U. Y. FINCORP LIMITED

(CIN: L65993WB1993PLC060377)
Registered Office:16, Strand Road, 9th Floor, Room No. 908B, Kolkata- 700 001,
Ph-033 6607 4112, Email:- contact@uyfincorp.com, Website- www.uyfincorp.com

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the an Extra Ordinary General Meeting ("**EOGM**") of the Members of U. Y. Fincorp Limited will be held on Wednesday, the 25th day of November, 2026 at 11:00 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, 9th Floor, Kolkata:- 700 001 shall be deemed as the venue for the meeting and proceedings of the EOGM shall be deemed to be made there at, to transact the following businesses:-

AS SPECIAL BUSINESS

ITEM NO. 1

TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT OF 2,45,90,000 (TWO CRORE FORTY FIVE LAKH NINETY THOUSAND) WARRANTS BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS ("PREFERENTIAL ISSUE").

To consider and if thought fit, pass, with or without modification(s), the following resolution, as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI SAST Regulations**"), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited ("**NSE**") and/or BSE Limited ("**BSE,** together with NSE "**Stock Exchanges**"), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 2,45,90,000 (Two Crore Forty Five Lakh Ninety Thousand) Convertible Equity Warrants ("**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 tranches at an issue price of ₹ 24.40/- (Rupees Twenty Four and Forty Paise only) per Warrant including a premium of ₹ 19.40/- on Equity Shares each (Rupees Nineteen and Forty Paise only), ("**Issue Price**"), 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) for cash, on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, as per details in below table:

Sr. No.	Name of the Proposed Allottee	Maximum Number of Warrants to be allotted	Investment Amount (in ₹)	Category
1.	Deepak Kothari	1,02,45,000	24,99,78,000	Promoter
2.	Udai Kothari	92,20,000	22,49,68,000	Promoter
3.	Dipti Deepak Kothari	51,25,000	12,50,50,000	Promoter Group
	Total	**2,45,90,000**	**59,99,96,000**	

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of the SEBI ICDR Regulations, for the determination of the issue price of the Warrants is taken to be Monday, October 26, 2026 ("**Relevant Date**") being the date which is 30 days prior to the date of Extra Ordinary General Meeting ("**EGM**") i.e., Wednesday, November 25, 2026.

RESOLVED FURTHER THAT aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

a. Proposed Allottee of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI ICDR Regulations and the balance 75% of the Issue Price shall be payable by the Proposed Allottee at the time of exercising the conversion of Warrant.

b. Consideration for allotment of Warrants shall be paid to the Company from the bank account of the Proposed Allottee.

c. Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or regulatory authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of receipt of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or regulatory authorities etc.

d. Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment.

e. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within eighteen (18) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrant shall be forfeited and all the rights attached to the said Warrant shall lapse automatically.

f. Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.

g. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottee of such Warrants.

h. Resulting Equity Shares (on conversion of Warrants), allotted to pursuant to Preferential Issue shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.

i. Resulting Equity Shares (on conversion of Warrants), allotted to pursuant to Preferential Issue will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

j. Entire pre-preferential allotment equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

k. Warrants and Resulting Equity Shares (on conversion of Warrants), allotted to pursuant to Preferential Issue shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

l. Warrants and Resulting Equity Shares (on conversion of Warrants), allotted to pursuant to Preferential Issue under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

m. Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such underlying Equity Shares.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisors, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

RESOLVED FURTHER THAT the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the Preferential Issue of the Warrants, making applications to the Stock Exchanges for obtaining in-principle approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("**MCA**") and other regulatory authorities, filing of requisite documents with the depositories, resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Warrants, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 2

TO CONSIDER AND APPROVE ISSUANCE AND ALLOTMENT OF 5,21,20,000 EQUITY SHARES BY WAY OF PREFERENTIAL ISSUE ON PRIVATE PLACEMENT BASIS ("PREFERENTIAL ISSUE").

To consider and if thought fit, pass, with or without modification(s), the following resolution, as a **Special Resolution:**

"RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended ("**SEBI LODR Regulations**"), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended ("**SEBI SAST Regulations**"), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India ("**SEBI**"), National Stock Exchange of India Limited ("**NSE**") and/or BSE Limited ("**BSE,** together with NSE "**Stock Exchanges**"), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchanges and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee which the Board may have constituted to exercise certain powers, including the powers, conferred by this resolution), the consent of Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, up to 5,21,20,000 (Five Crore Twenty One Lakh Twenty Thousand) Equity Shares having face value of ₹ 5 (Rupees Five only) ("**Equity Shares**") 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), ("**Issue Price**"), 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) for cash, on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations, as per details in below table:

Sr. No.	Name of the Proposed Allottee	Maximum Number of Equity Shares to be allotted	Investment Amount (in ₹)	Category
1	Naresh Saraaf	25,60,000	6,24,64,000	Non-Promoter
2	Oswal Capital Ventures Advisory LLP	20,45,000	4,98,98,000	Non-Promoter
3	Nidhi Kamal Parekh	20,45,000	4,98,98,000	Non-Promoter
4	Phoenix Trades	20,45,000	4,98,98,000	Non-Promoter
5	Areeza India Strategy Partners LLP	20,45,000	4,98,98,000	Non-Promoter
6	Ashok Kantilal Darji	16,35,000	3,98,94,000	Non-Promoter
7	Nikhil Santosh Oswal	12,25,000	2,98,90,000	Non-Promoter
8	Suyash Murlidhar Chaini	12,25,000	2,98,90,000	Non-Promoter
9	Manish Jain	12,25,000	2,98,90,000	Non-Promoter
10	Acharya Hariom Manishankarbhai	12,25,000	2,98,90,000	Non-Promoter
11	Jitesh Kailash Malhotra	12,25,000	2,98,90,000	Non-Promoter
12	Kamal Bhupatrai Parekh HUF	12,25,000	2,98,90,000	Non-Promoter
13	Neelam Jitesh Malhotra	12,25,000	2,98,90,000	Non-Promoter
14	Premal Mukundbhai Shah	12,25,000	2,98,90,000	Non-Promoter
15	Nishant M	10,20,000	2,48,88,000	Non-Promoter
16	Sonal Sandeep Satav	10,20,000	2,48,88,000	Non-Promoter
17	Shivani Mehta	8,15,000	1,98,86,000	Non-Promoter
18	Nayan Gandhi	8,15,000	1,98,86,000	Non-Promoter
19	Manali Kirit Bhuva	8,15,000	1,98,86,000	Non-Promoter
20	Yash Ramesh Brahmbhatt	8,15,000	1,98,86,000	Non-Promoter

