04th August 2026

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 04th August 2026

Dear Sir/ Madam,

In furtherance to our intimation dated 16th July 2026 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 its meeting held today i.e. Tuesday, 04th August 2026, has, inter alia:

1. Considered and approved Unaudited Financial Results (Consolidated and Standalone) for the quarter ended 30th June 2026 as recommended by the Audit Committee and took on record Limited Review Report ("LRR") 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 G.P. Kapadia & Co., Chartered Accountants, the Statutory Auditors of the Company ("Statutory Auditor").

   Accordingly, please find enclosed herewith the Unaudited Financial Results (Consolidated and Standalone) for the quarter ended 30th June 2026 along with the LRR as Annexure "A".

2. Pursuant to Regulations 7 & 30 of Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Board of Directors approved the proposal for appointment of Beacon Investor Holdings Private Limited (Beacon Investor) , as 'Registrar and Share Transfer Agent (RTA)' in place of existing RTA viz. MUFG Intime India Private Limited, to further strengthen the investor services function of the Company.

   The formalities for change of RTA, shifting of electronic connectivity and transition of data will be processed in due course. Till then, MUFG Intime India Private Limited ("MUFG") shall continue to act as RTA. The requisite tripartite agreement will be entered into between the Company, Beacon Investor and MUFG, and the effective date of change of RTA shall be intimated separately.

The meeting of the Board of Directors commenced at 10:00 a.m. and concluded at 03:10 p.m.

Kindly take the above on record.

Yours faithfully,
For UGRO Capital Limited

SATISH KUMAR CHELLADURAI
Digitally signed by SATISH KUMAR CHELLADURAI
Date: 2026.08.04 15:14:48 +05'30'

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

G. P. KAPADIA & CO.
Chartered Accountants

4th Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai - 400 001

+ 91 22 2265 4239 / 4313 info.ho@gpkapadia.com www.gpkapadia.com

CA INDIA

Independent Auditors' Review Report on the Quarterly Unaudited Standalone Financial Results of UGRO Capital Limited pursuant to Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended.

To the Board of Directors of
UGRO Capital Limited.

1. We have reviewed the accompanying statement of unaudited standalone financial results of **UGRO Capital Limited** (the "Company") for the Quarter Ended 30th June, 2026 (the "statement"), being submitted by the Company pursuant to Regulation 33 and 52 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This statement, which is the responsibility of the Company's management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations. 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 the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Company's personnel 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 specified under Section 143(10) of the Companies Act, 2013 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 and procedures performed 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 Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulations 33 and 52 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS G.P.K

5. The review of unaudited standalone financial results for the quarter ended 30th June, 2025 and audited standalone financial results for the quarter and year ended 31st March, 2026 included in the statement were carried out and reported by another auditor who had expressed an unmodified opinion vide their report dated 11th August, 2025 and audit report dated 20th April, 2026, respectively.

FOR G.P. KAPADIA & CO.
(Chartered Accountants)
Firm Registration No - 104768W

Prashant P Shah

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS

Prashant P. Shah
(Partner)
Membership No: 104702
UDIN: 26104702XUEQQI9752

Place: Mumbai
Date: 04th August, 2026

UGRO CAPITAL LIMITED

Registered Office: B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai- 400070

Telephone: +91 22 49194400 E-mail: info@ugrocapital.com Website: www.ugrocapital.com

CIN:L67120MH1993PLC070739

Statement of Unaudited Standalone Financial Results for the Quarter Ended June 30, 2026

(Rupees in lakh)

