

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 29<sup>th</sup> Annual General Meeting (“AGM”) of the Members of U. Y. Fincorp Limited (Formerly known as Golden Goenka Fincorp Limited) will be held on Friday, the 30<sup>th</sup> day of September 2022 at 11:30 A.M., Indian Standard Time (“IST”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), for which purpose the Registered Office situated at 16 Strand Road, Room No. 908B, 9<sup>th</sup> Floor, Kolkata:- 700 007 shall be deemed as the venue for the meeting and proceedings of the AGM shall be deemed to be made there at, to transact the following businesses:-

### AS ORDINARY BUSINESS

1. To receive, consider and adopt-
  - (a) The Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the report of the Board of Director’s and Auditor’s thereon.
  - (b) The Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 together with the report of the Auditor’s thereon.
2. To appoint a Director in place of Mr. Dinesh Burman (DIN: 00612904) who retire by rotation and being eligible, offers himself for re-appointment.

### AS SPECIAL BUSINESS

3. To consider and, if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION** :

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors, the re-appointment of Mr. Jignesh Dalal (DIN: 08065507), who has submitted a declaration confirming that he meets the criteria of independence as provided Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and who is eligible for re-appointment as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, for the second term of five years commencing from 15<sup>th</sup> February, 2023 up to 14<sup>th</sup> February, 2028, be and is hereby approved.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Jignesh Dalal shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.”

4. To consider and, if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION** :

**RESOLVED THAT** in supersession of all earlier resolutions passed by the Members in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members be and is hereby accorded to keep and maintained the registers and other records as required to be maintained by the Company as per Section 88 of the Act and copies of annual returns filed under Section 92 of the Act, together with the copies of certificates and other documents required to be annexed thereto or any other documents as may be required thereunder, at the Registered office of the Company and/or at the office of the Niche Technologies Private Limited, Registrar and Transfer Agent of the Company, or such other place where the office of the Registrar and Transfer Agent of the Company is situated from time to time.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to take all such actions and to do all such acts, deeds, matters, and things as may be considered necessary, desirable, and expedient for giving effect to this resolution.”

5. To consider and, if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION** :

**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee of Directors, approval of the Members of the Company be and is hereby accorded for change in designation of Mr. Udai Kothari (DIN: 00284256), an existing Non-



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Executive Non Independent Director on the Board of the Company from as Executive Chairman and Managing Director of the Company, for a period of 3 (three) years with effect from May 2, 2022 at a remuneration and on the terms and conditions set out below:-

- A. In the pay scale of ₹ 400,000/- (Rupees Four Lakhs only) to ₹ 600,000/- (Rupees Six Lakhs only) per month including allowances. The annual increment will be decided by the Board of Directors of the Company.
- B. Perquisites & Allowances-
  - i. House Rent Allowance-50% of the Basic Salary
  - ii. Use of chauffeur driven Company car for official purpose and telecommunication facilities at residence & mobile expenses (Including payment for local calls and long distance official calls). Provision of Car for use on company's business and telephone at residence for official purpose are not to be considered as perquisites.
  - iii Leave, Provident Fund, Gratuity and other allowances as per Rules of the Company.

The said perquisites and allowances shall be evaluated wherever applicable, as per the Income Tax Act, 1961 or any rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force). In absence of any such rules, perquisites and allowances shall be evaluated as per actual.

The term "family" means the spouse and the dependent children of the Managing Director.

The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors of the Company or any Committees thereof.

The remuneration payable to the Managing Director by way of salary, perquisites and allowances shall not however exceed the ceiling limit as prescribed under Schedule V of the Companies Act, 2013.

The Board of Directors on the recommendation of Nomination and Remuneration Committee of Directors is entitled to determine and revise the salary, perquisites and allowances payable to the Managing Director at any time, such that the overall remuneration payable shall not exceed the aggregate limit as prescribed under Section II of Part II of Schedule V of the Companies Act, 2013.

The period of office of Mr. Udai Kothari as Managing Director shall be liable to determination by retirement of directors by rotation. However this will not constitute discontinuation in tenure of services of Mr. Udai Kothari.

The Company shall be at liberty from time to time to appoint a person or persons to be Managing Director(s) jointly with the Managing Director.