21	Purushottam Mukunddas Lohia	8,15,000	1,98,86,000	Non-Promoter
22	Vishwamani Matamani Tiwari	6,10,000	1,48,84,000	Non-Promoter
23	Vishwamani Tiwari HUF	6,10,000	1,48,84,000	Non-Promoter
24	Charu Rathi	6,10,000	1,48,84,000	Non-Promoter
25	Meghna Premal Shah	6,10,000	1,48,84,000	Non-Promoter
26	Manisha Sachin Tyagi	6,10,000	1,48,84,000	Non-Promoter
27	Orion India Opportunity Fund	5,90,000	1,43,96,000	Non-Promoter
28	Devang Bharatkumar Lakhani	5,10,000	1,24,44,000	Non-Promoter
29	Jigisha Devang Lakhani	5,10,000	1,24,44,000	Non-Promoter
30	Muskan Oswal	4,05,000	98,82,000	Non-Promoter
31	Kantilal Sanghvi	4,05,000	98,82,000	Non-Promoter
32	Bharat Kantilal Sanghvi	4,05,000	98,82,000	Non-Promoter
33	Gaurav Vithlani	4,05,000	98,82,000	Non-Promoter
34	Yash Shankerbhai Shah	4,05,000	98,82,000	Non-Promoter
35	Balkishan Shankerlal Shah	4,05,000	98,82,000	Non-Promoter
36	Dhara Deepak Mishra	4,05,000	98,82,000	Non-Promoter
37	Khushi Singh	4,05,000	98,82,000	Non-Promoter
38	Rajendra Sethiya	4,05,000	98,82,000	Non-Promoter
39	Usha Nigam	4,05,000	98,82,000	Non-Promoter
40	Nobel Investments	4,05,000	98,82,000	Non-Promoter
41	Pavani Kantaben B	4,05,000	98,82,000	Non-Promoter
42	Nirali Mitesh Pavani	4,05,000	98,82,000	Non-Promoter
43	Jeetendra Kishin Gehi	4,05,000	98,82,000	Non-Promoter
44	Ishita V Chirrimar	4,05,000	98,82,000	Non-Promoter
45	Parumal Consultants	4,05,000	98,82,000	Non-Promoter
46	Omjay Jani HUF	4,05,000	98,82,000	Non-Promoter
47	Shiv Sehgal	4,05,000	98,82,000	Non-Promoter
48	Dinero Finance and Investment Private Limited	4,05,000	98,82,000	Non-Promoter
49	Oasis Securities Limited	4,05,000	98,82,000	Non-Promoter
50	Ankush J Jindal	4,05,000	98,82,000	Non-Promoter
51	Dilip Shah	3,05,000	74,42,000	Non-Promoter
52	Alpa Shah	3,05,000	74,42,000	Non-Promoter
53	Suresh Kumar	2,00,000	48,80,000	Non-Promoter
54	Plutus Capital Management LLP	2,00,000	48,80,000	Non-Promoter
55	Bombay Dream Properties LLP	2,00,000	48,80,000	Non-Promoter
56	Ambika Commodity	2,00,000	48,80,000	Non-Promoter
57	Narendra A Kekan	2,00,000	48,80,000	Non-Promoter
58	Ankit Ashokbhai Amipara	2,00,000	48,80,000	Non-Promoter
59	CNM Finvest Private Limited	2,00,000	48,80,000	Non-Promoter
60	Thacker Himanshu Pratapbhai	2,00,000	48,80,000	Non-Promoter
61	Jigar Bhagavandas Thacker	2,00,000	48,80,000	Non-Promoter
62	Megha Sanjay Bansal	2,00,000	48,80,000	Non-Promoter
63	Rushabh Rajesh Modi	2,00,000	48,80,000	Non-Promoter
64	Patel Theia Murzban	2,00,000	48,80,000	Non-Promoter
65	Urvashi Jeetendra Gehi	2,00,000	48,80,000	Non-Promoter
66	Piya Jeetendra Gehi	2,00,000	48,80,000	Non-Promoter
67	Sonal Anil Vichare	2,00,000	48,80,000	Non-Promoter
68	Kesavapillai Annamalai	2,00,000	48,80,000	Non-Promoter
69	Sandeep Vasant Dadia	2,00,000	48,80,000	Non-Promoter
70	Sonali Shah	2,00,000	48,80,000	Non-Promoter
71	Devang Rajesh Karani	2,00,000	48,80,000	Non-Promoter
72	Trupti Bhayani	2,00,000	48,80,000	Non-Promoter
73	Chetan Bhayani HUF	2,00,000	48,80,000	Non-Promoter
74	Sensar Ventures LLP	2,00,000	48,80,000	Non-Promoter
75	Dia Properties LLP	1,80,000	43,92,000	Non-Promoter
76	Sudhir Shivji Bheda	1,60,000	39,04,000	Non-Promoter
77	Ashi Akshay Juneja	1,40,000	34,16,000	Non-Promoter
78	Balaji Rice Industries Private Limited	1,20,000	29,28,000	Non-Promoter
79	Monal Bhavin Vora	1,10,000	26,84,000	Non-Promoter
80	Priyank Nitin Vora	1,10,000	26,84,000	Non-Promoter
81	Vaibhav Hareshbhai Mehta	1,10,000	26,84,000	Non-Promoter
82	Navyarth Capital Advisors Private Limited	1,05,000	25,62,000	Non-Promoter
83	Rajnish Shahi HUF	1,00,000	24,40,000	Non-Promoter

84	Neelima M Gopal	1,00,000	24,40,000	Non-Promoter
85	Biraj Desai	1,00,000	24,40,000	Non-Promoter
86	Sam Mathew Kalarickal	1,00,000	24,40,000	Non-Promoter
87	Jnyan Patel	1,00,000	24,40,000	Non-Promoter
88	Avi Tripathi	1,00,000	24,40,000	Non-Promoter
89	PR Advisory Services LLP	1,00,000	24,40,000	Non-Promoter
90	J C Dargar and Sons HUF	1,00,000	24,40,000	Non-Promoter
91	Janakkumar Patel	1,00,000	24,40,000	Non-Promoter
92	Inesh Pravinchandra Dagli	1,00,000	24,40,000	Non-Promoter
93	Nimesh Dagli	1,00,000	24,40,000	Non-Promoter
94	Rajesh Patel	1,00,000	24,40,000	Non-Promoter
95	Vishal Kothari	1,00,000	24,40,000	Non-Promoter
96	Ankit Muhta	1,00,000	24,40,000	Non-Promoter
97	Manjudevi Bafna	1,00,000	24,40,000	Non-Promoter
98	Tarun Jain	1,00,000	24,40,000	Non-Promoter
99	Meena Oswal	1,00,000	24,40,000	Non-Promoter
100	Rajesh Himmatsinh Negandhi	1,00,000	24,40,000	Non-Promoter
101	Vivek N Chandan	1,00,000	24,40,000	Non-Promoter
102	Nirmala Arvind Mehta	1,00,000	24,40,000	Non-Promoter
103	Bharat Dhanji Bhanushali	1,00,000	24,40,000	Non-Promoter
104	Chetan Thacker	1,00,000	24,40,000	Non-Promoter
105	Thacker Jiten Navinbhai	1,00,000	24,40,000	Non-Promoter
106	Karishma Chirag Thakkar	1,00,000	24,40,000	Non-Promoter
107	Kashyapsinh S Thakor	1,00,000	24,40,000	Non-Promoter
108	Bhavsar Kaushik Jamnadas	1,00,000	24,40,000	Non-Promoter
109	Krishna Sunil Saini	1,00,000	24,40,000	Non-Promoter
110	Kuntalben Jiten Thacker	1,00,000	24,40,000	Non-Promoter
111	Thacker Meena Harish	1,00,000	24,40,000	Non-Promoter
112	Thacker Nishitha Himanshu	1,00,000	24,40,000	Non-Promoter
113	Thacker Samir Vijaybhai	1,00,000	24,40,000	Non-Promoter
114	Yogesh Krishna Jangam	1,00,000	24,40,000	Non-Promoter
115	Sahil Jindal HUF	1,00,000	24,40,000	Non-Promoter
116	Aryan Shrenik Shah	1,00,000	24,40,000	Non-Promoter
117	Marvell Construction & Techniques Private Limited	1,00,000	24,40,000	Non-Promoter
118	Aryan Oswal	60,000	14,64,000	Non-Promoter
119	Tanmay Jhaveri	60,000	14,64,000	Non-Promoter
120	Deep Sanghvi HUF	60,000	14,64,000	Non-Promoter
121	Krupa Divecha	60,000	14,64,000	Non-Promoter
122	Hiteshkumar Shah	60,000	14,64,000	Non-Promoter
123	Shripalraja Shah	60,000	14,64,000	Non-Promoter
124	Dhamecha Amarkumar O	60,000	14,64,000	Non-Promoter
125	Ashish Anil Grover	60,000	14,64,000	Non-Promoter
126	Bhawna Surraj Goyal	60,000	14,64,000	Non-Promoter
127	Gauravkumar Madanlal Juneja	60,000	14,64,000	Non-Promoter
128	Naresh Arora	60,000	14,64,000	Non-Promoter
129	Pragnesh Jindas Doshi	60,000	14,64,000	Non-Promoter
130	Rahul Ashok Kukreja	60,000	14,64,000	Non-Promoter
131	Rahul Choithram Dingreja	60,000	14,64,000	Non-Promoter
132	Sunil Roshanlal Bhassin	60,000	14,64,000	Non-Promoter
133	Zaheer Kaid Lokhandwala	60,000	14,64,000	Non-Promoter
134	Amit Arvind Sand	60,000	14,64,000	Non-Promoter
135	Vinay Omprakash Rathi	60,000	14,64,000	Non-Promoter
136	Nayani Shirinbanu Shabbirali	40,000	9,76,000	Non-Promoter
Total		**5,21,20,000**	**1,27,17,28,000**	

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of the SEBI ICDR Regulations, for the determination of the issue price of the Equity Shares is taken to be Monday, October 26, 2026 ("**Relevant Date**") being the date which is 30 days prior to the date of Extra Ordinary General Meeting ("**EGM**") i.e., Wednesday, November 25, 2026.

