



YARDI PRABHU & ASSOCIATES LLP

CHARTERED ACCOUNTANTS



Certificate for Security Cover by Debenture Trustee in respect of Listed Debt securities of the Listed entity

To
IDBI Trusteeship Services Limited (ITSL)
Tel: (022) 40807029, Mob: (91)8097474681,
Universal Insurance Building,
Ground Floor, Sir P.M. Road,
Fort, Mumbai – 400001.

Security Coverage certificate as per Chapter V of SEBI circular no. SEBI/HO/DDHS-PoD3/P/CIR/2024/46 dated 16th May 2024 & Regulation 56(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (the "Regulations") for the quarter ended 30th September 2024 in respect of M/s UGRO CAPITAL LIMITED ("the Company") bearing CIN: L67120MH1993PLC070739.

1. The IDBI Trusteeship Services Limited (ITSL) (referred to as the Company's Debenture Trustee) has requested us by engagement letter dated 03rd May 2023 to certify the particulars contained in the accompanying Security Cover Certificate as on **30th September 2024** (the 'Statement') ('Annexure I') of **M/s UGRO CAPITAL LIMITED (the 'Company')**. This Statement has been prepared by the Company and certified by the company's statutory auditor to comply with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended till date (referred to as the 'Regulations') for the purpose of its onward submission to the "Security Exchange Board of India" (SEBI) (referred to as the "Regulatory Authority").

Management's responsibility for the Statement

2. The preparation of the accompanying "**Annexure I**" from the unaudited books of accounts and unaudited financial results of the Company for the quarter ended **September 30th, 2024**, and other relevant records and documents is the responsibility of the Management of the Company, including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes designing, implementing, and maintaining internal control relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
3. The Management is also responsible for maintenance of Security cover and compliance.



The Debenture Trustee's responsibility for the Statement

4. ITSL on a quarterly basis provides the certified market value of assets based on the due diligence carried out by it or its appointed agencies, as applicable.
5. To provide the particulars contained in the aforesaid statement with respect to the book value of assets charged against the listed debt securities issued by the company are in agreement with the unaudited books of accounts and unaudited financial results for the quarter ended **September 30th, 2024**, and other relevant records and documents maintained by the company.

Independent Chartered Accountants responsibility for the Statement

6. Pursuant to the request from ITSL, being the company's Debenture Trustee, it is our responsibility to provide limited assurance on whether the Company has maintained the required Security cover (as set out in the Statement) as per the requirements of Debenture Trust Deeds (DTDs) for all outstanding listed NCDs and nothing has come to our attention that causes us to believe that the Statement and calculation thereof is not arithmetically accurate.
7. We have performed the following procedures in relation to the Statement-
 - i. Traced the amounts forming part of the Statement with the unaudited financial statements, underlying books of account and other relevant records and documents maintained by the Company for the quarter ended 30th September 2024 and verified the arithmetical accuracy of the same.
 - ii. Verified the security cover certificate issued by the statutory auditor of the Company i.e., M/s Sharp & Tannan Associates (Date- 22.10.2024, UDIN-24037457BKGMEKD8733).
 - iii. Examined and verified the arithmetical accuracy of the Computation of security cover in the accompanying statement.
 - iv. Verified the market value wherever applicable with valuation reports provided by the ITSL.
8. We conducted our examination of the "Annexure I" in accordance with the Guidance Note on Reports or Certificates for Special Purposes (the "Guidance Note") issued by the Institute of Chartered Accountant of India (ICAI) and the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013 in so far as applicable for the purpose of this Certificate, which includes the concepts of test checks and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
9. We have complied with the relevant applicable requirements of the Standard on Quality Control ('SQC') 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



Conclusion

10. Based on the procedures mentioned above, according to information and explanation given to us by the management of the Company:

- i. The Financial information as stated in the security cover certificate as of September 30th, 2024, has been correctly extracted from the unaudited financial results of the company for the quarter ending September 30th, 2024.
- ii. The security Cover on market values provided by the Company is 1.15 times of the amount borrowed through non-convertible debentures.

Restriction on use

11. This certificate has been issued at the request of the ITSL (company's debenture trustee) with the aforesaid Regulations. As a result, this certificate may not be suitable for any other purpose and is intended solely and entirely for the above-mentioned purpose. Accordingly, our certificate should not be quoted or referred to in any other document or made available to any other person or persons without our prior written consent. Also, we neither accept nor assume any duty or liability for any other purpose or to any other party to whom our certificate is shown or into whose hands it may come without our prior consent in writing. Our liability for this certificate under any circumstances will not exceed the fees charged towards this assignment.

FOR YARDI PRABHU & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
FRN - 111727W/W100101


RAHUL RINGE
M. NO. 116172
PARTNER
UDIN: 24116172BKCPUM8030



PLACE : MUMBAI
DATED: 12.12.2024

Annexures:

- i) Annexure I - Security Cover Certificate for 30.09.2024 prepared by Management of Company.
- ii) Independent Auditor's Certificate certifying the Security Cover in respect of Listed Secured Redeemable Non-Convertible Debentures prepared by M/s Sharp & Tannan Associates (Date- 22.10.2024).
- iii) Unaudited Financial results for the quarter ended 30.09.2024.