Sr. No.	Particulars	Quarter Ended			Year Ended
		June 30, 2026	March 31, 2026	June 30, 2025	March 31, 2026
		Reviewed	Audited#	Reviewed	Audited
1	**Revenue from operations**				
	(a) Interest income	28,031.01	33,578.74	30,423.35	1,27,293.48
	(b) Fees and commission income	3,199.74	2,607.78	1,795.20	9,539.25
	(c) Net gain on fair value changes	468.22	354.95	106.52	1,781.37
	(d) Net gain / (loss) on derecognition of financial instruments under amortised cost category	10,041.68	12,254.13	9,075.12	38,010.31
	Total revenue from operations	**41,740.65**	**48,795.60**	**41,400.19**	**1,76,624.41**
2	Other income	3,657.83	2,109.34	782.76	7,415.21
3	**Total income (1+2)**	**45,398.48**	**50,904.94**	**42,182.95**	**1,84,039.62**
4	**Expenses**				
	(a) Finance costs	24,817.71	24,207.04	20,537.41	90,254.16
	(b) Net loss on fair value changes	273.66	842.61	5.10	841.77
	(c) Impairment on financial instruments	5,995.38	5,663.96	4,770.77	20,861.35
	(d) Employee benefits expenses	3,633.42	7,571.19	6,090.20	27,526.77
	(e) Depreciation and amortisation	973.87	2,739.34	1,277.79	6,829.67
	(f) Other expenses	4,838.39	5,711.68	4,684.81	21,660.43
	Total expense	**40,532.43**	**46,735.82**	**37,366.08**	**1,67,974.15**
5	**Profit before tax (3-4)**	**4,866.05**	**4,169.12**	**4,816.87**	**16,065.47**
6	Tax expense				
	(a) Current tax	-	850.04	1,100.78	3,715.79
	(b) Deferred tax	(1,205.41)	364.06	303.05	1,020.36
	(c) (Excess)/Short provision of tax of earlier years	-	-	-	(7.45)
	Total tax expense (a+b+c)	**(1,205.41)**	**1,214.10**	**1,403.83**	**4,728.70**
7	**Profit for the period/year (5-6)**	**6,071.46**	**2,955.02**	**3,413.04**	**11,336.77**
8	**Other comprehensive income**				
	Items that will not be reclassified to profit or loss				
	Remeasurements of the defined benefit plans	60.93	224.21	(43.91)	380.16
	Income tax relating to items that will not be reclassified to profit or loss	(15.33)	(65.29)	12.79	(110.70)
	Items that will be reclassified to profit or loss				
	The effective portion of gains and (loss) on hedging instrument in a cash flow hedge	(80.88)	1,532.63	241.13	(298.60)
	Income tax relating to items that will be reclassified to profit or loss	20.36	(446.30)	(70.22)	86.95
	Total other comprehensive income (Net of tax)	**(14.92)**	**1,245.25**	**139.79**	**57.81**
9	**Total comprehensive income for the period/year (7+8)**	**6,056.54**	**4,200.27**	**3,552.83**	**11,394.58**
10	Paid up equity share capital (Face value of Rs. 10 each)	15,281.56	15,281.56	11,421.22	15,281.56
11	**Earnings per equity share (Face Value of Rs. 10 each)**				
	Basic (in rupees)	3.97	1.94	3.61	9.13
	Diluted (in rupees)	3.97	1.93	3.32	8.58
		Not annualised	Not annualised	Not annualised	

 # Refer Note no 12

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS

UGRO CAPITAL LIMITED

UGRO CAPITAL LIMITED
Notes to the Statement of Unaudited Standalone Financial Results for the Quarter Ended June 30, 2026

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 Reserve Bank of India (Non-Banking Financial Companies – Registration, Exemptions and Framework for Scale Based Regulation) Directions, 2025 dated November 28, 2025, issued by RBI.

2. The above unaudited standalone financial results for the quarter ended June 30, 2026, have been reviewed and recommended by the Audit Committee and subsequently, approved by the Board of Directors of the Company at their respective meetings held on August 03, 2026, and August 04, 2026, respectively. The above financial results have been subjected to limited review by the statutory auditors of the Company and have issued unmodified review conclusion on the said financial results.

