

NOTICE OF 45th ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING INFORMATION

NOTICE is hereby given that 45th Annual General Meeting (AGM) of the Members of **ZF STEERING GEAR (INDIA) LIMITED** will be held on **Monday, September 8, 2025, at 10.00 a.m. (IST)** through Video Conferencing/ Other Audio Visual Means (VC/ OAVM).

In accordance with the MCA Circulars dated December 28, 2022, May 05, 2022, January 13, 2021, read with Circulars dated April 8, 2020, April 13, 2020, May 5, 2020 and September 19, 2024 and SEBI Circular dated October 3, 2024 (collectively referred to as "**Circulars**"), the Notice of the AGM and the Annual Report for the year 2024-25, have been sent only by electronic mode to those members whose email addresses are registered with the Company/ Registrars, or made available by the Depositories, as the case may be. The process of sending Notice of AGM and Annual Report has been completed on August 11, 2025.

NOTICE IS FURTHER given that pursuant to section 91 of the Companies Act, 2013 (**the Act**) and regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the Listing Regulations**), the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 2, 2025 to Monday, September 8, 2025, both days inclusive.

Please note that the aforesaid documents are also available on the website of the Company at www.zfindia.com, stock exchange i.e. BSE Limited at www.bseindia.com and e-voting website of National Securities Depository Limited (**NSDL**) at www.evoting.nsdl.com. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing its members facility to exercise their right to vote at the AGM electronically on the business as set out in the Notice of the AGM through e-voting platform. The detailed procedure/ instructions for e-voting are contained in the Notice of the AGM.

a. The e-voting instructions form an integral part of the Notice of AGM which is also displayed at Company's website and at NSDL's e-voting website.

b. E-voting rights of the members shall be in proportion to their shares in the equity capital of the Company as on the cut-off date i.e. September 1, 2025. Any person, who becomes member of the Company, after dispatch of Notice and holding shares as on the cut-off date, can exercise his voting rights through e-voting by following the procedure as specified in the Notice of AGM.

c. The remote e-voting portal will be open from **9:00 am on Friday, September 5, 2025** and ends on **Sunday, September 7, 2025 at 5:00 pm**. The remote e-voting will not be permitted beyond 5.00 pm on **September 7, 2025** and the remote e-voting module shall be disabled by NSDL for voting thereafter.

d. Members of the Company, holding shares either in physical or in dematerialized form, as on the cut-off date, may cast their votes either electronically during the remote e-voting period or through e-voting system at the AGM. A member may participate in the AGM, even after exercising his right to vote, through remote e-voting but shall not be allowed to vote again in the AGM. Further, Members participating through VC/ OAVM facility shall be reckoned for the purpose of quorum.

e. The facility for voting, through e-voting system, shall be made available at the AGM and the members attending the AGM, who have not cast their votes by remote e-voting, shall be able to Vote at the AGM through e-voting system.

f. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as e-voting during the AGM.

Members who have not registered their e-mail addresses and mobile numbers with the Company are requested to register or update email addresses as per details given below:

i. The Members holding shares in physical form shall send request in FORM ISR-1* for registration of their e-mail addresses, mentioning their names, folio number, telephone/ mobile number, address and self-attested copy of their PAN Card to pune@in.mpms.mufg.com. In case of any query, a Member can contact Registrar at +91 (020) 26160084/ 26161629.

ii. The Members holding the shares in dematerialized mode shall submit their e-mail address, mobile number to the depository participants for registration/ update.

* Requisite forms for investor service requests are available on the website of the Company at <http://www.zfindia.com/investor-service-request.php>

Any person who acquires the shares of the Company after the date of dispatch of Notice of 45th AGM and holding shares as on cut-off date, may obtain Login ID and Password by following the instructions mentioned in the Notice or by sending a request to evoting@nsdl.com.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Rahul.Rajbar@evoting@nsdl.com. All grievances connected with the facility for voting by electronic means and participation in the AGM through VC mode, be addressed to Mr. Rahul Rajbar, Assistant Manager, National Securities Depository Limited, 301, 3rd Floor, Naman Chambers, G Block, Plot No - C-32, Bandra Kurla Complex, Bandra (E), Mumbai- 400051 or send an email to evoting@nsdl.com or contact Mr. Rahul Rajbar at (022 - 4886 7000).