RESOLVED FURTHER THAT aforesaid issue of the Equity Shares shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

a. Proposed Allottee of the Equity Shares shall, on or before the date of allotment of the Equity Shares, pay an amount equivalent 100% of the price fixed per Equity Shares in terms of the SEBI ICDR Regulations.

b. Consideration for allotment of Equity Shares shall be paid to the Company from the Bank account of the Proposed Allottee.

c. Equity Shares shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Equity Shares is pending on account of pendency of any approval for such issue and allotment by the Stock Exchanges and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of receipt of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchanges and/or Regulatory Authorities etc.

d. Equity Shares, allotted to pursuant to Preferential Issue shall rank pari-passu with the existing fully paid-up Equity Shares of the Company including dividend and voting Rights etc.

e. Equity Shares allotted to pursuant to Preferential Issue will be listed and traded on the Stock Exchanges, where the Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be.

f. Entire pre-preferential allotment equity shareholding of the Proposed Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

g. Equity Shares allotted to pursuant to Preferential Issue shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

h. Equity Shares allotted to pursuant to Preferential Issue under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.

i. The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottee in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting them to subscribe to the Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents and agreements as may be required.

"RESOLVED FURTHER THAT the Board be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the Preferential Issue of the Equity Shares, making applications to the Stock Exchanges for obtaining in-principle

approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("**MCA**") and other regulatory authorities, filing of requisite documents with the depositories, resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Equity Shares, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members (shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

Registered Office:
16 Strand Road
9th Floor, Room No. 908B
Kolkata-700001
Dated: 2nd November, 2026

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

Notes:

1. **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.**

2. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated 22nd September, 2025 (MCA Circulars), has allowed the Companies to conduct the General Meeting (GM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further notice. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, this Extra Ordinary General Meeting (EOGM) of the Company is being conducted through VC/OAVM hereinafter called as 'e-EOGM'. Hence member can attend and participate in the ensuing EOGM through VC/OAVM.

3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EOGM 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 EOGM 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-EOGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. 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.

5. 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).

6. 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).

7. 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.

8. 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 & 2017-18 remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. The company has transfer 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.

9. 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 Extra Ordinary General Meeting.

10. In accordance with the Ministry of Corporate Affairs circular dated 22th September, 2025 which has exempted companies from sending EOGM Notice in physical mode. Accordingly, an electronic copy of the EOGM 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 and a letter will be sent by the Company providing the weblink, including the exact path where complete Notice of the EOGM is available, to those shareholder(s) who have not registered their e-mail address with the Company/Registrar

    Procedure for obtaining the EOGM 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. NSE Limited and BSE Limited. In view of the exemptions provided, no physical or hard copies of the Notice 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 EOGM Notice and the login credentials for e-voting.

11. The EOGM Notice of the Company circulated to the Members of the Company will be made available on the Company's website at www.uyfincorp.com.

12. **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.**

13. 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 EOGM 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 EOGM ("**remote e-voting**") will be provided by Central Depository Services (India) Limited (CDSL).

14. The Members can join the EOGM 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 EOGM 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 EOGM without restriction on account of first come first served basis.

15. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

16. Since the EOGM 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 EOGM 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 EOGM through VC/OAVM and cast their votes through e-voting.

17. The Notice calling the EOGM shall be uploaded on the website of the Company at www.uyfincorp.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EOGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EOGM) i.e. **www.evotingindia.com**.

18. **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 Sunday the 22nd day of November, 2026 at 10:00 AM (IST) and ends on Tuesday the 24th day of November, 2026 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 18th November, 2026, 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.

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 **CDSL**	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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 & 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. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with **NSDL**	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: https://eservices.nsdl.com 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 & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants.**	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 **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000.

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** 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 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) • 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.
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. • 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.

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

(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.
- 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 and on approval of the accounts they would be able to cast their vote.
- It is mandatory that, 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 at the email address at udit@kamaliaassociates.com and to the Company at the email address at 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 under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact them at 1800 2109911.

19. **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/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)

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.**

20. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EOGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EOGM 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 EOGM.
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. The shareholders who do not wish to speak during the EOGM 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.** 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 EOGM 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 EOGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EOGM 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.

21. 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 cs@uyfincorp.com with a copy marked to **helpdesk.evoting@cdslindia.com** on or before 24th November, 2026 at 5:00 PM (IST) without which the vote shall not be treated as valid.

22. 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 18th November, 2026. A person who is not a member as on cut-off date should treat this notice for information purpose only.

23. The notice of EOGM will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on 23rd October, 2026.

24. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th November, 2026. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

25. 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 18th November, 2026 and not casting their vote electronically, may only cast their vote at the EOGM.

26. 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 18th November, 2026 are requested to send the written / E-mail communication to the Company at **cs@uyfincorp.com** by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

27. The Board of Directors of the Company at its meeting held on 2nd November, 2026 has appointed Mr. Udit Agarwal, Advocate, (Enrolment No. F/2135/2011) of Kamalia Associates, Solicitors & Advocates as Scrutinizer to scrutinize the remote e-voting process and voting at the EOGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the EOGM, 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.

28. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.uyfincorp.com** and on the website of CDSL. The same will be communicated to the listed stock exchanges viz. The BSE Limited and National Stock Exchange Limited.

29. A copy of this notice has been placed on the website of CDSL.

30. If you have any queries or issues regarding attending EOGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (**"FAQs**") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

31. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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** or contact at toll free no. 1800 21 09911.

32. Subject to the receipt of the requisite number of votes, the resolutions shall be deemed to be passed on the date of the EOGM i.e. November 25, 2026.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 1 AND 2

PREFERENTIAL ISSUE OF WARRANTS AND EQUITY SHARES:

The Board of Directors of the Company at their meeting held on Monday, November 2, 2026, considered and approved the proposal of raising funds by way of the preferential issue of Warrants and Equity Shares.

The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations. The details of the issue and other particulars, as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI ICDR Regulations, are set forth below:

1. Particulars of the offer including the date of passing of the Board

The Board of Directors of the Company ("**Board**") at its meeting held on Monday, November 2, 2026, subject to the approval of the Members by way of passing a Special Resolution and subject to other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 ("**the Act**") and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"), of the following securities to the proposed allottee ("**Proposed Allottee**"):

- 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).