3. These standalone 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(4) 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 Reserve Bank of India (Non-Banking Financial Companies – Financial Statements: Presentation and Disclosures) Directions, 2025, issued by the RBI vide their Notification No. RBI/DOR/2025-26/359, DOR.ACC.REC.No.278/21.04.018/2025-26 dated November 28, 2025 (updated as on July 01, 2026), as amended (the "Notification").

   a. Details of transfer through assignment in respect of loans not in default during the quarter ended June 30, 2026*

Sr.No.	Particulars	To Banks / NBFCs
i.	Aggregate principal outstanding of loans (Rs. In Lakh)	19,987.85
ii.	Aggregate consideration received (Rs. In Lakh)	17,989.07
iii.	Weighted average maturity of loans (in years)	9.51
iv.	Weighted average holding period of loans (in years)	1.02
v.	Retention of beneficial economic interest (in %)	10.00%
vi.	Coverage of tangible security Coverage (in %) **	228.69%
vii.	Rating-wise distribution of rated loans	N/A

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

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

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS G.P.K

UGRO CAPITAL LIMITED

UGRO CAPITAL LIMITED

Notes to the Statement of Unaudited Standalone Financial Results for the Quarter Ended June 30, 2026

b. The Company has acquired loans not in default during the quarter ended June 30, 2026, under the said Notification.

Sr.No.	Particulars	From NBFCs
i.	Aggregate principal outstanding of loans (Rs. in Lakh)	698.08
ii.	Aggregate consideration paid (Rs. in Lakh)	628.27
iii.	Weighted average residual maturity of loans (in years)	2.68
iv.	Weighted average holding period of loans by originator (in years)	1.54
v.	Retention of beneficial economic interest by originator (in %)	10.00%
vi.	Coverage of tangible security Coverage (in %)	395.71%
vii.	Rating-wise distribution of rated loans	N/A

c. i) Details of stressed loans transferred during the quarter ended June 30, 2026

Particulars	To ARC	To permitted transferees	To other transferees
No. of accounts	633	-	-
Aggregate principal outstanding of loans transferred (Rs. in Lakh)	13,079.49	-	-
Weighted average residual tenor of the loans transferred (in years)	3.20	-	-
Net book value of loans transferred (at the time of transfer) (Rs. in Lakh)	9,706.86	-	-
Aggregate consideration (Rs. in Lakh)	11,770.00	-	-
Additional consideration realized in respect of accounts transferred in earlier years (Rs. in Lakh)	-	-	-
Excess provisions reversed to the statement of profit and loss on account of sale of stressed loans (Rs. in Lakh)	2,063.14	-	-

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

c. ii) The Company has not acquired any stressed loans during the quarter ended June 30, 2026, under the said Notification.

d. The rating-wise distribution of Security Receipts (SRs) held by the Company as on June 30, 2026 is given below:

Ratings	Recovery Rating*	Rating Agency	Amount (Rs. in Lakh)
IVR RR1	100%-150%	Infomerics Valuation and Ratings Private Limited	641.67
IVR RR2	75%-100%	Infomerics Valuation and Ratings Private Limited	5,100.67
IVR RR3	50%-75%	Infomerics Valuation and Ratings Private Limited	469.19
IVR RR4	25%-50%	Infomerics Valuation and Ratings Private Limited	161.04
Rating under process	Rating under process	Rating under process	3,976.46

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

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS G.P.K

UGRO CAPITAL LIMITED

UGRO CAPITAL LIMITED
Notes to the Statement of Unaudited Standalone Financial Results for the Quarter Ended June 30, 2026

6. During the quarter ended June 30, 2026 the Company has undertaken co-lending arrangements with respective NBFCs in accordance with RBI Circular (Non-Banking Financial Companies – Transfer and Distribution of Credit Risk) Directions, 2025 (RBI/DOR/2025-26/352 dated November 28, 2025), pertaining to co-lending by banks and NBFCs. The details of such co-lending arrangements are provided in the table below:

Particular's	As of June 30, 2026
Co-Lending Transaction (as Originating RE)	
Number of active co-lending partners	3
Number of loan accounts	26,947
Co-lending arrangement made during the quarter ended June 30, 2026# (Rs. in Lakh)	41,472.08
Weighted average interest rate of co-lending portfolio	30.26%
Fees received on Co-lending arrangement made during the quarter ended June 30, 2026 (Rs. in Lakh)	9.01
Fees Paid on Co-lending arrangement made during the quarter ended June 30, 2026 (Rs. in Lakh)	-
Any default loss guarantee	No FLDG for co-lending arrangement with SIDBI and Profectus Capital Private Limited. Co-lending arrangement with MAS Financial Services Ltd – 5% (as per Directions)
Broad sectors in which CLA was made	
MSME (Rs. in Lakh)	41,472.08
Performance of loans under CLA	
Standard Loans (Rs. in Lakh)	41,472.08
Non-Performing Loans (Rs. In Lakh)	-
Co-Lending Transaction (as Partner RE)	
Number of active co-lending partners	2
Number of loan accounts	72
Co-lending arrangement made during the quarter ended June 30, 2026# (Rs. in Lakh)	335.03
Weighted average interest rate of co-lending portfolio	19.22%
Fees received on Co-lending arrangement made during the quarter ended June 30, 2026 (Rs. in Lakh)	-
Fees Paid on Co-lending arrangement made during the quarter ended June 30, 2026 (Rs. in Lakh)	-
Any default loss guarantee	FLDG for co-lending arrangement with Credright Finance Private Limited & Nomisma Mobile Solutions Private Limited- 5% (as per Directions)
Broad sectors in which CLA was made	
MSME (Rs. In Lakh)	335.03
Performance of loans under CLA	
Standard Loans (Rs. In Lakh)	335.03
Non-Performing Loans (Rs. In Lakh)	-

The amount disclosed above represents the total disbursement amount, including the partner's share.

7. All secured Non-Convertible Debentures ("NCDs") issued by the Company are secured by way of an exclusive charge 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, 2026 in respect of listed secured debt securities is 1.24 times.

G. P. KAPADIA & CO. MUMBAI G-P-K

UGRO CAPITAL LIMITED

UGRO CAPITAL LIMITED

Notes to the Statement of Unaudited Standalone Financial Results for the Quarter Ended June 30, 2026

8. The Company had raised funds through allotment of 2,88,99,481 Compulsory Convertible Debentures (CCDs) having face value of Rs. 10 each at an issue price of Rs. 185 each aggregating to Rs. 53,464.04 lakh in October 2025. The allotment was made on October 08, 2025. Each of the CCD is convertible into 1 (one) equity share within a period of 18 months from the date of allotment of CCD. In this connection, as at June 30, 2026, 1,99,994 CCDs remained outstanding and are convertible in accordance with the terms of issue.

9. During the quarter ended June 30, 2026, Datasigns Technologies Private Limited (Subsidiary) has been renamed to Grox Technologies Private Limited ("GTPL") and Ekagrata Finance Private Limited (Step down Subsidiary) has been renamed to Grox Advisors Private Limited ("GAPL).

10. The Company's Board of Directors through their approval dated June 17, 2025, had approved the acquisition of Profectus Capital Private Limited ("PCPL"), registered with Reserve Bank of India ("RBI") as a non-banking financial company, by way of purchase of 100% of the shares of PCPL for an aggregate purchase consideration of Rs. 1,39,860 lakh through cash consideration which was duly completed on December 08, 2025. Accordingly, PCPL has become wholly-Owned subsidiary of the Company with effect from December 08, 2025. The Board of Directors at its meeting held on January 08, 2026 approved the Scheme of Amalgamation of PCPL, a wholly-owned subsidiary, with the Company and their respective shareholders and creditors, wherein PCPL would be amalgamated with the Company, subject to necessary statutory and regulatory approvals. The Company had obtained the No Objection Certificate (NOC) from the Reserve Bank of India (RBI) on February 25, 2026. Thereafter, in accordance with Regulation 37 & 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had made an application to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for issuance of its No Objection Certificate. The Company received the aforesaid NOC's from NSE on July 09, 2026, and from BSE on July 10, 2026. Subsequently, the Company filed an application in respect of the Scheme before the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench on July 16, 2026, under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The matter was heard by the Hon'ble NCLT on July 24, 2026, and the matter has been reserved for pronouncement.