UGRO CAPITAL LTD

Annexure I

Security cover certificate as per Regulation 54(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as on September 30th 2024

(Rs. In Crores)

Column A Particulars	Column B Description of asset to which this certificate relate	Column C Exclusive Charge	Column D Exclusive Charge	Column E Part-Passu Charge	Column F Part-Passu Charge	Column G Part-Passu Charge	Column H Assets not offered as Security (3)	Column I Elimination (amount in negative)	Column J Debt not backed by any assets offered as security (applicable only for liability side)	Column K Total (C to J)	Column L Market Value for Assets charged on Exclusive basis	Column M Carrying/ book value for assets where market value is not ascertainable or applicable (For Eg. Bank Balance DSRA market value is not applicable)	Column N Market Value for Part passu charge Assets	Column O Carrying value/ book value for part passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance DSRA market value is not applicable)	Column P Total Value (=L+M+N+O)
		Debt for which this certificate being issued (1)	Other Secured Debt (2)	Debt for which this certificate being issued	Assets shared by part passu debt holder (includes debt for which this certificate is issued & other debt with part-passu charge)	Other assets on which there is part-passu charge (excluding items covered in column F)		Debt amount considered more than once (due to exclusive plus part passu charge)							
ASSETS :		Book Value	Book Value	Yes/ No	Book Value	Book Value							Relating to Column F		
Property Plant and Equipment				No			11.40			11.40					
Capital work in progress				No						0.00					
Right to use Assets				No			49.53			49.53					
Goodwill				No						0.00					
Intangible Assets				No			75.08			75.08					
Intangible Assets under development				No			5.24			5.24					
Investments				No			67.80			67.80					
Loans		868.89	4,234.66	No			1,256.24			6,359.79		868.89			868.89
less- impairment loss allowance as per IND AS										-					
Inventories				No						-					
Trade Receivables				No						-					
Cash and Cash Equivalents				No			213.84			213.84					
Bank balance				No						-					
Other than Cash and Cash Equivalents				No			374.39			374.39					
Other				No			351.89			351.89					
Total Assets		868.89	4,234.66	No	-	-	2,405.41			7,508.96		868.89			868.89



Continued....

Column A Particulars	Column B Description of asset to which this certificate relate	Column C Exclusive Change	Column D Exclusive Change	Column E Pari-Passu Charge	Column F Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Column G Other assets on which there is pari-passu charge (excluding items covered in column F)	Column H Assets not offered as Security (3)	Column I Elimination (amount in negative)	Column J Debt not backed by any assets offered as security (applicable only for liability side)	Column K Total (C to J)	Column L Market Value for Assets charged on Exclusive basis	Column M Carrying/ book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance DSRA market value is not applicable)	Column N Market Value for Pari passu charge Assets	Column O Carrying value/ book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance DSRA market value is not applicable)	Column P Total Value (=L+M+N+O)
		Debt for which this certificate being issued (1)	Other Secured Debt (2)	Debt for which this certificate being issued	Assets shared by pari passu debt holder (includes debt for which this certificate is issued & other debt with pari-passu charge)	Other assets on which there is pari-passu charge (excluding items covered in column F)	Assets not offered as Security (3)	Elimination (amount in negative)	Debt not backed by any assets offered as security (applicable only for liability side)	Total (C to J)	Market Value for Assets charged on Exclusive basis	Carrying/ book value for exclusive charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance DSRA market value is not applicable)	Market Value for Pari passu charge Assets	Carrying value/ book value for pari passu charge assets where market value is not ascertainable or applicable (For Eg. Bank Balance DSRA market value is not applicable)	Total Value (=L+M+N+O)
LIABILITIES :		Book Value	Book Value	Yes/ No	Book Value	Book Value								Relating to Column F	
Debt securities to which this certificate pertains (4)		757.73		No						757.73		757.73			757.73
Other debt sharing pari-passu charge with above debt				No											
Other Debt				No											
Subordinated debt				No											
Borrowings (5)			819.99	No					34.85	854.87					
Bank (6)			2,403.10	No					267.2	2,403.10					
Debt Securities (CP & NCD)			595.85	No						863.05					
Others (ECB & PTC)	Not to be filed		431.47	No						431.47					
Trade payables				No					1.53	1.53					
Subordinated liability				No					33.58	33.58					
Lease Liabilities				No						0.00					
Provisions				No					83.04	83.04					
Others (7)				No					122.76	122.76					
Total		757.73	4,250.44						542.96	5,551.13		757.73			757.73
Cover on Book Value		1.15	1.00												
Cover on Market Value (8)		1.15													1.15

**Note**

- (1) This column shall include book value of assets having exclusive charge and outstanding book value of debt for which this certificate is issued.
- (2) This column shall include book value of assets having exclusive charge and outstanding book value of all corresponding debt other than Column D.
- (3) This column shall include all those assets which are not charged and shall include all unsecured borrowings and shall include only those assets which are paid for.
- (4) Debt securities to which this certificate pertains include principal outstanding + Interest accrued - Ind AS Adjustment.
- (5) Borrowing includes borrowing from the financial institution (principal outstanding + Interest accrued - Ind AS Adjustment).
- (6) Bank includes borrowing from the bank (principal outstanding + Interest accrued - Ind AS Adjustment).
- (7) Other doesn't include equity share capital & other equity.
- (8) The market value shall be calculated as per the total value of assets mentioned in column P.