For ZF Steering Gear (India) Ltd.
Satish Mehta
Company Secretary

Pune
August 11, 2025

UGRO CAPITAL LIMITED

CIN : L67120MH1993PLC070739

Regd. 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

Statement of Unaudited Financial Results for the Quarter Ended June 30, 2025

(₹ in lakh)

Sr. No.	Particulars	Quarter ended			Year ended
		June 30, 2025	March 31, 2025	June 30, 2024	March 31, 2025
		Reviewed	Audited	Reviewed	Audited
1	Total income from operations (including Other Income)	42,182.95	41,243.84	30,157.88	1,44,184.57
2	Net Profit / (Loss) for the period (before tax, Exceptional and/or Extraordinary items #)	4,816.87	5,721.00	4,282.72	20,311.74
3	Net Profit / (Loss) for the period before tax (after Exceptional and/or Extraordinary items #)	4,816.87	5,721.00	4,282.72	20,311.74
4	Net Profit / (Loss) for the period after tax (after Exceptional and/or Extraordinary items)	3,413.04	4,054.76	3,035.59	14,392.99
5	Total Comprehensive Income for the period [Comprising Profit / (Loss) for the period (after tax) and Other Comprehensive Income (after tax)]	3,552.83	4,813.94	3,014.60	15,122.45
6	Paid up Equity Share Capital	11,421.22	9,194.54	9,165.72	9,194.54
7	Reserves (excluding Revaluation Reserve)	2,31,218.47	1,95,444.40	1,82,550.53	1,95,444.40
8	Securities Premium Account	1,40,110.03	1,07,688.16	1,07,014.06	1,07,688.16
9	Net worth	2,42,639.69	2,04,638.94	1,91,716.25	2,04,638.94
10	Paid up Debt Capital/ Outstanding Debt	7,58,620.70	6,90,411.56	4,52,914.61	6,90,411.56
11	Outstanding Redeemable Preference Shares	Nil	Nil	Nil	Nil
12	Debt Equity Ratio	3.13	3.37	2.36	3.37
13	Earnings Per Share (Face Value of ₹ 10/- each) (*Not Annualised)				
	Basic	3.61*	4.36*	3.28*	15.52
	Diluted	3.32*	4.02*	3.19*	14.56
14	Capital Redemption Reserve	NA	NA	NA	NA
15	Debenture Redemption Reserve	NA	NA	NA	NA
16	Debt Service Coverage Ratio	NA	NA	NA	NA
17	Interest Service Coverage Ratio	NA	NA	NA	NA

- Exceptional items adjusted in the Statement of Profit and Loss in accordance with Ind-AS Rules.

Notes:

- The above is an extract of the detailed format of Quarter Ended Financial Results filed with the Stock Exchanges under Regulation 33 and 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The detailed financial results and this extract were reviewed and recommended by the Audit Committee and subsequently approved by the Board of Directors at their respective meeting held on 11th August, 2025. The full format of the Quarter Ended Financial Results is available on the website of the Company i.e. www.ugrocapital.com and on the websites of the Stock Exchanges i.e. BSE Ltd. (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com). The same can be accessed by scanning the QR code provided below.
- For the items referred to in the sub-clauses of the Regulation 52 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the pertinent disclosures have been made to the BSE Ltd. and National Stock Exchange of India Limited and can be accessed on www.bseindia.com and www.nseindia.com respectively.
- Previous period/year figures have been regrouped / rearranged wherever necessary, to conform with the current period presentation.

Place: Mumbai
Date: 11th August, 2025

For UGRO Capital Limited
Sd/-
Shachindra Nath
Vice Chairman & Managing Director