11. During the quarter ended June 30, 2026, the Company opted for the concessional tax regime under Section 200 of the Income-tax Act, 2025, pursuant to the Taxation Law (Amendment) Act, 2026. As a result, the applicable corporate tax rate changed from 29.12% to 25.17%. Deferred tax balances have been remeasured based on the revised tax rate, and the consequential impact has been recognized in the Statement of Profit and Loss for the period

12. The figures for the previous quarter ended March 31, 2026, 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.

13. 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.

14. 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
Vice Chairman & Managing Director
DIN: 00510618
Mumbai
August 04, 2026

UGRO CAPITAL LIMITED
Notes to the Statement of Unaudited Standalone Financial Results for the Quarter Ended June 30, 2026

Annexure 1

Disclosures in compliance with Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as at and for the quarter ended June 30, 2026:

Sr. No	Particular	Quarter Ended			Year Ended
		June 30, 2026	March 31, 2026	June 30, 2025	March 31, 2026
		Reviewed	Audited	Reviewed	Audited
1	Debt - Equity Ratio [1]	3.33	3.24	3.13	3.24
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 (Rs. in lakh.) [4]	2,90,674.69	2,84,471.27	2,42,639.69	2,84,471.27
8	Net profit after Tax (Rs. in lakh.)	6,071.46	2,955.02	3,413.04	11,336.77
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]	0.76	0.75	0.74	0.75
14	Debtors turnover [2]	Not Applicable	Not Applicable	Not Applicable	Not Applicable
15	Inventory turnover [2]	Not Applicable	Not Applicable	Not Applicable	Not Applicable
16	Operating margin (%)[2]	Not Applicable	Not Applicable	Not Applicable	Not Applicable
17	Net profit margin (%)[6]	13.37%	5.80%	8.09%	6.16%
18	Sector specific equivalent ratios				
	a. Gross Stage 3 [7]	2.75%	3.66%	2.66%	3.66%
	b. Net Stage 3 [8]	1.71%	2.24%	1.49%	2.24%
	c. Capital to risk-weighted assets [9]	20.96%	21.17%	22.36%	21.17%

Notes to Annexure 1 –

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.

G. P. KAPADIA & CO. CHARTERED ACCOUNTANTS MUMBAI G.P.K

UGRO CAPITAL LIMITED

G. P. KAPADIA & CO.
Chartered Accountants
4th Floor, Hamam House, Ambalal Doshi Marg, Fort, Mumbai - 400 001
+ 91 22 2265 4239 / 4313 info.ho@gpkapadia.com www.gpkapadia.com

CA INDIA

Independent Auditors' Review Report on the Quarterly Unaudited Consolidated Financial Results of UGRO Capital Limited pursuant to Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended.

To the Board of Directors of
UGRO Capital Limited.

1. We have reviewed the accompanying statement of unaudited consolidated financial results of **UGRO Capital Limited** (the "Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as the "Group") for the Quarter Ended 30th June, 2026 (the "statement"), being submitted by the Parent pursuant to Regulation 33 and 52 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. This statement, which is the responsibility of the Parent's management and approved by the Parent's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 and 52 of the Listing Regulations. 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 the statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of Parent's personnel 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 specified under Section 143(10) of the Companies Act, 2013 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.

   We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable.

4. The statement includes the results of the following entity:

Sr. No	Name of the Entities	Relationship
1	UGRO Capital Limited	Parent Company
2	Profectus Capital Private Limited	Subsidiary
3	Grox Technologies Private Limited (formerly known as Datasigns Technologies Private Limited	Subsidiary
4	Grox Advisors Private Limited (formerly known as Ekagrata Finance Private Limited (wholly-owned subsidiary of Grow Technologies Private Limited (formerly known as Datasigns Technologies Private Limited))	Step-down Subsidiary

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS

G. P. KAPADIA & CO.
Chartered Accountants

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of the other auditors referred to in Paragraph 6 below, 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 Standards ("Ind AS") specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulations 33 and 52 of the Listing Regulations including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. The accompanying Statement includes the unaudited interim consolidated financial results/financial information in respect of 1 subsidiary, whose interim consolidated financial results/financial information reflects total revenue of ₹ 2,702.00 Lakhs for the quarter ended 30th June, 2026 total net profit before tax of ₹ 1,738.53 Lakhs for the quarter ended 30th June, 2026 and total comprehensive income of ₹ (9.87) Lakhs for the quarter ended 30th June, 2026, as considered in the Statement which have been reviewed by other auditors.