The tenure of employment of Mr. Udai Kothari as Managing Director of the Company may be terminated by the Company by giving notice of 45 days or payment of salary (Basic) in lieu thereof. In case, the Managing Director does not wish to continue with the Company, he should serve a notice period of 90 days prior to date of leaving or should make payment of salary (basic) in lieu thereof.

Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, then also he shall be paid salary, allowances and perquisites as specified above as minimum remuneration in accordance with the applicable provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

- 6 To consider and, if thought fit, to pass the following resolutions as **ORDINARY RESOLUTION** :

**"RESOLVED THAT** pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for entering into and/or proposed to be entered into and/ or continuing with Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and each of the party(ies) namely Mr. Deeapk Kothari, Mr. Udai Kothari, M/s U. Y. Industries Private Limited, M/s Brihans Laboratories Private Limited, M/s Brima Sagar Maharashtra Distilleries Limited, M/s U. Y. Aviation Private Limited, M/s Zircon Traders Limited,

## Annexure - B to the Auditor's Report (Contd.)

M/s Som Datt Landmark Golf Clubs & Resorts Private Limited, M/s R K Pan Masala Private Limited, M/s Quality Laminators and M/s R K Products Co, being Related Party (ies) within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations during the financial year ending on March 31, 2023 and upto the date of the 30th Annual General Meeting of the Company to be held in the year 2023, with respect to Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) as mentioned in detail in the Explanatory Statement annexed herewith whether by way of fresh or renewal(s) or extension(s) or any modification(s) of earlier Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) or otherwise including payment of interest or levy of charges for any services provided by the Company, from time to time on such terms and conditions as may be mutually agreed between the Company and the aforementioned Related Parties of the Company, notwithstanding the fact that the maximum balance at any day during the financial year 2022-23 and for the next financial year and upto the date of the 30th Annual General Meeting of the Company to be held in the year 2023, may exceed or have exceeded ₹ 1,000 crores or 10 per cent. of the annual consolidated turnover of the Company for the relevant financial year, whichever is lower, as prescribed under SEBI Listing Regulations or any other materiality threshold, as may be applicable from time to time, for each such Party, provided however, that the said Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

**RESOLVED FURTHER THAT** the Members of the Company do hereby approve and accord approval to the Board (hereinafter referred to as " the Board" which terms shall include any committee thereof), to sign and execute all such documents, deeds and writings, including filing the said documents, etc., and do all such acts, deeds, matters and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Members of the Company, do hereby also accord approval to the Board to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Company, in accordance with applicable laws, to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be considered necessary or expedient to give effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

**Registered Office:**

16 Strand Road

9th Floor, Room No. 908B

Kolkata-700001

Dated: 1st September, 2022

**By Order of the Board**

Sd/-

Udai Kothari

(Chairman & Managing Director)

(DIN:-00284256)



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### Notes:

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto. Since the meeting is being held through VC/OAVM, the route map, proxy form, and attendance slip are not annexed in the notice.**
- In view of the continuing impact of the COVID-19 pandemic and to ensure social distancing, the Ministry of Corporate Affairs ('MCA') has, vide its General Circular No. 02/2022 dated May 05, 2022 read together with General Circulars Nos. 20/2020, 14/2020, 17/2020 and 02/2021 dated May 05, 2020, April 08, 2020, April 13, 2020 and January 13, 2021 respectively (hereinafter collectively referred to as MCA Circulars) and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by Securities and Exchange Board of India ('SEBI') (hereinafter collectively referred to as AGM related Circulars) permitted holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM') during the calendar year 2022, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being conducted through VC/OAVM hereinafter called as 'e-AGM'. Hence member can attend and participate in the ensuing AGM through VC/OAVM.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Pursuant to Section 91 of the Companies Act, 2013 and Rule 10 of the Companies (Management and Administration) Rules, 2014 read with Regulation 42(5) of the Listing Regulations, the Register of Members and Share Transfer Books will remain closed from Saturday, the 24<sup>th</sup> day of September, 2022 to Friday, the 30<sup>th</sup> day of September, 2022 (both days inclusive).
- Members holding shares in physical form are requested to notify the change in their addresses to the Niche Technologies Pvt. Ltd., Registrar and Share Transfer Agents at 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017 or to the Company and always quote their Folio No. in all correspondence.
- Brief resume of Directors proposed to be appointed / re-designated / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committee(s), shareholding and relationships between directors inter-se as stipulated under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in the Corporate Governance Section forming part of the Annual Report.
- The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all Members holding shares in physical form. Therefore, the Members are requested to submit their PAN and Bank Account details to the Company at the Registered Office or to M/s. Niche Technologies Pvt. Ltd., the Registrar and Share Transfer Agent (RTA) of the Company. In this regard, the Members are requested to submit a duly signed letter along with self-attested copy of PAN Card(s) of all the registered Members (including joint holders). Members are also requested to submit original cancelled cheque bearing the name of the sole / first holder. In case of inability to provide the original cancelled cheque, a copy of Bank Passbook / Statement of the sole / first holder duly attested by the Bank, not being a date earlier than one month may be provided. Members holding shares in demat form are requested to submit the aforesaid documents to their respective Depository Participant (s).
- As per Regulation 40(7) of the Listing Regulations read with Schedule VII to the said Regulations, for registration of transfer of shares, the transferee(s) as well as transferor(s) shall mandatorily furnish copies of their Permanent Account Number (PAN) Card. Additionally, for securities market transactions and / or for off market / private transactions involving transfer of shares in physical mode for listed Companies, it shall be mandatory for the transferee(s) as well as transferor(s) to furnish copies of PAN Card to the Company / RTA for registration of such transfer of shares. In case of transmission of shares held in physical mode, it is mandatory to furnish a copy of the PAN Card of the legal heir(s) / Nominee(s).
- Members desirous of making nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 may do so.
- Pursuant to provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and

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unclaimed amounts lying with Companies) Rules, 2012, the statement containing information of the unclaimed amounts of dividend lying with the Company as on the date of last Annual General Meeting i.e., 29<sup>th</sup> September, 2021 has been uploaded on the website of the Company and necessary forms/returns have also been filed with the Ministry of Corporate Affairs.

11. In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Equity Shares in respect of which dividend w.r.t. the financial year 2012-2013 remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. The company is in process of transferred underlying Equity Shares on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority.
12. All relevant documents referred in the Notice and Explanatory Statement will be available for inspection by the members at the Registered Office of the Company between 11:00 AM to 01:00 PM on any working day of the Company up to the date of the Annual General Meeting.
13. Members desirous of getting any information in relation to the Company's Annual Report 2021-22 are requested to address their query(ies) well in advance, i.e. at least 10 days before the Meeting, to the Company to enable the Management to keep the information readily available at the Meeting.
14. In view of the prevailing COVID-19 pandemic situation, the Ministry of Corporate Affairs vide its circular dated 5<sup>th</sup> May 2022 has exempted companies from sending Annual Reports in physical mode. Accordingly, an electronic copy of the Annual Report is being sent to all the Members holding shares in dematerialised mode and whose e-mail addresses are available with the Depository Participant(s) as well as to all the Members holding shares in physical mode whose e-mail addresses are registered with the Company/RTA for communication purposes.

Procedure for obtaining the Annual Report, AGM notice as well as electronic voting (e-voting) instructions for Members whose e-mail addresses are not registered with the depositories or with RTA is provided herein and also available on the website of the Company. The report is also available on the Company's website, websites of the Stock Exchanges i.e. BSE Limited and CSE Limited. In view of the exemptions provided, no physical or hard copies of the Notice and the Annual Report will be sent to the shareholders who have not registered their e-mail addresses with the Company/RTA as well as to those specifically requesting for physical copy of the documents.

Members holding shares in electronic form who have registered/not registered their e-mail address, mobile number, address and bank details may please contact and validate/update their details with the Depository Participant. Members may follow the process detailed herein for registration of e-mail addresses to obtain the Annual Report, Notice and the login credentials for e-voting.

