



Date: August 04, 2025

To,
The Manager
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code: 538646

Scrip ID: QGO

Sub: Outcome of the Board Meeting held on Monday, August 04, 2025

Dear Sir / Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), we wish to inform you that the Board of Directors of QGO Finance Limited (“the Company”) at its meeting held today i.e. Monday, August 04, 2025, from 11:30 A.M. to 01:15 P.M., inter alia, considered and approved the following items of business:

1. Un-Audited Financial Results for the quarter ended June 30, 2025:

Pursuant to Regulation 33 of SEBI Listing Regulations please find enclosed herewith the Un-audited Financial Results for the quarter ended June 30, 2025 along with the Limited Review Report from the Statutory Auditors.

The said Financial Results were duly reviewed and recommended by the Audit Committee to the Board at its meeting held on August 04, 2025.

2. Declaration of First Interim Dividend for Financial Year 2025-26:

Declaration of First Interim Dividend for financial year 2025-26 at Rs. 0.15 (1.5%) per Equity Share (Subject to Deduction of TDS) on the face value of the paid-up equity shares of Rs. 10/- each for the quarter ended June 30, 2025.

The interim dividend shall be paid within 30 days from the date of declaration, to the equity shareholders of the Company whose names appear on the Register of Members of the Company or in the records of the Depositories as beneficial owners of the shares as on Wednesday, August 13, 2025, which is the Record Date, fixed for the purpose.



3. Approval for Issuance of Secured, Unlisted, Redeemable Non-Convertible Debentures (NCDs):

The Board approved the proposal for raising funds by issuance of Secured, Unlisted, Redeemable Non-Convertible Debentures on a private placement basis, in one or more tranches. Under Tranche I, the Company will issue NCDs in two separate series – Series 1 and Series 2.

Disclosures pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure – A-1 (Series 1) and Annexure – A-2 (Series 2)**.

4. Approval for Issuance of Unsecured, Unlisted, Redeemable Non-Convertible Debentures (NCDs):

The Board approved the proposal for raising funds by issuance of Unsecured, Unlisted, Redeemable Non-Convertible Debentures on a private placement basis.

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure – B**.

5. Adoption of Amended Memorandum of Association (MOA):

The Board approved the adoption of a revised MOA aligned with the Companies Act, 2013, retaining the main objects, removing legacy clauses, and adding updated incidental objects aligned with the Company's business, subject to shareholders' approval at the ensuing AGM.

6. Adoption of Amended Articles of Association (AOA):

The Board approved the adoption of a new set of Articles of Association of the Company in line with the Companies Act, 2013, subject to approval of shareholders at the ensuing Annual General Meeting.

7. Appointment of Secretarial Auditors for financial year 2025-26:

Based on the recommendation of the Audit Committee, the Board approved the appointment of M/s. Himanshu Gajra & Co., Practicing Company Secretaries (C.P. No.: 25306), Mumbai, as the Secretarial Auditor of the Company for the financial year 2025-26 to conduct the Secretarial Audit.

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure – C**.



8. Appointment of Internal Auditors for financial year 2025–26:

Based on the recommendation of the Audit Committee, the Board approved the appointment of M/s. Chandani Rathod & Co., Chartered Accountants (Firm Registration No.: 158608W), Mumbai, as the Internal Auditor of the Company for the financial year 2025–26 to conduct the Internal Audit.

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, is enclosed as **Annexure – D**.

9. Notice of the 32nd Annual General Meeting and Cut-off Date:

The Board approved the Notice for convening the 32nd Annual General Meeting (AGM) of the Company to be held on Friday, September 12, 2025, at 12:15 P.M. through Video Conferencing (VC) / other Audio-Visual Means (OAVM).

The Board also approved Thursday, August 14, 2025, as the cut-off date for determining the members entitled to receive the Notice of the AGM.

Request you to kindly take this on record and disseminate the same.

Thanking you.

For and on behalf of QGO Finance Limited

Urmi Mohan Joiser
Company Secretary & Compliance Officer
Membership No.: A63113

Enclosures:

- 1) Un-audited financial results for the quarter ended June 30, 2025 along with the Limited Review Report from the Statutory Auditors.
- 2) Annexure A-1 (Series 1) and Annexure A-2 (Series 2)- Details of issuance of Secured, Unlisted, Redeemable Non-Convertible Debentures (NCDs):
- 3) Annexure B: - Details of issuance of Unsecured, Unlisted, Redeemable Non-Convertible Debentures (NCDs):
- 4) Annexure C: - Details of appointment of Secretarial auditor.
- 5) Annexure D: - Details of appointment of Internal auditor.