   The reports on the unaudited interim consolidated financial results/financial information of this entity have been furnished to us by the management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this subsidiary is based solely on the report of such auditor and procedures performed by us as stated in paragraph 3 above.

   Our conclusion on the Statement is not modified in respect of this matter.

7. The review of audited consolidated financial results for the quarter and year ended 31st March, 2026 included in the statement was carried out and reported by another auditor who had expressed an unmodified opinion vide their audit report dated 20th April, 2026.

FOR G.P. KAPADIA & CO.
(Chartered Accountants)
Firm Registration No - 104768W

Prashant P Shah

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS

Prashant P. Shah
(Partner)
Membership No: 104702
UDIN: 26104702WKXPON4875

Place: Mumbai
Date: 04th August, 2026

UGRO CAPITAL LIMITED

Registered Office: B-17, Fourth Floor, Art Guild House, Phoenix Market City, Kurla (West), Mumbai- 400070

Telephone: +91 22 49194400 E-mail: info@ugrocapital.com Website: www.ugrocapital.com

CIN:L67120MH1993PLC070739

Statement of Unaudited Consolidated Financial Results for the Quarter Ended June 30, 2026

(Rupees in lakh)

Sr. No.	Particulars	Quarter Ended			Year Ended
		June 30, 2026	March 31, 2026	June 30, 2025	March 31, 2026
		Reviewed#	Audited#	Reviewed	Audited#
1	**Revenue from operations**				
	(a) Interest income	36,300.95	41,520.79	Not Applicable	1,37,024.11
	(b) Fees and commission income	4,788.45	3,284.22	Not Applicable	10,362.38
	(c) Net gain on fair value changes	1,118.36	392.78	Not Applicable	1,819.20
	(d) Net gain / (loss) on derecognition of financial instruments under amortised cost category	7,486.66	15,459.29	Not Applicable	44,500.45
	Total revenue from operations	**49,694.42**	**60,657.08**	Not Applicable	**1,93,706.14**
2	Other income	3,768.59	2,515.06	Not Applicable	8,404.99
3	**Total income (1+2)**	**53,463.01**	**63,172.14**	Not Applicable	**2,02,111.13**
4	**Expenses**				
	(a) Finance costs	28,897.20	28,367.53	Not Applicable	95,429.07
	(b) Net loss on fair value changes	273.66	987.62	Not Applicable	1,001.59
	(c) Impairment on financial instruments	6,560.71	7,155.27	Not Applicable	20,939.40
	(d) Employee benefits expenses	4,783.12	9,083.48	Not Applicable	29,632.64
	(e) Depreciation and amortisation	1,335.21	2,901.54	Not Applicable	7,032.77
	(f) Other expenses	5,459.39	7,552.25	Not Applicable	23,725.16
	Total expense	**47,309.29**	**56,047.69**	Not Applicable	**1,77,760.63**
5	**Profit before tax (3-4)**	**6,153.72**	**7,124.45**	Not Applicable	**24,350.50**
6	Tax expense				
	(a) Current tax	432.42	1,102.26	Not Applicable	3,968.01
	(b) Deferred tax	(1,065.59)	911.45	Not Applicable	2,908.52
	(c) (Excess)/Short provision of tax of earlier years	-	-	Not Applicable	(7.45)
	Total tax expense (a+b+c)	**(633.17)**	**2,013.71**	Not Applicable	**6,869.08**
7	**Profit for the period/year (5-6)**	**6,786.89**	**5,110.74**	Not Applicable	**17,481.42**
8	**Other comprehensive income**				
	Items that will not be reclassified to profit or loss				
	Remeasurements of the defined benefit plans	117.05	192.98	Not Applicable	459.58
	Income tax relating to items that will not be reclassified to profit or loss	(31.94)	(58.32)	Not Applicable	(131.58)
	Items that will be reclassified to profit or loss				
	The effective portion of gains and (loss) on hedging instrument in a cash flow hedge	(80.88)	1,532.63	Not Applicable	(298.60)
	Income tax relating to items that will be reclassified to profit or loss	20.36	(446.30)	Not Applicable	86.95
	Debt instruments through OCI	-	-	Not Applicable	(96.95)
	Income tax relating to items that will be reclassified to profit or loss	-	-	Not Applicable	24.40
	Total other comprehensive income (Net of tax)	**24.59**	**1,220.99**	Not Applicable	**43.80**
9	**Total comprehensive income for the period/year (7+8)**	**6,811.48**	**6,331.73**	Not Applicable	**17,525.22**
10	Paid up equity share capital (Face value of Rs. 10 each)	15,281.56	15,281.56	Not Applicable	15,281.56
11	**Earnings per equity share (Face Value of Rs. 10 each)**				
	Basic (in rupees)	4.44	3.35	Not Applicable	14.08
	Diluted (in rupees)	4.44	3.34	Not Applicable	13.18
		Not annualised	Not annualised	Not Applicable	