15. The Notice and Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at [www.uyfincorp.com](http://www.uyfincorp.com).
16. **Under Rule 18 of Companies (Management and Administration) Rules, 2014, Members who have not registered their e-mail address are requested to register the same with the Registrar and Share Transfer Agent/ Depositories.**
17. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without



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restriction on account of first come first served basis

19. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
20. Since the AGM is being held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
21. The Notice calling the AGM shall be uploaded on the website of the Company at [www.uyfincorp.com](http://www.uyfincorp.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and Calcutta Stock Exchange Limited at [www.bseindia.com](http://www.bseindia.com) and [www.cse-india.com](http://www.cse-india.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
22. **The process and manner for remote e-voting are as under:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The remote e-voting period commences on Tuesday the 27<sup>th</sup> day of September, 2022 at 10:00 AM (IST) and ends on Thursday the 29<sup>th</sup> day of September, 2022 at 5:00 PM (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2022, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>



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Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 022-23058542 / 43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) **Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- Click on "Shareholders" tab.
- Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company,
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below :

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(vi) After entering these details appropriately, click on "SUBMIT" tab.

## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company Name i.e. **U. Y. Fincorp Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non- Individual shareholders and Custodians :**
- Non- Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [contact@uyfincorp.com](mailto:contact@uyfincorp.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an e-mail to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact them at 1800 200 5533
- 23. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES:**
1. For Physical shareholders :- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA** email id.
  2. For Demat shareholders :- Please update your email id & mobile no. with your respective Depository Participant (DP)



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

3. **For Individual Demat shareholders :- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**
- 24 **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:-**
  1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
  2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
  3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
  4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
  5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at **[cs@uyfincorp.com](mailto:cs@uyfincorp.com)**. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at **[cs@uyfincorp.com](mailto:cs@uyfincorp.com)**. These queries will be replied by the company suitably by email.
  8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
  9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
25. Institutional Members / Bodies Corporate (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at **[kohli.prateek@gmail.com](mailto:kohli.prateek@gmail.com)** with a copy marked to **[helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)** on or before 29<sup>th</sup> September, 2022 at 5:00 PM (IST) without which the vote shall not be treated as valid.
26. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2022. A person who is not a member as on cut-off date should treat this notice for information purpose only.
27. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 19<sup>th</sup> August, 2022.
28. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2022. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
29. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23<sup>rd</sup> September, 2022

## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

30. Investors who became members of the Company subsequent to the despatch of the Notice and holds the shares as on the cut-off date of 23<sup>rd</sup> September, 2022 are requested to send the written / E-mail communication to the Company at [cs@uyfincorp.com](mailto:cs@uyfincorp.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
31. The Board of Directors of the Company at its meeting held on 1<sup>st</sup> September, 2022 appointed M/s. Prateek Kohli & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
32. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.uyfincorp.com](http://www.uyfincorp.com) and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The BSE Limited and The Calcutta Stock Exchange Limited.
33. A copy of this notice has been placed on the website of CDSL.
34. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
35. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A- Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.
36. Subject to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. September 30, 2022.

### ANNEXURE TO THE NOTICE

#### Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013 ("the Act")

##### Item No. 3

Mr. Jignesh Dalal (DIN: 08065507) was appointed as a Non-Executive Independent Director of the Company for the five consecutive years w.e.f. 15<sup>th</sup> February, 2018 at 25<sup>th</sup> Annual General Meeting of the Company and who holds office up to 14<sup>th</sup> February, 2023 and is eligible for re-appointment.

In terms of provisions of Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of the Company, but such Independent Director shall be eligible for re-appointment for another term of up to 5 (five) consecutive years after passing of Special Resolution.

The Board of Directors of the Company, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee (NRC), proposed the re-appointment of Mr. Dalal as an Independent Director for the approval of Members by way of Special Resolution, for second term of 5 (five) consecutive years not liable to retire by rotation, from 15<sup>th</sup> February, 2023 to 14<sup>th</sup> February, 2028.

Mr. Dalal is not disqualified from being appointed as a Director in term of Section 164 of the Act and has given his consent to act as Director. He is also not debarred from holding office of Director by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other Statutory Authority.

Mr. Dalal shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings and profit related commission as may be approved by the Members.

The Company has received a declaration from Mr. Dalal that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In term of Section 149 and other applicable provisions of the Act, Mr. Dalal being eligible, is proposed for appointment as Independent Director for second term of five (5) consecutive years on the Board of the Company.