Sr. No.	Name of the Proposed Allottee	Maximum Number of Warrants to be allotted	Investment Amount (in ₹)	Category
1.	Deepak Kothari	1,02,45,000	24,99,78,000	Promoter
2.	Udai Kothari	92,20,000	22,49,68,000	Promoter
3.	Dipti Deepak Kothari	51,25,000	12,50,50,000	Promoter Group
	Total	**2,45,90,000**	**59,99,96,000**	

and

- 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):

Sr. No.	Name of the Proposed Allottee	Maximum Number of Equity Shares to be allotted	Investment Amount (in ₹)	Category
1	Naresh Saraaf	25,60,000	6,24,64,000	Non-Promoter
2	Oswal Capital Ventures Advisory LLP	20,45,000	4,98,98,000	Non-Promoter
3	Nidhi Kamal Parekh	20,45,000	4,98,98,000	Non-Promoter
4	Phoenix Trades	20,45,000	4,98,98,000	Non-Promoter
5	Areeza India Strategy Partners LLP	20,45,000	4,98,98,000	Non-Promoter
6	Ashok Kantilal Darji	16,35,000	3,98,94,000	Non-Promoter
7	Nikhil Santosh Oswal	12,25,000	2,98,90,000	Non-Promoter
8	Suyash Murlidhar Chaini	12,25,000	2,98,90,000	Non-Promoter
9	Manish Jain	12,25,000	2,98,90,000	Non-Promoter
10	Acharya Hariom Manishankarbhai	12,25,000	2,98,90,000	Non-Promoter
11	Jitesh Kailash Malhotra	12,25,000	2,98,90,000	Non-Promoter
12	Kamal Bhupatrai Parekh HUF	12,25,000	2,98,90,000	Non-Promoter
13	Neelam Jitesh Malhotra	12,25,000	2,98,90,000	Non-Promoter
14	Premal Mukundbhai Shah	12,25,000	2,98,90,000	Non-Promoter
15	Nishant M	10,20,000	2,48,88,000	Non-Promoter
16	Sonal Sandeep Satav	10,20,000	2,48,88,000	Non-Promoter
17	Shivani Mehta	8,15,000	1,98,86,000	Non-Promoter
18	Nayan Gandhi	8,15,000	1,98,86,000	Non-Promoter
19	Manali Kirit Bhuva	8,15,000	1,98,86,000	Non-Promoter
20	Yash Ramesh Brahmbhatt	8,15,000	1,98,86,000	Non-Promoter
21	Purushottam Mukunddas Lohia	8,15,000	1,98,86,000	Non-Promoter
22	Vishwamani Matamani Tiwari	6,10,000	1,48,84,000	Non-Promoter
23	Vishwamani Tiwari HUF	6,10,000	1,48,84,000	Non-Promoter
24	Charu Rathi	6,10,000	1,48,84,000	Non-Promoter
25	Meghna Premal Shah	6,10,000	1,48,84,000	Non-Promoter
26	Manisha Sachin Tyagi	6,10,000	1,48,84,000	Non-Promoter
27	Orion India Opportunity Fund	5,90,000	1,43,96,000	Non-Promoter
28	Devang Bharatkumar Lakhani	5,10,000	1,24,44,000	Non-Promoter
29	Jigisha Devang Lakhani	5,10,000	1,24,44,000	Non-Promoter
30	Muskan Oswal	4,05,000	98,82,000	Non-Promoter
31	Kantilal Sanghvi	4,05,000	98,82,000	Non-Promoter
32	Bharat Kantilal Sanghvi	4,05,000	98,82,000	Non-Promoter
33	Gaurav Vithlani	4,05,000	98,82,000	Non-Promoter
34	Yash Shankerbhai Shah	4,05,000	98,82,000	Non-Promoter
35	Balkishan Shankerlal Shah	4,05,000	98,82,000	Non-Promoter
36	Dhara Deepak Mishra	4,05,000	98,82,000	Non-Promoter
37	Khushi Singh	4,05,000	98,82,000	Non-Promoter
38	Rajendra Sethiya	4,05,000	98,82,000	Non-Promoter
39	Usha Nigam	4,05,000	98,82,000	Non-Promoter
40	Nobel Investments	4,05,000	98,82,000	Non-Promoter
41	Pavani Kantaben B	4,05,000	98,82,000	Non-Promoter
42	Nirali Mitesh Pavani	4,05,000	98,82,000	Non-Promoter
43	Jeetendra Kishin Gehi	4,05,000	98,82,000	Non-Promoter
44	Ishita V Chirrimar	4,05,000	98,82,000	Non-Promoter
45	Parumal Consultants	4,05,000	98,82,000	Non-Promoter
46	Omjay Jani HUF	4,05,000	98,82,000	Non-Promoter
47	Shiv Sehgal	4,05,000	98,82,000	Non-Promoter
48	Dinero Finance and Investment Private Limited	4,05,000	98,82,000	Non-Promoter
49	Oasis Securities Limited	4,05,000	98,82,000	Non-Promoter
50	Ankush J Jindal	4,05,000	98,82,000	Non-Promoter
51	Dilip Shah	3,05,000	74,42,000	Non-Promoter
52	Alpa Shah	3,05,000	74,42,000	Non-Promoter
53	Suresh Kumar	2,00,000	48,80,000	Non-Promoter
54	Plutus Capital Management LLP	2,00,000	48,80,000	Non-Promoter
55	Bombay Dream Properties LLP	2,00,000	48,80,000	Non-Promoter
56	Ambika Commodity	2,00,000	48,80,000	Non-Promoter
57	Narendra A Kekan	2,00,000	48,80,000	Non-Promoter
58	Ankit Ashokbhai Amipara	2,00,000	48,80,000	Non-Promoter
59	CNM Finvest Private Limited	2,00,000	48,80,000	Non-Promoter
60	Thacker Himanshu Pratapbhai	2,00,000	48,80,000	Non-Promoter

61	Jigar Bhagavandas Thacker	2,00,000	48,80,000	Non-Promoter
62	Megha Sanjay Bansal	2,00,000	48,80,000	Non-Promoter
63	Rushabh Rajesh Modi	2,00,000	48,80,000	Non-Promoter
64	Patel Theia Murzban	2,00,000	48,80,000	Non-Promoter
65	Urvashi Jeetendra Gehi	2,00,000	48,80,000	Non-Promoter
66	Piya Jeetendra Gehi	2,00,000	48,80,000	Non-Promoter
67	Sonal Anil Vichare	2,00,000	48,80,000	Non-Promoter
68	Kesavapillai Annamalai	2,00,000	48,80,000	Non-Promoter
69	Sandeep Vasant Dadia	2,00,000	48,80,000	Non-Promoter
70	Sonali Shah	2,00,000	48,80,000	Non-Promoter
71	Devang Rajesh Karani	2,00,000	48,80,000	Non-Promoter
72	Trupti Bhayani	2,00,000	48,80,000	Non-Promoter
73	Chetan Bhayani HUF	2,00,000	48,80,000	Non-Promoter
74	Sensar Ventures LLP	2,00,000	48,80,000	Non-Promoter
75	Dia Properties LLP	1,80,000	43,92,000	Non-Promoter
76	Sudhir Shivji Bheda	1,60,000	39,04,000	Non-Promoter
77	Ashi Akshay Juneja	1,40,000	34,16,000	Non-Promoter
78	Balaji Rice Industries Private Limited	1,20,000	29,28,000	Non-Promoter
79	Monal Bhavin Vora	1,10,000	26,84,000	Non-Promoter
80	Priyank Nitin Vora	1,10,000	26,84,000	Non-Promoter
81	Vaibhav Hareshbhai Mehta	1,10,000	26,84,000	Non-Promoter
82	Navyarth Capital Advisors Private Limited	1,05,000	25,62,000	Non-Promoter
83	Rajnish Shahi HUF	1,00,000	24,40,000	Non-Promoter
84	Neelima M Gopal	1,00,000	24,40,000	Non-Promoter
85	Biraj Desai	1,00,000	24,40,000	Non-Promoter
86	Sam Mathew Kalarickal	1,00,000	24,40,000	Non-Promoter
87	Jnyan Patel	1,00,000	24,40,000	Non-Promoter
88	Avi Tripathi	1,00,000	24,40,000	Non-Promoter
89	PR Advisory Services LLP	1,00,000	24,40,000	Non-Promoter
90	J C Dargar and Sons HUF	1,00,000	24,40,000	Non-Promoter
91	Janakkumar Patel	1,00,000	24,40,000	Non-Promoter
92	Inesh Pravinchandra Dagli	1,00,000	24,40,000	Non-Promoter
93	Nimesh Dagli	1,00,000	24,40,000	Non-Promoter
94	Rajesh Patel	1,00,000	24,40,000	Non-Promoter
95	Vishal Kothari	1,00,000	24,40,000	Non-Promoter
96	Ankit Muhta	1,00,000	24,40,000	Non-Promoter
97	Manjudevi Bafna	1,00,000	24,40,000	Non-Promoter
98	Tarun Jain	1,00,000	24,40,000	Non-Promoter
99	Meena Oswal	1,00,000	24,40,000	Non-Promoter
100	Rajesh Himmatsinh Negandhi	1,00,000	24,40,000	Non-Promoter
101	Vivek N Chandan	1,00,000	24,40,000	Non-Promoter
102	Nirmala Arvind Mehta	1,00,000	24,40,000	Non-Promoter
103	Bharat Dhanji Bhanushali	1,00,000	24,40,000	Non-Promoter
104	Chetan Thacker	1,00,000	24,40,000	Non-Promoter
105	Thacker Jiten Navinbhai	1,00,000	24,40,000	Non-Promoter
106	Karishma Chirag Thakkar	1,00,000	24,40,000	Non-Promoter
107	Kashyapsinh S Thakor	1,00,000	24,40,000	Non-Promoter
108	Bhavsar Kaushik Jamnadas	1,00,000	24,40,000	Non-Promoter
109	Krishna Sunil Saini	1,00,000	24,40,000	Non-Promoter
110	Kuntalben Jiten Thacker	1,00,000	24,40,000	Non-Promoter
111	Thacker Meena Harish	1,00,000	24,40,000	Non-Promoter
112	Thacker Nishitha Himanshu	1,00,000	24,40,000	Non-Promoter
113	Thacker Samir Vijaybhai	1,00,000	24,40,000	Non-Promoter
114	Yogesh Krishna Jangam	1,00,000	24,40,000	Non-Promoter
115	Sahil Jindal HUF	1,00,000	24,40,000	Non-Promoter
116	Aryan Shrenik Shah	1,00,000	24,40,000	Non-Promoter
117	Marvell Construction & Techniques Private Limited	1,00,000	24,40,000	Non-Promoter
118	Aryan Oswal	60,000	14,64,000	Non-Promoter
119	Tanmay Jhaveri	60,000	14,64,000	Non-Promoter
120	Deep Sanghvi HUF	60,000	14,64,000	Non-Promoter
121	Krupa Divecha	60,000	14,64,000	Non-Promoter
122	Hiteshkumar Shah	60,000	14,64,000	Non-Promoter
123	Shripalraja Shah	60,000	14,64,000	Non-Promoter