 # Refer Note no 7 and 8

G. P. KAPADIA & CO. CHARTERED ACCOUNTANTS MUMBAI

UGRO CAPITAL LIMITED

UGRO CAPITAL LIMITED
Notes to the Statement of Unaudited Consolidated Financial Results for the Quarter Ended June 30, 2026

1. The unaudited consolidated financial results for the quarter ended June 30, 2026, have been reviewed and recommended by the Audit Committee and subsequently, approved by the Board of Directors of the Company at their respective meetings held on August 03, 2026, and August 04, 2026, respectively. The above financial results have been subjected to limited review by the statutory auditors of the Company and have issued unmodified review conclusion on the said financial results.

2. These unaudited consolidated financial results of "Ugro Capital Limited" (herein referred to as "the Parent Company" or "the Company") comprising of the financial results of the Company and its subsidiaries namely "Profectus Capital Private Limited" and "Grox Technologies Private Limited" (erstwhile known as Datasigns Technologies Private Limited) (together referred to as "the Group") 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(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

3. The Group 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.

4. The Parent Company's Board of Directors through their approval dated June 17, 2025, had approved the acquisition of Profectus Capital Private Limited ("PCPL"), registered with Reserve Bank of India ("RBI") as a non-banking financial company, by way of purchase of 100% of the shares of the said company for an aggregate purchase consideration of Rs. 1,39,860 lakh through cash consideration which was duly completed on December 08, 2025. Accordingly, PCPL has become wholly-owned subsidiary of the Company with effect from December 08, 2025. The Board of Directors of the Company at its meeting held on January 08, 2026, approved the Scheme of Amalgamation of PCPL, a wholly owned subsidiary, with the Company and their respective shareholders and creditors, wherein PCPL would be amalgamated with the Company, subject to necessary statutory and regulatory approvals. The Company had obtained the No Objection Certificate (NOC) from the Reserve Bank of India (RBI) on February 25, 2026. Thereafter, in accordance with Regulation 37 & 59A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had made an application to the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) for issuance of its No Objection Certificate. The Company received the aforesaid NOC's from NSE on July 09, 2026, and from BSE on July 10, 2026. Subsequently, the Company filed an application in respect of the Scheme before the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench on July 16, 2026, under Sections 230 to 232 of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016. The matter was heard by the Hon'ble NCLT on July 24, 2026, and the matter has been reserved for pronouncement.

5. During the quarter ended June 30, 2026, Datasigns Technologies Private Limited has been renamed to Grox Technologies Private Limited ("GTPL") and Ekagrata Finance Private Limited has been renamed to Grox Advisors Private Limited ("GAPL").

