Date: 02.11.2026

To,

The Board of Directors

U. Y. Fincorp Limited ("Company")

16, Strand Road,

9th Floor, Room No. 908B,

Kolkata - 700 001,

West Bengal, India

Subject: Proposed Preferential issue of 2,45,90,000 Convertible Equity Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares and 5,21,20,000 Equity Shares by the Company in terms of Chapter V of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulation 2018 ("SEBI ICDR Regulations")("Preferential Issue")

Dear Sir / Madam,

In connection with:-

- Issuance of 2,45,90,000 (Two Crore Forty Five Lakh Ninety Thousand) Warrants carrying an entitlement to subscribe to an equivalent number of Equity Shares having face value of ₹ 5 (Rupees Five only) each in one or more tranche**s**, to the proposed allotees, on a preferential basis ("**Preferential Issue**") in accordance with Chapter V the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Companies Act, 2013 and the rules made thereunder, as amended and other applicable laws, at an issue price of ₹ 24.40/- (Rupees Twenty Four and Forty Paise only) per Warrant, which is determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to ₹ 59,99,96,000/- (Rupees Fifty Nine Crore Ninety Nine Lakh Ninety Six Thousand only).

- Issuance of **5,21,20,000** (Five Crore Twenty One Lakh Twenty Thousand) Equity Shares having face value of ₹ 5 (Rupees Five only), to the proposed allottees, on a preferential basis ("**Preferential Issue)** in accordance with Chapter V the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**"), the Companies Act, 2013 and the rules made thereunder, as amended and other applicable laws, at an issue price of ₹ 24.40/- (Rupees Twenty Four and Forty Paise only) per Equity Share including a premium of ₹ 19.40/- (Rupees Nineteen and Forty Paise only), which is determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, aggregating to ₹ 1,27,17,28,000 (Rupees One Hundred Twenty Seven Crore Seventeen Lakh Twenty Eight Thousand).

as approved by the Board of Directors of the Company in their meeting held on November 2, 2026, subject to approval of shareholders of the Company, National Stock Exchange of Indian Limited and BSE Limited,

where the equity shares of the company are listed and any other regulatory authority, and in terms of requirement of sub-para 2 of para 163 of Part III of Chapter V of SEBI ICDR Regulations, as amended, we hereby certify that the proposed preferential issue is being made in accordance with the provisions of SEBI ICDR Regulations, as applicable to the Preferential Issue.

This certificate is being issued to Company for placing the same on the website of the Company and placing before the shareholders at the General meeting to be held for seeking approval of the shareholders of the company, in terms of the provisions of the Regulations 163(2) of the SEBI ICDR Regulation.

For SB Sheth & Associates

Company Secretaries



Shiksha Sheth

Proprietor

C.P. 15781

(Authorised Representative of the Applicant)

Place: Kolkata

UDIN: A028387H002118761