

31st July 2024

**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 31st July 2024

Dear Sir/ Madam,

We wish to inform you that in furtherance to our intimation dated 29th June 2024 and in accordance with Regulation 30 read with Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby inform that the Board of Directors at their meeting held today i.e. Wednesday, 31st July 2024, has, inter alia, considered and approved the following:

1. the Unaudited Financial Results (“Results”) for the quarter ended 30th June 2024 and took on record the Limited Review Report (“LRR”) thereon pursuant to Regulation 33 and 52 of Listing Regulations issued by M/s Sharp & Tannan Associates, Chartered Accountants, the Statutory Auditors of the Company;
2. Increase in the authorised share capital of the Company to Rs. 215,00,00,000/- (Rupees Two Hundred Fifteen Crores only) divided into 19,45,00,000 (Nineteen Crores Forty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 2,05,00,000 (Two Crores Five Lakhs) preference shares of Rs. 10/- each, from Rs. 175,00,00,000/- (Indian Rupees One Hundred Seventy-Five Crores) divided into 15,45,00,000 (Fifteen Crores Forty-Five Lakhs) equity shares of Rs. 10/- (Rupees Ten) each and 2,05,00,000 (Two Crores Five Lakhs) preference shares of Rs.10/- (Rupees Ten) each and consequent alteration in capital clause in the Memorandum of Association of the Company, subject to the approval of the shareholders.
3. the Notice of Postal Ballot, for matters approved in the Board meeting which requires shareholders’ approval.

Accordingly, we are enclosing herewith following:

- i. The Results for the quarter ended 30th June 2024 along with the LRR as **Annexure A**;

The meeting of the Board of Directors commenced at 01:30 p.m. and concluded at 03:50 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 3rd August 2024.

UGRO CAPITAL LIMITED

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

CIN: L67120MH1993PLC070739

Telephone: +91 22 41821600 | **E-mail:** info@ugrocapital.com | **Website:** www.ugrocapital.com

Kindly take the above on record.

Yours faithfully,
For UGRO Capital Limited

Satish Kumar
Company Secretary and Compliance Officer
Encl: a/a

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87 Nariman Bhavan
227 Nariman Point
Mumbai 400 021
India
+91 22 6153 7500; 2202 2224/8857
www.sharpandtannan.com

**SHARP &
TANNAN**
ASSOCIATES
chartered accountants

Independent Auditor's Review Report on Unaudited Financial Results of Ugro Capital Limited for the quarter ended June 30, 2024 pursuant to the Regulations 33 and 52 of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, as amended.

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, 2024 (the 'Statement'), being submitted by the Company pursuant to the requirements of Regulations 33 and 52 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
2. This Statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors on July 31, 2024, 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 Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, 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.



Other Matter

5. The numbers and details pertaining to the quarter ended June 30, 2023 has been traced from the review report of the predecessor auditor who has issued an unmodified review conclusion vide his report dated August 1, 2023 in terms Regulations 33 and 52 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Our report is not modified in respect of this matter.

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



A handwritten signature in blue ink, appearing to be "Tirtharaj Khot".

Tirtharaj Khot
Partner
Membership No.037457
UDIN: 24037457BKGEIA9040

Mumbai, July 31, 2024

UGRO CAPITAL LIMITED

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

Telephone: +91 22 41821600 E-mail: info@ugrocapital.com Website: www.ugrocapital.com

CIN:L67120MH1993PLC070739

Statement of Unaudited Financial Results for the Quarter ended June 30, 2024

(Rupees in lakh)