6. During the quarter ended June 30 2026, the Parent Company opted for the concessional tax regime under Section 200 of the Income-tax Act, 2025, pursuant to the Taxation Law (Amendment) Act, 2026. As a result, the applicable corporate tax rate changed from 29.12% to 25.17%. Deferred tax balances have been remeasured based on the revised tax rate, and the consequential impact has been recognized in the Statement of Profit and Loss for the period

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS

UGRO CAPITAL LIMITED

UGRO CAPITAL LIMITED

Notes to the Statement of Unaudited Consolidated Financial Results for the Quarter Ended June 30, 2026

7. The Statement of profit and loss for the quarter ended June 30, 2026, and March 31, 2026, and for the previous year end March 31, 2026, of the Group comprises of profit of PCPL and Consolidated GTPL effective from December 08, 2025, and March 18, 2026, respectively.

   Key Summary of the Statement of profit and loss of PCPL, and Consolidated GTPL are as below:

(Amount in lakh)

	For the quarter ended June 30, 2026		For the quarter ended March 31, 2026		For the year ended March 31, 2026	
Particulars	**PCPL**	**Consolidated GTPL**	**PCPL**	**Consolidated GTPL**	**PCPL**	**Consolidated GTPL**
Total revenue from operations	6,782.76	2,702.00	11,390.74	2,540.31	16,596.17	2,540.31
Other income	109.09	2.62	475.28	4.43	1,059.35	4.43
Total Income (A)	**6,891.85**	**2,704.63**	**11,866.02**	**2,544.74**	**17,655.52**	**2,544.74**
Total Expenses (B)	6,746.45	966.10	8,454.42	856.90	8,914.21	856.90
Profit before tax (A-B)	**145.40**	**1,738.53**	**3,411.60**	**1,687.84**	**8,741.31**	**1,687.84**
Profit after tax	**108.80**	**1,202.88**	**2,527.29**	**1,772.94**	**6,516.23**	**1,772.94**

8. The figures for the previous quarter ended March 31, 2026, 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 current financial year, which were subjected to limited review.

9. Information as required by Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended, is attached as Annexure 1.

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS

UGRO CAPITAL LIMITED

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

Shachindra Nath
Vice Chairman & Managing Director
DIN: 00510618
Mumbai
August 04, 2026

UGRO CAPITAL LIMITED
Notes to the Statement of Unaudited Consolidated Financial Results for the Quarter Ended June 30, 2026

Annexure 1

Disclosures in compliance with Regulation 52(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, as at and for the quarter ended June 30, 2026:

Sr. No	Particular	Quarter Ended			Year Ended
		June 30, 2026	March 31, 2026	June 30, 2025	March 31, 2026
		Reviewed	Audited	Reviewed	Audited
1	Debt - Equity Ratio [1]	3.63	3.71	Not Applicable	3.71
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	Not Applicable	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 (Rs. in lakh.) [4]	2,97,560.27	2,90,601.91	Not Applicable	2,90,601.91
8	Net profit after Tax (Rs. in lakh.)	6,786.89	5,110.74	Not Applicable	17,481.42
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]	0.77	0.77	Not Applicable	0.77
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]	12.69%	8.09%	Not Applicable	8.65%
18	Sector specific equivalent ratios				
	a. Gross Stage 3 [2]	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	b. Net Stage 3 [2]	Not Applicable	Not Applicable	Not Applicable	Not Applicable
	c. Capital to risk-weighted assets [2]	Not Applicable	Not Applicable	Not Applicable	Not Applicable

Notes to Annexure 1 –

1. Debt - Equity Ratio = (Debt securities + Borrowings (other than debt securities) + Subordinated Liabilities) / Total Equity.
2. The Company is registered under the Reserve Bank of India Act, 1934 as Non-Banking Financial Company, hence these ratios are not applicable or required as per RBI guidelines at consolidated level.
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

G. P. KAPADIA & CO. MUMBAI CHARTERED ACCOUNTANTS

UGRO CAPITAL LIMITED