124	Dhamecha Amarkumar O	60,000	14,64,000	Non-Promoter
125	Ashish Anil Grover	60,000	14,64,000	Non-Promoter
126	Bhawna Surraj Goyal	60,000	14,64,000	Non-Promoter
127	Gauravkumar Madanlal Juneja	60,000	14,64,000	Non-Promoter
128	Naresh Arora	60,000	14,64,000	Non-Promoter
129	Pragnesh Jindas Doshi	60,000	14,64,000	Non-Promoter
130	Rahul Ashok Kukreja	60,000	14,64,000	Non-Promoter
131	Rahul Choithram Dingreja	60,000	14,64,000	Non-Promoter
132	Sunil Roshanlal Bhassin	60,000	14,64,000	Non-Promoter
133	Zaheer Kaid Lokhandwala	60,000	14,64,000	Non-Promoter
134	Amit Arvind Sand	60,000	14,64,000	Non-Promoter
135	Vinay Omprakash Rathi	60,000	14,64,000	Non-Promoter
136	Nayani Shirinbanu Shabbirali	40,000	9,76,000	Non-Promoter
	Total	**5,21,20,000**	**1,27,17,28,000**	

2. Objects of the Preferential Issue

Subject to compliance with applicable laws and regulations, the issue proceeds are proposed to be utilised as under:

Sr. No.	Particulars	Total amount to be utilised (in ₹)
1	Augmenting the capital base and funding the growth of the Company's lending business, including onward lending across its current digital platform, secured retail and MSME products (loans against property, gold loans, MSME business loans, and bills discounting and supply-chain finance), and the acquisition of loan portfolios by way of direct assignment or otherwise, in accordance with applicable RBI directions; and	1,68,45,51,600
2	General Corporate Purpose	18,71,72,400
Total		**1,87,17,24,000**

The Company expects to utilise the proceeds raised through the proposed Preferential Issue within a period of 12 (Twelve) months from the date of receipt of the proceeds from the preferential allotment of Equity Shares and within a period of 24 (Twenty Four) months from the date of receipt of the proceeds upon conversion of the Warrants into Equity Shares, as applicable, towards the objects of the issue, in accordance with the applicable provisions of the SEBI ICDR Regulations and other applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022 and the BSE Circular No. 20221213-47 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factor. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

Interim Use of Issue Proceeds: Our Company in accordance with the policies formulated by our Board from time to time, will have flexibility to deploy the Issue Proceeds., in accordance with applicable laws. Pending complete utilization of the Issue Proceeds for the Objects described above, our Company intends to, inter alia, invest the Issue Proceeds including but not limited in money market instruments including money market mutual funds, deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws.

3. **Monitoring of Utilization of Funds**

Given that the issue size exceeds ₹ 100 Crores (Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CredStone Ratings Private Limited (SEBI Regn No. IN/CRA/010/2026) as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("**Monitoring Agency**").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

4. **Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued**

This Special Resolution authorize the Board to issue and allot, by way of the preferential issue on a private placement basis, up to 2,45,90,000 (Two Crore Forty Five Lakh Ninety Thousand) Warrants and up to 5,21,20,000 (Five Crore Twenty One Lakh Twenty Thousand) Equity Shares.

Total Specified securities (including Warrants and Equity Shares) to be issued is 7,67,10,000 (**Seven Crore Sixty Seven Lakh Ten Thousand).**

5. **Relevant Date**

In terms of the provisions of Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Monday, October 26, 2026 being the date which is 30 days prior to the date of EGM i.e., Wednesday, November 25, 2026.

6. **Basis on which the price has been arrived at and justification for the price (including premium), if any**

Equity Shares of the Company are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**") and are frequently traded at NSE in terms of Regulation 164(5) of SEBI ICDR Regulations.

In case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the Warrants / Equity Shares in Preferential Issue has to be calculated as follows:

The price of the Warrants / Equity Shares to be allotted pursuant to Preferential Issue shall not be less than higher of the following:

- 90 (ninety) trading days volume weighted average price of the related equity shares quoted on NSE preceding the relevant date i.e. ₹ 19.96 (Rupees Nineteen and Ninety Six Paise only) *(rounded up to two decimals)*; and

- 10 (ten) trading days volume weighted average prices of the related equity shares quoted on NSE preceding the relevant date i.e. ₹ 24.38 (Rupees Twenty Four and Thirty Eight Paise only) *(rounded up to two decimals)*.

Pursuant to the above provisions of Regulation 164(1) of the SEBI ICDR Regulations, the minimum price at which the Warrants / Equity Shares may be issued computes to ₹ 24.38 (Rupees Twenty Four and Thirty Eight Paise only) per Equity Share ("Floor Price") being higher of the above.

The Issue Price of ₹ ₹ 24.40/- (Rupees Twenty Four and Forty Paise only) per Warrant / Equity Share for the Preferential Issue is higher than the Floor Price.

Articles of Association of the Company does not provide for any particular method of determination which results in a floor price higher than that determined under SEBI ICDR Regulations.

Further Pursuant to Regulation 166A(1) of SEBI ICDR Regulations, in the case of any preferential issue, which may result in a change in control or allotment of more than five per cent of the post issue fully diluted share capital of the issuer, to an allottee or to allottees acting in concert, shall require a valuation report from an independent registered valuer and consider the same for determining the price.