Sr. No.	Particulars	Quarter Ended			Year Ended
		June 30, 2024	March 31, 2024	June 30, 2023	March 31, 2024
		Reviewed	Audited#	Reviewed	Audited
	Revenue from operations				
1	(a) Interest income	23,195.01	19,033.56	16,149.85	70,463.05
	(b) Net gain / (loss) on derecognition of financial instruments under amortised cost category	5,040.66	12,238.46	4,383.66	30,746.33
	(c) Net gain on fair value changes	36.60	30.39	-	147.85
	(d) Fees and commission income	872.18	938.31	793.80	3,438.95
2	Other income	1,013.43	798.35	507.59	3,371.94
3	Total income (1+2)	30,157.88	33,039.07	21,834.90	1,08,168.12
	(a) Finance costs	13,614.88	12,814.42	9,268.68	44,292.40
4	(b) Net loss on fair value changes	1.95	0.19	0.50	1.54
	(c) Impairment on financial instruments	3,316.85	4,106.23	2,093.12	11,627.96
	(d) Employee benefits expenses	5,454.64	5,140.88	3,693.30	18,285.41
	(e) Depreciation, amortisation and impairment	994.53	989.83	755.14	3,533.10
	(f) Other expenses	2,492.31	4,393.06	2,459.91	12,551.46
	Total expense	25,875.16	27,444.61	18,270.65	90,291.87
5	Profit before tax (3-4)	4,282.72	5,594.46	3,564.25	17,876.25
	Tax expense				
6	(a) Current tax	456.51	1,138.85	736.84	3,647.61
	(b) Deferred tax	790.62	1,186.88	303.51	2,477.20
	(c) Excess/Short provision of tax of earlier years	-	-	0.31	(183.04)
	Total tax expense (a+b+c)	1,247.13	2,325.73	1,040.66	5,941.77
7	Profit for the period (5-6)	3,035.59	3,268.73	2,523.59	11,934.48
	Other comprehensive income				
	Items that will not be reclassified to profit or loss				
	Remeasurements of the defined benefit plans	(6.56)	0.68	(7.61)	(40.71)
	Income tax relating to items that will not be reclassified to profit or loss	1.91	(0.20)	2.22	11.85
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	(23.05)	(476.30)	(618.35)	(734.58)
	Income tax relating to items that will be reclassified to profit or loss	6.71	138.70	180.06	213.91
	Total other comprehensive income (Net of tax)	(20.99)	(337.12)	(443.68)	(549.53)
9	Total comprehensive income for the period (7+8)	3,014.60	2,931.61	2,079.91	11,384.95
10	Paid up equity share capital (Face value of Rs. 10 each)	9,165.72 *	9,159.16 *	9,119.51 *	9,159.16 *
11	Earnings per equity share (Face Value of Rs. 10 each)				
	Basic (in rupees)	3.31	3.57	3.06	13.39
	Diluted (in rupees)	3.22	3.52	3.04	13.20
		Not annualised	Not annualised	Not annualised	

* Refer Note no 8
Refer Note no 11



Notes to the Statement of Unaudited Financial Results for the Quarter Ended June 30, 2024

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 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, 2024, have been reviewed by the Audit Committee and subsequently, approved by the Board of Directors of the Company at their respective meetings held on July 31, 2024. The above results have been subjected to limited review by the statutory auditors of the Company and have issued unmodified review conclusion on the said 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") 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 (the "Notification").
 - a. Details of transfer through assignment in respect of loans not in default during the quarter ended June 30, 2024*

Sr.No.	Particulars	To Banks / NBFCs
i.	Aggregate principal outstanding of loans transferred through assignment (Rs. in Lakh)	7,981.44
ii.	Aggregate consideration received (Rs. in Lakh)	7,981.44
iii.	Weighted average maturity of loans (in years)	9.07
iv.	Weighted average holding period of loans (in years)	0.88
v.	Retention of beneficial economic interest (in %)	16.34%
vi.	Coverage of tangible security Coverage (in %) **	222.41%
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 quarter ended June 30, 2024, under the said Notification.



c. Details of stressed loans transferred during the quarter ended June 30, 2024

Particulars	To ARC	To permitted transferees	To other transferees
No. of accounts	455	-	-
Aggregate principal outstanding of loans transferred (Rs. in Lakh)	5,003.98	-	-
Weighted average residual tenor of the loans transferred (in years)	1.27	-	-
Net book value of loans transferred (at the time of transfer) (Rs. in Lakh)	1,774.90	-	-
Aggregate consideration (Rs. in Lakh)*	1,800.00	-	-
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	25.10	-	-