In the opinion of Board, Mr. Dalal fulfils the conditions for his appointment as an Independent Director as specified in the Act and Listing Regulation 2015. Mr. Dalal is independent of the management.



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

Except Mr. Dalal, none of the Directors, Manager, other Key Managerial Personnel and their relatives are in anyway concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

The information as required pursuant to Listing regulations 2015 and the Secretarial Standard on General Meeting given in Corporate Governance Report annexed to the Directors' Report.

### Item No. 4

Pursuant to Section 94 and other applicable provisions, if any, of the Act read with the Companies (Management and Administration) Rules, 2014, certain documents such as the Registers prescribed under Section 88 of the Act and copies of Annual Returns as required under Section 92 of the Act, together with the copies of certain other registers, certificates, documents, etc. are required to be kept and maintained at the Registered Office of the Company. However, these documents can be kept at any other place in India in which more than one-tenth of the total Members entered in the Register of Members reside, if approved by a Special Resolution passed at a general meeting of the Company.

In this context, approval of the Members is sought by way of a Special Resolution for keeping and maintaining the Registers as mentioned above together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the Registered Office of the Company and / or at the office of RTA mentioned in the Resolution.

None of the Directors, Manager, other Key Managerial Personnel and their relatives are in anyway concerned or interested, financial or otherwise, in the aforesaid Resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

### Item No. 5

Based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the members of the Company the Board of Directors of the Company (the 'Board'), at its meeting held on 30<sup>th</sup> April, 2022 has, approved change in designation of Mr. Udai Kothari an existing Director on the Board of the Company as Executive Chairman and Managing Director, for a period of 3 (three) years commencing from 2<sup>nd</sup> May, 2022 to 1<sup>st</sup> May, 2025 at the remuneration and terms and conditions as mentioned in the resolution

It is proposed to seek the members' approval for the change in designation of and remuneration payable to Mr. Udai Kothari as Managing Director in terms of the applicable provisions of the Act. The salient terms and conditions of the change in designation are set out in the Item No. 5 of the Notice.

**Information as required under Section II of Part II of Schedule V of the Act are as follows:-**

#### I. GENERAL INFORMATION -

##### (1) Nature of Industry

Non-Banking Finance Company

##### (2) Date or expected date of commencement of commercial production

Your Company continues to carry on its business of Non-Banking Financial Institution without accepting deposits. The Company has complied with and continues to comply with all the prudent financial management norms and directions issued by Reserve Bank of India as applicable to it.

##### (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not Applicable

##### (4) Financial performance based on given indicators

(₹ in lakh)

Particulars	31st March 2022	31st March 2021
Gross Sales & Other Income	8,489.64	1,501.99
Profit after Tax	321.32	949.00
Equity Share Capital	9,511.92	9,511.92
Reserve and Surplus	15,012.84	14,631.76

## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

(5) Foreign investments or collaborations, if any – NIL

### II. INFORMATION ABOUT THE APPOINTEE :

#### (1) Background details

Mr. Udai Kothari aged 35 years Hailing from the background of studying in boarding schools in Nainital and Pune, completed his high school from the B.K. Birla Centre for Education in Pune. He completed his XII Grade from Delhi Public School, Kanpur in U.P. Post that he went to the U.K for his graduation. He graduated from the University of Kent with an Honours degree in Bachelor's of Business Administration. He has keen analytical skills and good communication & interpersonal skills.

A firm practitioner of the trusteeship concept, Mr. Kothari has institutionalized the concept of caring and giving at the U.Y Group. With his mandate, the Group is involved in meaningful welfare driven activities that distinctively impact the quality of life of weaker sections of society, surrounding hundreds of villages that are among the poorest in India.

(2) **Past Remuneration:-** ₹ 17,000 p.a. (FY 2021-22)

(3) **Recognition or Awards - NIL**

#### (4) Job profile and his suitability

Following in the footsteps of his father, Mr. Udai Kothari joined the business league in 2008. By constantly bringing in innovative means to take his group to the much greater horizon, his hands on approach goes a long way in ensuring that the company receives and gives out only the very best at every point in time and hence he is best suited for the position.