In Compliance with Regulation 166A(1) of SEBI ICDR Regulations, a valuation report has been taken from Independent Registered Valuer, Mr. Mohit Jhunjhunwala {IBBI Registration No.: IBBI/RV/01/2020/13487} having his office at 23/10 R.M.G. Builcon Orchid, Jayanagar, Rajarhat, West Bengal- 700 059 confirming the minimum price for the preferential issue as per SEBI ICDR Regulations and the same shall be made available and published on the website of the Company i.e. https://uyfincorp.com/_Frontend_Assets/images/share_holder_meeting/Valuation%20Report%20w.r.t.%20Preferential%20Allotment.pdf

7. **Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:** Not Applicable

8. **Amount which the Company intends to raise by way of securities**

The Warrants and Equity Shares are proposed to be issued for cash at a price of ₹ 24.40/- (Rupees Twenty Four and Forty Paise only) per Warrant/Equity Share aggregating to ₹ 1,87,17,24,000/- (Rupees One Hundred Eighty Seven Crore Seventeen Lakh Twenty Four Thousand only).

9. **Pending preferential issue**

Presently, there has been no preferential issue pending or in process except as proposed in this Notice.

10. **Re-computation of Issue Price**

The Company shall re-compute the issue price of the specified securities, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so, and if any amount payable on account of the re-computation of the issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the specified securities allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the Proposed Allottee.

11. **Payment of Consideration**

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (Twenty-Five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants. The balance 75% (Seventy-Five per cent) shall be paid by the Proposed Allottee at the time of exercise of the Warrants. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within eighteen (18) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrant shall be forfeited and all the rights attached to the Warrant shall lapse automatically.

In terms of the provisions of Regulation 169(1) of the SEBI ICDR Regulations; full consideration of Equity Shares shall be paid by the Proposed Allottees at the time of allotment of such Equity Shares. Accordingly, the entire consideration for Equity Shares is required to be paid to the Company before allotment of Equity Shares to the Proposed Allottees.

12. Dues toward SEBI, Stock Exchanges or Depositories

There are no outstanding dues of the Company payable towards SEBI, Stock Exchanges or Depositories as on the date of this Notice.

13. The class or classes of persons to whom the allotment is proposed to be made

The preferential issue of Warrants and Equity Shares is proposed to be made to the Proposed Allottees, who belongs to the Promoter/Promoter Group as well as Non-Promoter (Public) category.

14. Intent of the Promoters, Directors or Key Managerial Personnel or Senior Management of the Company to subscribe to the preferential issue

None of the Promoters, Directors, Key Managerial Personnel or Senior Management or their relatives intends to subscribe to any Warrant / Equity Share under the Preferential Issue, except as below

Sr. No.	Name of the Proposed Allottee	Maximum Number of Warrants to be allotted	Investment Amount (in ₹)	Category
1.	Deepak Kothari	1,02,45,000	24,99,78,000	Promoter
2.	Udai Kothari	92,20,000	22,49,68,000	Promoter
3.	Dipti Deepak Kothari	51,25,000	12,50,50,000	Promoter Group

15. Proposed time frame within which the preferential issue shall be completed

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottee pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of special resolutions. Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within fifteen (15) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchanges or other concerned authorities. Proposed Allottee of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Resulting Equity Shares pursuant to the exercise of the Warrants is completed within fifteen (15) days from the date of such exercise by the allottee of such Warrants.

The allotment of the Equity Share in the present Preferential Issue will be made within a period of 15 days from the date of passing of the Special Resolution by the members. Provided that where any approval of permission of regulatory authority for the allotment is pending, the period of 15 days shall be counted from the date of such approval or permission.

16. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing and trading of the Equity Shares and Resulting Equity Shares (on conversion of Warrants). The Equity shares, once allotted, shall rank pari passu with the then-existing equity shares of the Company in all respects.

17. Shareholding pattern of the Company before and after the preferential issue

The shareholding pattern of the Company before and after the proposed preferential issue is as follows:

Sr. No.	Category	Pre-issue shareholding i.e. Existing shareholding*		Post-issue shareholding on fully diluted basis i.e. after allotment of Equity Shares through Preferential Issue but prior to conversion of Warrants into Equity Shares		Post-issue shareholding on fully diluted basis i.e. after allotment of Equity Shares through Preferential Issue and upon conversion of Warrants into Equity Shares**	
		No. of Equity Shares held	%	No. of Equity Shares held	%	No. of Equity Shares held	%
A.	**Promoters' holding :**						
1	Indian:						
	Individual / HUF	8,55,35,678	44.96%	8,55,35,678	35.29%	11,01,25,678	41.25%
	Bodies Corporate	5,04,84,128	26.53%	5,04,84,128	20.83%	5,04,84,128	18.91%
	Sub Total	**1,360,19,806**	**71.50%**	**1,360,19,806**	**56.12%**	**16,06,09,806**	**60.17%**
2	Foreign Promoters	-	-	-	-	-	-
	Sub Total (A)	**13,60,19,806**	**71.50%**	**13,60,19,806**	**56.12%**	**16,06,09,806**	**60.17%**
B	**Non Promoters holding:**						
1	Institutional Investors	3,49,148	0.18%	9,39,148	0.39%	9,39,148	0.35%
2	Central Govt./Stat Govt./POI	4,000	0.00%	4,000	0.00%	4,000	0.00%
3	Non Institutional Investors						
	Bodies Corporate	1,02,21,460	5.37%	1,36,01,460	5.61%	1,36,01,460	5.09%
	Others (Including HUF, LLP & NRI, Foreign Companies, Clearing Members, Market Maker etc.)	4,36,43,915	22.94%	9,17,93,915	37.88%	9,17,93,915	34.39%
	Sub Total (B)	**5,42,18,523**	**28.50%**	**10,63,38,523**	**43.88%**	**10,63,38,523**	**39.83%**
	Grand Total (A) + (B)	**19,02,38,329**	**100.00%**	**24,23,58,329**	**100.00%**	**26,69,48,329**	**100.00%**

**The Pre-Preferential shareholding pattern is as of October 28, 2026*

***The above post-issue shareholding is prepared to assume full conversion of Warrants into Equity Shares issued pursuant to the Preferential Issue.*

18. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Proposed Allottee, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Issuer consequent to the preferential issue:

Name of the Proposed Allottee	Category	Natural Person who are the Ultimate Beneficial Owners (UBOs)	Maximum Number of Equity Shares to be allotted (including conversion of Warrants)	Number of Equity Shares that allottee will hold post issue* & **	Post issue % of capital that allottee will hold* & **
Deepak Kothari	Promoter	NA	1,02,45,000	4,76,75,914	17.86
Udai Kothari	Promoter	NA	92,20,000	5,33,71,639	19.99
Dipti Deepak Kothari	Promoter-Group	NA	51,25,000	90,50,125	3.39
Naresh Saraaf	Non-Promoter	NA	25,60,000	28,15,000	1.05
Oswal Capital Ventures Advisory LLP	Non-Promoter	Nikhil Oswal, Shivani Mehta	20,45,000	20,45,000	0.77
Nidhi Kamal Parekh	Non-Promoter	NA	20,45,000	20,45,000	0.77