*The entire consideration is received in cash and not in form of Security receipts.

d. The Company has not acquired any stressed loans during the quarter ended June 30, 2024, under the said Notification.

e. The rating wise distribution of Security Receipts (SRs) held by the Company as on June 30, 2024 is given below:

Ratings	Recovery Rating*	Rating Agency	Amount (Rs. In Lakh)
IVR RR1	100% - 150%	Infomeric Valuation and Ratings Private Limited	1,676.06

*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, 2024, the Company has transferred loans amounting to Rs. 33,711.03 lakh through Co-lending arrangements to the respective participating banks 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 which are akin to Direct assignment transaction.

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, 2024 in respect of listed secured debt securities is 1.14 times.

8. During the quarter ended June 30, 2024, the Company has issued and allotted total 65,635 equity shares of face value of Rs. 10 per share at premium of Rs.120 per share pursuant to the exercise of options by the employees of the Company under the CSL Employee Stock Option Scheme 2017.

9. The Company had successfully raised funds through allotment of 97,70,757 Compulsory Convertible Debentures (CCDs) and 3,81,32,474 share warrants both having face value of INR 10 each at an issue price of Rs. 264 each aggregating to Rs. 1,26,464.53 lakh in June 2024. The allotment was made in 2 tranches on June 06, 2024 and June 18, 2024. Each of the CCD and share warrant is convertible into 1 (one) equity share within a period of 18 months from the date of allotment of CCD and share warrant. The CCDs are unsecured and shall carry a coupon of 12% per annum. Further, for share warrants the Company has received 25% of the total consideration towards subscription and the same may be converted into equity shares by the subscribers by paying the remaining 75% within 18 months from the date of allotment of the share warrants.



10. The Company's Board of Directors and shareholders through their approval dated May 05, 2024 and June 01, 2024 respectively had approved the acquisition of 'MyShubhLife' (MSL), a prominent Embedded Finance Fintech platform, for an enterprise value of Rs. 4,500 lakh through a combination of equity and cash consideration, subject to internal closing approvals and regulatory approvals on the said transaction.
11. The figures for the quarter ended March 31, 2024 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.
12. 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.
13. The figures for the period/year have been regrouped wherever necessary.

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

Shachindra Nath

Shachindra Nath
Vice Chairman & Managing Director
DIN: 00510618
Mumbai
July 31, 2024



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 amended, as at and for the quarter ended June 30, 2024:

Sr. No	Particular	Quarter Ended			Year Ended
		June 30, 2024	March 31, 2024	June 30, 2023	March 31, 2024
		Reviewed	Audited	Reviewed	Audited
1	Debt - Equity Ratio ¹	2.36	3.23	2.50	3.23
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.)	1,91,716.25	1,43,836.17	1,33,733.99	1,43,836.17
8	Net profit after Tax (Rs. in lakh.)	3,035.59	3,268.73	2,523.59	11,934.48
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	0.68	0.74	0.69	0.74
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	10.07%	9.89%	11.56%	11.03%
18	Sector specific equivalent ratios				
	a. Gross Stage 3 ⁷	2.90%	3.09%	2.67%	3.09%
	b. Net Stage 3 ⁸	1.59%	1.64%	1.45%	1.64%
	c. Capital to risk-weighted assets ⁹	27.94%	20.75%	26.56%	20.75%



Notes –

1. Debt - Equity Ratio = (Debt securities + Borrowings (other than debt securities) + Subordinated Liabilities) / Total Equity.
2. The above-mentioned ratios are not relevant as the company is engaged in financing activities.
3. 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.
4. Net worth = Equity Share Capital + Other Equity
5. Total debts to Total assets = (Debt securities + Borrowings (other than debt securities) + Subordinated Liabilities) / 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.

