



## **Terms and conditions of appointment of the Independent Directors**

The terms and conditions of appointment of the Independent Directors of the Company in accordance with the requirements of Schedule IV to the Companies Act, 2013 and revised **SEBI (LODR) Regulations, 2019**:

Terms and Conditions of appointment of Independent Directors:

### **I. TERM OF APPOINTMENT**

<b>Sl. No.</b>	<b>Name of Director</b>	<b>Category</b>	<b>Date of Appointment</b>	<b>Date of Termination</b>
1	Mrs. Leena Hinesh Jobanputra	Non Executive Independent	12.11.2014	11.11.2019
2	Mr. Govind Kumar Goyal	Non Executive Independent	24.07.2015	23.07.2020
3	Mr. Jignesh Dalal	Non Executive Independent	15.02.2018	14.02.2023
4	Mr. Nishant Sharadrao Nanda	Non Executive Independent	10.08.2018	09.08.2023

### **II. OTHER TERMS AND CONDITIONS**

#### **Role and Functions of Independent Directors shall include the following:**

- They shall help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- They shall bring an objective view in the evaluation of the performance of Board and management;
- They shall scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- They shall satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- They shall safeguard the interests of all stakeholders, particularly the minority shareholders;
- They shall balance the conflicting interest of the stakeholders;
- They shall determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;



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- They shall moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.

**Fiduciary duties and accompanying liabilities of Independent Directors shall include the following:**

- They shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company;
- They shall seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;
- They shall strive to attend all meetings of the Board of Directors and of the Board committees of which they are a member;
- They shall participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- They shall strive to attend the general meetings of the Company,
- Where they have concerns about the running of the Company or a proposed action they shall ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- They shall keep themselves well informed about the Company and the external environment in which it operates;
- They shall not unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- They shall pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- They shall ascertain and ensure that the Company has an adequate and functional vigil mechanism and ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- They shall report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy;
- They shall assist in protecting the legitimate interests of the Company, shareholders and its employees within their authority;



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- They shall not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

**Role and functions of Independent Directors as per Schedule IV of the Companies Act, 2013 shall include the following:**

- They shall act in accordance with the Articles of Association of the Company.
- They shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interests of the Company, its employees, the shareholders particularly the minority shareholders, the community and for the protection of environment.
- They shall exercise their duties with due and reasonable care, skill and diligence.
- They must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to -
  - a) the likely consequences of any decision in the long term;
  - b) the interests of the Company's employees;
  - c) the need to foster the Company's business relationships with suppliers, customers and others;
  - d) the impact of the Company's operations on the community and the environment;
  - e) the desirability of the Company maintaining a reputation for high standards of business conduct; and
  - f) the need to act fairly as between members of the Company.
- Such other duties as may be specified by the Companies Act, 2013 read with the rules framed there under and Listing Agreement, as amended from time to time.
- They shall comply with fiduciary duties and shall be subject to accompanying liabilities that come with their appointment as Independent Director of the Company.

**Directors and Officers Insurance:**

The Company presently does not have a Directors and Officer Insurance. In case the above cover is taken the same will be informed to Independent Directors



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## **Code of Business Ethics:**

They shall abide by Company's Code of Conduct and Business Ethics.

## **Re-Appointment:**

Their re-appointment shall be on the basis of report of their performance evaluation.

## **List of actions that Independent Directors should not do while functioning:**

- They shall not involve in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company in terms of provisions of the Companies Act, 2013 read with rules framed there under, Listing Agreement and other applicable laws, as amended from time to time.
- They shall not achieve or attempt to achieve any undue gain or advantage either to themselves or to their relatives, partners, or associates and if such director is found guilty of making undue gain, they shall be liable to pay an amount equal to that gain to the Company.
- Unless specifically authorized to do so by the Board, they must not enter into any legal or other commitment or contract on behalf of the Company.
- They will not allow any extraneous considerations that will vitiate their exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- They will not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- They will refrain from any action that would lead to loss of their independence as per Companies Act, 2013 and listing agreement; where circumstances arise which result in loss of independence, inform the Board immediately;
- They must not be disqualified as per the provisions mentioned under section 164 of the Companies Act, 2013.

## **Sitting Fees:**

Independent Directors will be entitled to receive Director Sitting Fees for attending the Board Meeting/ Committees Meeting as per the decision of the Board of Directors. They are also entitled to receive the reimbursement of the expenses incurred by them for attending the Meeting of the Board and/or Committees.



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## **Separate Meeting:**

Independent Directors are required to hold at least one meeting in a year without the attendance of non-independent Directors and members of the Management wherein they are requested to:

- a. Review the performance of non-independent directors and the Board as a whole;
- b. Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- c. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that it is necessary for the Board to effectively and reasonably perform their duties.