Phoenix Trades	Non-Promoter	Bhamini Kamal Parekh, Deep Kamal Parekh	20,45,000	20,45,000	0.77
Areeza India Strategy Partners LLP	Non-Promoter	Sidharth Ajwani, Rahul Menon	20,45,000	20,45,000	0.77
Ashok Kantilal Darji	Non-Promoter	NA	16,35,000	16,35,000	0.61
Nikhil Santosh Oswal	Non-Promoter	NA	12,25,000	12,25,000	0.46
Suyash Murlidhar Chaini	Non-Promoter	NA	12,25,000	12,25,000	0.46
Manish Jain	Non-Promoter	NA	12,25,000	12,25,000	0.46
Acharya Hariom Manishankarbhai	Non-Promoter	NA	12,25,000	12,25,000	0.46
Jitesh Kailash Malhotra	Non-Promoter	NA	12,25,000	12,25,000	0.46
Kamal Bhupatrai Parekh HUF	Non-Promoter	Kamal Bhupatrai Parekh	12,25,000	12,25,000	0.46
Neelam Jitesh Malhotra	Non-Promoter	NA	12,25,000	12,25,000	0.46
Premal Mukundbhai Shah	Non-Promoter	NA	12,25,000	12,25,000	0.46
Nishant M	Non-Promoter	NA	10,20,000	10,20,000	0.38
Sonal Sandeep Satav	Non-Promoter	NA	10,20,000	10,20,000	0.38
Shivani Mehta	Non-Promoter	NA	8,15,000	8,15,000	0.31
Nayan Gandhi	Non-Promoter	NA	8,15,000	8,15,000	0.31
Manali Kirit Bhuva	Non-Promoter	NA	8,15,000	8,15,000	0.31
Yash Ramesh Brahmbhatt	Non-Promoter	NA	8,15,000	8,15,000	0.31
Purushottam Mukunddas Lohia	Non-Promoter	NA	8,15,000	8,15,000	0.31
Vishwamani Matamani Tiwari	Non-Promoter	NA	6,10,000	6,10,000	0.23
Vishwamani Tiwari HUF	Non-Promoter	Vishwamani Matamani Tiwari	6,10,000	6,10,000	0.23
Charu Rathi	Non-Promoter	NA	6,10,000	6,10,000	0.23
Meghna Premal Shah	Non-Promoter	NA	6,10,000	6,10,000	0.23
Manisha Sachin Tyagi	Non-Promoter	NA	6,10,000	6,10,000	0.23
Orion India Opportunity Fund	Non-Promoter	Suyash Murlidhar Chaini	5,90,000	5,90,000	0.22
Devang Bharatkumar Lakhani	Non-Promoter	NA	5,10,000	5,10,000	0.19
Jigisha Devang Lakhani	Non-Promoter	NA	5,10,000	5,10,000	0.19
Muskan Oswal	Non-Promoter	NA	4,05,000	4,05,000	0.15
Kantilal Sanghvi	Non-Promoter	NA	4,05,000	4,05,000	0.15
Bharat Kantilal Sanghvi	Non-Promoter	NA	4,05,000	4,05,000	0.15
Gaurav Vithlani	Non-Promoter	NA	4,05,000	4,05,000	0.15
Yash Shankerbhai Shah	Non-Promoter	NA	4,05,000	4,05,000	0.15
Balkishan Shankerlal Shah	Non-Promoter	NA	4,05,000	4,05,000	0.15
Dhara Deepak Mishra	Non-Promoter	NA	4,05,000	4,05,000	0.15
Khushi Singh	Non-Promoter	NA	4,05,000	4,05,000	0.15
Rajendra Sethiya	Non-Promoter	NA	4,05,000	4,05,000	0.15
Usha Nigam	Non-Promoter	NA	4,05,000	4,05,000	0.15
Nobel Investments	Non-Promoter	Siddharth Bansal, Saurabh Vakil	4,05,000	4,05,000	0.15
Pavani Kantaben B	Non-Promoter	NA	4,05,000	4,05,000	0.15
Nirali Mitesh Pavani	Non-Promoter	NA	4,05,000	4,05,000	0.15
Jeetendra Kishin Gehi	Non-Promoter	NA	4,05,000	4,05,000	0.15
Ishita V Chirrimar	Non-Promoter	NA	4,05,000	4,05,000	0.15
Parumal Consultants	Non-Promoter	Parv Rijhwani, Amit Kumar Gupta	4,05,000	4,55,000	0.17
Omjay Jani HUF	Non-Promoter	Omjay Jani	4,05,000	4,05,000	0.15
Shiv Sehgal	Non-Promoter	NA	4,05,000	4,05,000	0.15
Dinero Finance and Investment Private Limited	Non-Promoter	Arun Kapoor	4,05,000	4,05,000	0.15
Oasis Securities Limited	Non-Promoter	Rajesh Kumar Sodhani	4,05,000	4,05,000	0.15
Ankush J Jindal	Non-Promoter	NA	4,05,000	4,05,000	0.15
Dilip Shah	Non-Promoter	NA	3,05,000	3,05,000	0.11
Alpa Shah	Non-Promoter	NA	3,05,000	3,05,000	0.11
Suresh Kumar	Non-Promoter	NA	2,00,000	2,00,000	0.07
Plutus Capital Management LLP	Non-Promoter	Siddhant Kabra, Lalita Kabra	2,00,000	2,00,000	0.07

Bombay Dream Properties LLP	Non-Promoter	Seema Singhvi, Chandan Mal Singhvi	2,00,000	2,00,000	0.07
Ambika Commodity	Non-Promoter	Kaushal Shah, Meet Shah, Dineshkumar Shah	2,00,000	2,00,000	0.07
Narendra A Kekan	Non-Promoter	NA	2,00,000	2,00,000	0.07
Ankit Ashokbhai Amipara	Non-Promoter	NA	2,00,000	2,00,000	0.07
CNM Finvest Private Limited	Non-Promoter	Chirag Narendra Modh	2,00,000	2,00,000	0.07
Thacker Himanshu Pratapbhai	Non-Promoter	NA	2,00,000	2,00,000	0.07
Jigar Bhagavandas Thacker	Non-Promoter	NA	2,00,000	2,00,000	0.07
Megha Sanjay Bansal	Non-Promoter	NA	2,00,000	2,00,000	0.07
Rushabh Rajesh Modi	Non-Promoter	NA	2,00,000	2,00,000	0.07
Patel Theia Murzban	Non-Promoter	NA	2,00,000	2,00,000	0.07
Urvashi Jeetendra Gehi	Non-Promoter	NA	2,00,000	2,00,000	0.07
Piya Jeetendra Gehi	Non-Promoter	NA	2,00,000	2,00,000	0.07
Sonal Anil Vichare	Non-Promoter	NA	2,00,000	2,00,000	0.07
Kesavapillai Annamalai	Non-Promoter	NA	2,00,000	2,00,000	0.07
Sandeep Vasant Dadia	Non-Promoter	NA	2,00,000	2,00,000	0.07
Sonali Shah	Non-Promoter	NA	2,00,000	2,00,000	0.07
Devang Rajesh Karani	Non-Promoter	NA	2,00,000	2,00,000	0.07
Trupti Bhayani	Non-Promoter	NA	2,00,000	2,00,000	0.07
Chetan Bhayani HUF	Non-Promoter	Chetan Dhirajlal Bhayani	2,00,000	2,00,000	0.07
Sensar Ventures LLP	Non-Promoter	Darshan Nimesh Shah	2,00,000	2,00,000	0.07
Dia Properties LLP	Non-Promoter	Premal Thakker, Jogendra Thakker	1,80,000	1,80,000	0.07
Sudhir Shivji Bheda	Non-Promoter	NA	1,60,000	1,60,000	0.06
Ashi Akshay Juneja	Non-Promoter	NA	1,40,000	1,40,000	0.05
Balaji Rice Industries Private Limited	Non-Promoter	Prakash Agrawal, Ashish Agrawal, Pramod Agrawal	1,20,000	1,20,000	0.04
Monal Bhavin Vora	Non-Promoter	NA	1,10,000	1,10,000	0.04
Priyank Nitin Vora	Non-Promoter	NA	1,10,000	1,10,000	0.04
Vaibhav Hareshbhai Mehta	Non-Promoter	NA	1,10,000	1,10,000	0.04
Navyarth Capital Advisors Private Limited	Non-Promoter	Mohit Baser, Sakshi Bangar	1,05,000	1,05,000	0.04
Rajnish Shahi HUF	Non-Promoter	Rajnish Kumar Shahi	1,00,000	1,00,000	0.04
Neelima M Gopal	Non-Promoter	NA	1,00,000	1,00,000	0.04
Biraj Desai	Non-Promoter	NA	1,00,000	1,00,080	0.04
Sam Mathew Kalarickal	Non-Promoter	NA	1,00,000	1,00,000	0.04
Jnyan Patel	Non-Promoter	NA	1,00,000	1,00,000	0.04
Avi Tripathi	Non-Promoter	NA	1,00,000	1,00,000	0.04
PR Advisory Services LLP	Non-Promoter	Govind Shah, Mahesh Shah	1,00,000	1,00,000	0.04
J C Dargar and Sons HUF	Non-Promoter	Jagdish Dargar, Indu Dargar, Prachi Dargar, Prerak Dargar	1,00,000	1,00,000	0.04
Janakkumar Patel	Non-Promoter	NA	1,00,000	1,00,000	0.04
Inesh Pravinchandra Dagli	Non-Promoter	NA	1,00,000	1,00,000	0.04
Nimesh Dagli	Non-Promoter	NA	1,00,000	1,00,000	0.04
Rajesh Patel	Non-Promoter	NA	1,00,000	1,00,000	0.04
Vishal Kothari	Non-Promoter	NA	1,00,000	1,00,000	0.04
Ankit Muhta	Non-Promoter	NA	1,00,000	1,00,000	0.04
Manjudevi Bafna	Non-Promoter	NA	1,00,000	1,00,000	0.04
Tarun Jain	Non-Promoter	NA	1,00,000	1,00,000	0.04
Meena Oswal	Non-Promoter	NA	1,00,000	1,00,000	0.04
Rajesh Himmatsinh Negandhi	Non-Promoter	NA	1,00,000	1,00,000	0.04
Vivek N Chandan	Non-Promoter	NA	1,00,000	1,00,000	0.04

