Per Share (Diluted): Rs 1.47



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Independent Auditor's Review Report on unaudited quarterly and year to date financial results of the Company pursuant to the Regulation 33 and Regulation 52 read with Regulation 63(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

**The Board of Directors
UGRO CAPITAL LIMITED**

1. We have reviewed the accompanying statement of unaudited financial results of **UGRO CAPITAL LIMITED** ('the Company') for the quarter and half year ended September 30, 2020 ('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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('the Regulation').
2. This Statement, which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (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 financial results are free of material misstatements. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the Statement prepared in accordance with the recognition and measurement principles laid down in Ind AS 34, prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting principles generally accepted in India has not disclosed the information required to be disclosed in terms of the Regulation including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. As described in Note 7 to the Statement, the extent to which the COVID-19 pandemic will impact the Company's financial performance is dependent on future developments, which are highly uncertain.

Our conclusion is not modified in respect of this matter.

6. The Statement of the Company for the year ended March 31, 2020, was audited by another auditor whose report dated May 20, 2020, expressed an unmodified opinion on that Statement.

The Statement of the Company for the quarter and half year ended September 30, 2019 and for the quarter ended June 30, 2020, was reviewed by another auditor whose report dated November 11, 2019 and August 12, 2020 respectively, expressed an unmodified conclusion on those Statements.

Our conclusion is not modified in respect of these matters.

For MSKA & Associates
Chartered Accountants
ICAI Firm Registration No.105047W

**Swapnil
Subhash
Kale**

Digitally signed by
Swapnil Subhash
Kale
Date: 2020.11.12
20:46:21 +05'30'

Swapnil Kale
Partner
Membership No.: 117812
UDIN: 20117812AAABAF8988

Mumbai
November 12, 2020