ANNEXURE-A-1

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Disclosure for Issuance of Secured, Unlisted, Redeemable Non-Convertible Debentures (NCDs) (Tranche I- Series 1)

Sr. No.	Particulars	Details
a.	Type of securities proposed to be issued	Secured, Unlisted, Redeemable Non-Convertible Debentures (NCDs)
b.	Type of issuance	Issued to eligible investors on a Private Placement basis
c.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Tranche-I (series 1) will comprise 200 NCDs of Rs. 50,000 each aggregating to Rs. 1,00,00,000 (Rs One Crore Only).
d.	In case of preferential issue, the listed entity shall disclose the following additional details	Not applicable, as the issue is on private placement basis and not a preferential allotment
d.(i)	Names of the investors	Not applicable
d.(ii)	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not applicable
d.(iii)	In case of convertibles - intimation on conversion	Not applicable
e.	size of the issue	The Tranche-I (series 1) will comprise 200 NCDs of Rs. 50,000 each aggregating to Rs. 1,00,00,000 (Rs One Crore Only).
f.	whether proposed to be listed? If yes, name of the stock exchange(s)	No
g.	tenure of the instrument - date of allotment and date of maturity	Tenure - 36 months The date on which the Board of Directors of the Company approves the Allotment of the NCDs for Tranche I - Series 1 , or such other date as may be determined by the Board and notified to the Designated Stock Exchange. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs, including



Sr. No.	Particulars	Details
		interest, shall accrue to the NCD holders from the Deemed Date of Allotment.
h.	coupon/interest offered, schedule of payment of coupon/interest and principal	12% p.a. on monthly basis (Fixed Rate)
i.	charge/security, if any, created over the assets	The Secured Non-Convertible Debentures are secured by way of a first pari passu charge on the identified receivables of the Company.
j.	special right/interest/privileges attached to the instrument and changes thereof	Not Applicable
k.	delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not Applicable
l.	details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not Applicable
m.	details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	At the end of 36 months, the same will be intimated during the allotment intimation.



ANNEXURE-A-2

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Disclosure for Issuance of Secured, Unlisted, Redeemable Non-Convertible Debentures (NCDs) (Tranche I- Series 2)

Sr. No.	Particulars	Details
a.	Type of securities proposed to be issued	Secured, Unlisted, Redeemable Non-Convertible Debentures (NCDs)
b.	Type of issuance	Issued to eligible investors on a Private Placement basis
c.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	The Tranche-I (series 2) will comprise 400 NCDs of Rs. 50,000 each aggregating to Rs. 2,00,00,000 (Rs Two Crore Only).
d.	In case of preferential issue, the listed entity shall disclose the following additional details	Not applicable, as the issue is on private placement basis and not a preferential allotment
d.(i)	Names of the investors	Not applicable
d.(ii)	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not applicable
d.(iii)	In case of convertibles - intimation on conversion	Not applicable
e.	size of the issue	The Tranche-I (series 2) will comprise 400 NCDs of Rs. 50,000 each aggregating to Rs. 2,00,00,000 (Rs Two Crore Only).
f.	whether proposed to be listed? If yes, name of the stock exchange(s)	No
g.	tenure of the instrument - date of allotment and date of maturity	Tenure - 84 months The date on which the Board of Directors of the Company approves the Allotment of the NCDs for Tranche I - Series 2 , or such other date as may be determined by the Board and notified to the Designated Stock Exchange. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs, including



Sr. No.	Particulars	Details
		interest, shall accrue to the NCD holders from the Deemed Date of Allotment.
h.	coupon/interest offered, schedule of payment of coupon/interest and principal	12% p.a. on monthly basis (Fixed Rate)
i.	charge/security, if any, created over the assets	The Secured Non-Convertible Debentures are secured by way of a first pari passu charge on the identified receivables of the Company.
j.	special right/interest/privileges attached to the instrument and changes thereof	Not Applicable
k.	delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not Applicable
l.	details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not Applicable
m.	details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	At the end of 84 months, the same will be intimated during the allotment intimation.



ANNEXURE-B

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Disclosure for Issuance of Unsecured, Unlisted, Redeemable Non-Convertible Debentures (NCDs)

Sr. No.	Particulars	Details
a.	Type of securities proposed to be issued	Unsecured, Unlisted, Redeemable Non-Convertible Debentures (NCDs)
b.	Type of issuance	Issued to eligible investors on a Private Placement basis
c.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	150 NCDs of Rs. 1,00,000 each, aggregating to Rs. 1.5 Crore, to be issued in one or more tranches.
d.	In case of preferential issue, the listed entity shall disclose the following additional details	Not applicable, as the issue is on private placement basis and not a preferential allotment
d.(i)	Names of the investors	Not applicable
d.(ii)	Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Not applicable
d.(iii)	In case of convertibles - intimation on conversion	Not applicable
e.	size of the issue	150 NCDs of Rs. 1,00,000 each, aggregating to Rs. 1.5 Crore, to be issued in one or more tranches.
f.	whether proposed to be listed? If yes, name of the stock exchange(s)	No
g.	tenure of the instrument - date of allotment and date of maturity	Tenure – 9 years. The date on which the Board of Directors of the Company approves the Allotment of such NCDs, or such other date as may be determined by the Board and notified to the Designated Stock Exchange. The actual allotment of NCDs may take place on a date other than the Deemed Date of Allotment. All benefits relating to the NCDs, including



Sr. No.	Particulars	Details
		interest, shall accrue to the NCD holders from the Deemed Date of Allotment.
h.	coupon/interest offered, schedule of payment of coupon/interest and principal	12% p.a. on monthly basis (Fixed Rate)
i.	charge/security, if any, created over the assets	Not applicable since these are unsecured Non-convertible Debentures
j.	special right/interest/privileges attached to the instrument and changes thereof	Not Applicable
k.	delay in payment of interest / principal amount for a period of more than three months from the due date or default in payment of interest / principal	Not Applicable
l.	details of any letter or comments regarding payment/non-payment of interest, principal on due dates, or any other matter concerning the security and /or the assets along with its comments thereon, if any	Not Applicable
m.	details of redemption of preference shares indicating the manner of redemption (whether out of profits or out of fresh issue) and debentures	At the end of 9 years, the same will be intimated during the allotment intimation.