Under his able guidance and leadership the Company anticipates to achieve high growth in near future. With sufficient past experience in successfully managing the affairs of the Company, Mr. Udai Kothari is best suited for the position. As the Managing Director of the Company, he has power of management of the whole or substantially the whole of the affairs of the Company.

(5) **Remuneration proposed –** As mentioned in the resolutions.

(6) **Comparative remuneration profile with respect to Industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin).**

Considering the responsibility shouldered by him of the enhanced business activities of the Company, proposed remuneration is Commensurate with Industry standards and Board level positions held in similar sized and similarly positioned.

(7) **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel if any**

Does not have any direct pecuniary relationship with the Company except their shareholding and indirect relationship through group companies in which he is director and who have availed loan from the company and whose necessary disclosures are given in the schedule to books of accounts.

Except Mr. Deepak Kothari, his father no managerial personnel is related to Mr. Udai Kothari.

### III. OTHER INFORMATION :

#### (1) Reasons of loss or inadequate profit

The Company is engaged in non-banking financial activities. The margins in such industries traditionally are subject to economic reforms and market conditions. Increasing inflation, domestic political uncertainty and global economic condition contributes to the inadequacy of profit of the Company.

#### (2) Steps taken or proposed to be taken for improvement

The Company is taking steps to expand its business in all the areas of financing and related activities.

#### (3) Expected increase in productivity and profits in measurable terms

With the expansion plans of the Company in the area of financing and related activities the productivity of the Company is expected to be in commensurate to the prevailing industry trend in this part of the country.



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

### IV. DISCLOSURE :

1. A draft resolution and detailed explanatory statement about the change in designation and terms and conditions thereof of Mr. Udai Kothari is presented under the Notice convening the ensuing Annual General Meeting.
2. The details regarding remuneration package etc., of all other directors, are produced in the Corporate Governance Report, annexed to the Directors' Report.

A copy of the Minutes of the Meetings of the Board of Directors and Nomination and Remuneration Committee and a copy of the draft agreement between the Company and Mr. Udai Kothari in this connection will be kept open for inspection by the Members at the Registered Office of the Company.

The change in designation and remuneration payable to Mr. Udai Kothari require approval of the members in terms of Schedule V of the Act.

Except Mr. Udai Kothari and Mr. Deepak Kothari, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

The information as required pursuant to Listing regulations 2015 and the Secretarial Standard on General Meeting given in Corporate Governance Report annexed to the Directors' Report.

### Item No. 6

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, in terms of the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI LODR, effective April 1, 2022, transactions involving transfer of resources, services or obligations between a listed entity and any person or entity forming a part of the promoter or promoter group of the listed entity will be considered as 'related party transactions' ('RPT'), and as 'material related party transactions', if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10 per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company, during the ordinary course of its non-banking financial services, enter into and/or proposed to be entered into and/ or continuing with Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) (in any form and by whatever name called), whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise between the Company and each of the related party(ies), whether by way of fresh or renewal(s) or extension(s) or any modification(s) of earlier Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) or otherwise including the payment of interest or levy of charges for any services provided by the Company, from time to time on such terms and conditions as may be mutually agreed between the Company and its related parties ('RPs'). Therefore, it is required to seek the prior approval of the shareholders of the Company for the aforesaid transactions.

Further, SEBI vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022, clarified that the Member's approval of omnibus RPTs approved in an Annual General Meeting (AGM) shall be valid during the financial year ending on March 31, 2023 and upto the date of the next AGM to be held on year 2023 for a period not exceeding fifteen months. Hence, it is also proposed to seek approval of the Members for the below mentioned transactions at this AGM in order to have the resolution valid till next AGM.

## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

In view of the above, approval of the Members is sought w.r.t. Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) (in any form and by whatever name called), enter into and/or proposed to be entered into and/ or continuing with (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and each of the related party(ies), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No.	Description	Details
1	<b>Details of Summary of information provided by the Management to the Audit Committee:-</b>	
a.	Name of the related party(ies) and relationship	<p><b>Promoters of U. Y. Fincorp Limited :-</b></p> <ul style="list-style-type: none"> <li>➤ Mr. Deepak Kothari</li> <li>➤ Mr. Udai Kothari</li> </ul> <p><b>Entity forming part of Promoter Group of U. Y. Fincorp Limited :-</b></p> <ul style="list-style-type: none"> <li>➤ M/s. U. Y. Industries Private Limited (TRF)</li> </ul> <p><b>Entities significantly influenced by Promoter(s)/Key Managerial Personnel (s) of U. Y. Fincorp Limited :-</b></p> <ul style="list-style-type: none"> <li>➤ M/s. Brihans Laboratories Private Limited,</li> <li>➤ M/s. Brima Sagar Maharashtra Distilleries Limited,</li> <li>➤ M/s. U. Y. Aviation Private Limited,</li> <li>➤ M/s. Zircon Traders Limited,</li> <li>➤ M/s. Som Datt Landmark Golf Clubs &amp; Resorts Pvt. Ltd.</li> <li>➤ M/s. R K Pan Masala Private Limited ,</li> <li>➤ M/s. Quality Laminators and</li> <li>➤ M/s. R K Products Co,</li> </ul>
b.	Name of the director or key managerial personnel and their Relatives who is related, if any	Mr. Udai Kothari and Mr. Deepak Kothari (Father of Udai Kothari)
c.	Whether the Related Parties Transactions (RPTs) is in Ordinary Course of Business	Yes
d.	Whether the RPTs is at Arm's Length basis	Yes
e.	Nature of concern or interest of the related party (financial/otherwise)	Financial
f.	Type, material terms, monetary value and particulars of the RPTs	<p>The company during its ordinary courses of business inter alia enter into and/or proposed to be entered into and/ or continuing with following Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise between the Company and each of the related party(ies) whether by way of fresh or renewal(s) or extension(s) or any modification(s) of earlier Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) or otherwise :-</p> <ul style="list-style-type: none"> <li>➤ Transfer of Resources (Unsecured Loan/Investments)</li> <li>➤ Rendering and receipt of any service or resources</li> <li>➤ Interest received and paid on outstanding balances and</li> <li>➤ Other transactions for business purpose from/to Related Parties.</li> </ul>



## NOTICE OF ANNUAL GENERAL MEETING(Contd.)

Sl. No.	Description	Details
g.	Value and Tenure of Transaction(s)	For an aggregate value not exceeding Rs.26 crore with each of the Related Parties during financial year 2022-23 upto the date of the 30th Annual General Meeting of the Company to be held in the year 2023.
h.	Percentage of annual consolidated turnover considering FY 2021-22 as the immediately preceding financial year that represented by the value of the each RPTs	37.08%
2	Justification for the transaction(s)	These transactions are done in furtherance of the Non-banking financial business of the Company with its customers, which may include Related Parties of the Company.
3.	Details of transaction(s) relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:-	
a.	Details of the source of funds in connection with the proposed transaction(s)	N. A.
b.	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:- - nature of indebtedness; - cost of funds; and - tenure	N. A.
c.	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Interest Rate :- 8% - 13% Tenure:- Upto 1 Year Repayment Schedule:- On Maturity Security :- Unsecured
d.	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The maximum balance at any day, during FY 2022-23 and for the next financial year (until the holding of 30th Annual General Meeting of the Company), between the Company one side and each related parties as mentioned above, individually on the other side, may exceed the threshold of 'material related party transactions' under the SEBI LODR, i.e., ₹ 1,000 crore or 10 per cent. of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, for each such Party. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company.

Based on the information on the transactions as provided above, the Audit Committee has approved entering into the said transactions and the Board of the Company has recommended for the approval of the Members, the resolution set out at Item No. 6 of this Notice, by way of an ordinary resolution.

The Members may please note that in terms of provisions of the SEBI LODR, no related party shall vote to approve the Ordinary Resolution at Item No. 6 of this Notice.

Except Mr. Udai Kothari and Mr. Deepak Kothari, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

**Registered Office :**  
**16 Strand Road**  
**9th Floor, Room No. 908B**  
**Kolkata-700001**  
**Dated: 1st September, 2022**

**By Order of the Board**  
**Sd/-**  
**Udai Kothari**  
**(Chairman & Managing Director)**  
**(DIN:-00284256)**