Nirmala Arvind Mehta	Non-Promoter	NA	1,00,000	1,00,000	0.04
Bharat Dhanji Bhanushali	Non-Promoter	NA	1,00,000	1,00,000	0.04
Chetan Thacker	Non-Promoter	NA	1,00,000	1,00,000	0.04
Thacker Jiten Navinbhai	Non-Promoter	NA	1,00,000	1,00,000	0.04
Karishma Chirag Thakkar	Non-Promoter	NA	1,00,000	1,00,000	0.04
Kashyapsinh S Thakor	Non-Promoter	NA	1,00,000	1,00,000	0.04
Bhavsar Kaushik Jamnadas	Non-Promoter	NA	1,00,000	1,00,000	0.04
Krishna Sunil Saini	Non-Promoter	NA	1,00,000	1,00,000	0.04
Kuntalben Jiten Thacker	Non-Promoter	NA	1,00,000	1,00,000	0.04
Thacker Meena Harish	Non-Promoter	NA	1,00,000	1,00,000	0.04
Thacker Nishitha Himanshu	Non-Promoter	NA	1,00,000	1,00,000	0.04
Thacker Samir Vijaybhai	Non-Promoter	NA	1,00,000	1,00,000	0.04
Yogesh Krishna Jangam	Non-Promoter	NA	1,00,000	1,00,000	0.04
Sahil Jindal HUF	Non-Promoter	Sahil Jindal	1,00,000	1,00,000	0.04
Aryan Shrenik Shah	Non-Promoter	NA	1,00,000	1,00,000	0.04
Marvell Construction & Techniques Private Limited	Non-Promoter	Ankush J Jindal	1,00,000	1,00,000	0.04
Aryan Oswal	Non-Promoter	NA	60,000	60,000	0.02
Tanmay Jhaveri	Non-Promoter	NA	60,000	60,000	0.02
Deep Sanghvi HUF	Non-Promoter	Vidhi Parikh, Deep Sanghvi	60,000	60,000	0.02
Krupa Divecha	Non-Promoter	NA	60,000	60,000	0.02
Hiteshkumar Shah	Non-Promoter	NA	60,000	60,000	0.02
Shripalraja Shah	Non-Promoter	NA	60,000	60,000	0.02
Dhamecha Amarkumar O	Non-Promoter	NA	60,000	60,000	0.02
Ashish Anil Grover	Non-Promoter	NA	60,000	60,000	0.02
Bhawna Surraj Goyal	Non-Promoter	NA	60,000	60,000	0.02
Gauravkumar Madanlal Juneja	Non-Promoter	NA	60,000	60,000	0.02
Naresh Arora	Non-Promoter	NA	60,000	60,000	0.02
Pragnesh Jindas Doshi	Non-Promoter	NA	60,000	60,000	0.02
Rahul Ashok Kukreja	Non-Promoter	NA	60,000	60,000	0.02
Rahul Choithram Dingreja	Non-Promoter	NA	60,000	60,000	0.02
Sunil Roshanlal Bhassin	Non-Promoter	NA	60,000	60,000	0.02
Zaheer Kaid Lokhandwala	Non-Promoter	NA	60,000	60,000	0.02
Amit Arvind Sand	Non-Promoter	NA	60,000	60,000	0.02
Vinay Omprakash Rathi	Non-Promoter	NA	60,000	60,000	0.02
Nayani Shirinbanu Shabbirali	Non-Promoter	NA	40,000	40,000	0.01

**The Pre-Preferential shareholding pattern is as of October 28, 2026*

***The above post-issue shareholding is prepared to assume full conversion of Warrants into Equity Shares issued pursuant to the Preferential Issue.*

There is no change in control pursuant to the allotment of the Warrants / Equity Shares.

19. Lock-in Period

The Equity Shares / Warrants/ Resulting Equity Shares shall be subject to 'lock-in' as prescribed under the applicable provisions of the SEBI ICDR Regulations:

- The entire pre-preferential shareholding of the Proposed Allottee shall be subject to lock in from the Relevant Date up to a period of 90 trading days from the date of allotment of Warrants / Equity Shares, as per the requirement of the SEBI ICDR Regulations.

- The Warrants shall be subject to lock-in for a period of 1 year from the date of allotment of such Warrants, as per the requirement of SEBI ICDR Regulations.

- The proposed allotment of Resulting Equity Shares (upon conversion of Warrants) to Promoter / Promoter Group category persons shall be subject to fresh lock-in for a period of eighteen (18) months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

- The Equity Shares allotted on a preferential basis to Non-Promoter (Public) category persons shall be locked-in for a period of six (6) months from the date of grant of trading approval by the Stock Exchanges, as per the requirement of SEBI ICDR Regulations.

20. The current and proposed status of the Proposed Allottee post the preferential issues namely, Promoter or Non-Promoter

There shall not be any change in the status and category of any of the Proposed Allottee even after the Preferential Issue and they shall remain as part of the same category.

21. Practicing Company Secretary's Certificate

A certificate from M/S SB Sheth & Associates, Company Secretaries dated November 2, 2026 certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website https://uyfincorp.com/_Frontend_Assets/images/share_holder_meeting/CS%20Certificate%20certifying%20w.r.t.%20to%20preferential%20issue%20under%20SEBI%20ICDR%20Regulations.pdf.

22. Valuation and justification for the allotment proposed to be made for consideration other than cash

Not applicable as the Company has not proposed to issue the Warrants / Equity Shares for consideration other than cash.

23. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price

During the year, no preferential allotment has been made to any person as of the date of this Notice.

24. Principle terms of assets charged as securities

Not applicable

25. Material terms of raising such securities

All material terms have been set out above.

26. Undertakings

- The Proposed Allottees has confirmed that they have not sold any Equity Shares of the Company during the 90 trading days preceding the Relevant Date.

- The Company is in compliance with the conditions for continuous listing and is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.

- None of the Directors or Promoters and the Company are categorized as wilful defaulter(s) as well as fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163(1)(i) if the SEBI ICDR Regulations are not applicable.

- None of the Company's Directors are fugitive economic offenders as defined under the SEBI ICDR Regulations.

- The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Issue in terms of the provisions of the SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid by the Proposed Allottee.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the Warrants and Equity Shares to Proposed Allottees is being sought by way of a Special Resolution as set out in the said Item No. 1 and 2 of this Notice.

Except Deepak Kothari and Udai Kothari, being Directors and promoter's groups of the Company, none of the Directors or Key Managerial Personnel or Senior Management or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 1 of this Notice.

None of the Promoters or Directors or Key Managerial Personnel or Senior Management or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out in Item No. 2 of this Notice.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 1 and 2 of the accompanying Notice for approval by the Members of the Company as a Special Resolution.

Registered Office:
16 Strand Road
9th Floor, Room No. 908B
Kolkata-700001

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

Dated: 2nd November, 2026