ANNEXURE - C

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Appointment of Secretarial Auditors for the Financial year 2025-26:

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment of M/s Himanshu Gajra & Co. (C.P. No.: 25306) Practicing Company Secretaries, as the Secretarial Auditors of the Company for the Financial Year 2025-26.
2.	Date of Appointment/ re-Appointment/Cessation & Terms of Appointment	Appointed on August 04, 2025 for the Financial Year 2025-26 to conduct Secretarial Audit.
3.	Brief Profile (in case of Appointment)	<p>M/s Himanshu Gajra & Co., Practicing Company Secretary, are known for delivering reliable and tailored corporate compliance solutions.</p> <p>With expertise spanning company law, mergers & acquisitions, FEMA, NBFC, IPR, and securities law, they help clients focus on business growth while handling complex legal requirements.</p> <p>It serves diverse sectors including infrastructure, IT, real estate, and NGOs, backed by a commitment to professionalism, responsiveness, and deep domain knowledge.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	None



ANNEXURE - D

Disclosure pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024

Appointment of Internal Auditors for the Financial year 2025-26:

Sr. No.	Particulars	Details
1.	Reason for change viz. appointment, re-appointment, resignation, removal, death or otherwise	Appointment M/s. Chandani Rathod & Co., Chartered Accountants (Firm Registration No.: 158608W), as the Internal Auditors of the Company for the Financial Year 2025-26.
2.	Date of Appointment/ re-Appointment/Cessation & Terms of Appointment	Appointed on August 04, 2025 for the Financial Year 2025-26 to conduct Internal Audit.
3.	Brief Profile (in case of Appointment)	<p>Chandani Rathod & Co. is a professional firm known for delivering proactive, compliant, and value-driven financial, tax, and assurance solutions to MSMEs, startups, and corporates across India.</p> <p>Led by CA Chandani Rathod, who brings extensive expertise in taxation, audit, and strategic finance, the firm focuses on practical, client-centric advisory.</p> <p>Their offerings include audit & assurance, direct and indirect tax advisory, GST litigation, virtual CFO services, and company law compliance.</p> <p>With experience across industries such as manufacturing, logistics, fintech, trading, and services, they help businesses achieve financial health and regulatory excellence.</p>
4.	Disclosure of relationships between directors (in case of appointment of a director)	None

Independent Auditor's Review Report on the Quarter ended 30th June, 2025 of the Unaudited Standalone Financial Results of the Company QGO Finance Limited Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended)

**To
The Board of Directors of
QGO FINANCE LIMITED**

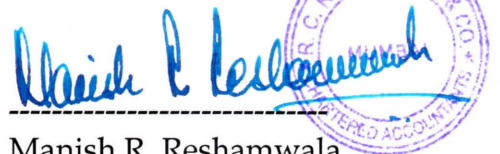
1. We have reviewed the accompanying statement of unaudited standalone financial results of **QGO FINANCE LIMITED** (the "Company") for the Quarter ended June 30, 2025 (the "Statement") attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations"). We have initialed the Statement for identification purpose only.
2. This Statement, which is the responsibility of the Company's Management and approved by the Company's Board of Directors at the meeting held on 4th August, 2025, has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 ("The Act") as amended, read with relevant rules issued thereunder and the circulars, guidelines and directions issued by Reserve Bank of India ('RBI') from time to time applicable to the NBFC ("RBI guidelines") and other accounting principles generally accepted in India and in compliance with the presentation and disclosure requirement under Regulations 33 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 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 ("ICAI"). 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 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 specified under Section 143(10) of the Act 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. We have not performed an audit and 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 accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards 34 ('Ind AS 34') specified under Section 133 of the Act, as amended, read with relevant rules issued thereunder, and the RBI guidelines and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the Listing Regulations, 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 the relevant prudential norms issued by RBI in respect of income recognition, asset classification, provisioning, to the extent applicable to the Company and other related matters.
5. Attention is drawn to the fact that the unaudited standalone financial results of the Company for the corresponding quarter ended 30th June 2024 were reviewed by Subramaniam Bengali & Associates, the earlier statutory auditor whose report dated 29th July, 2024 expressed an unmodified conclusion on those unaudited standalone financial results. Our conclusion on the statement is not modified in respect of this matter.

For R. C. Reshamwala & Co.
Chartered Accountants
(FRN: 108832W)



Manish R. Reshamwala
Partner
Membership No.106586

Place: Mumbai
Date: 4th August, 2025
UDIN: 25106586BMTDVK9225

