

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE-I

U. Y. Fincorp Limited												
31 st March, 2025												
I. COMPOSITION OF BOARD OF DIRECTORS:-												
Title (Mr/ Ms)	Name of the Director	PAN ⁵ & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent / Nominee) ⁶	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	Directorship in listed entities including this listed entity [in reference to Regulation 17A(3)]	No. of Independent Directors in listed entities including this listed entity [in reference to Regulation 17A(4)]	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Uday Kotbani	AQMFK0691F (DIN:-00284256)	Chairman & Managing Director	21.09.2017	02.05.2022	-	-	24.09.1987	1	-	1	-
Mr.	Deepak Kotbani	ABBPK9382M (DIN:-00280323)	Non-Executive, Non-Independent	21.09.2017	02.05.2022	-	-	16.06.1963	1	-	-	-
Mr.	Dinesh Euran	ADTBB8735H (DIN:-00612904)	Executive Director	30.07.2010	30.05.2021	-	-	12.03.1957	1	-	1	-
Mr.	Gowind Kumar Joyal	AESPG3693R (DIN: 02466348)	Non-Executive Independent Director	24.07.2015	24.07.2020	-	116.05	23.09.1979	1	1	-	-
Mr.	Nishant Sharadrao Nanda	APNPP5183R (DIN:-08156581)	Non-Executive Independent Director	10.08.2018	10.08.2023	-	79.21	18.09.1984	1	1	-	-
Mr.	Jigresh Dalal	ADUUPD097H (DIN: 08065507)	Non-Executive Independent Director	15.02.2018	15.02.2023	-	85.16	08.04.1972	1	1	2	2
Mrs.	Sangeeta Singh	CQKPS9893P (DIN: 10757696)	Non-Executive Independent Director	12.11.2024	-	-	4.19	09.08.1974	1	1	2	-
									Whether Regular chairperson appointed	Yes		
									Whether Chairperson is related to managing director or CEO	Yes		

⁵ PAN number of any director would not be displayed on the website of Stock Exchange

⁶ Category of directors means executive/non-executive/Independent/Nominee, if a director fits into more than one category write all categories separating them with hyphen

* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

V. RELATED PARTY TRANSACTIONS:-		Compliance status (Yes/No/NA) refer note below
Subject		
Whether prior approval of audit committee obtained		N.A.
Whether shareholder approval obtained for material RPT		N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee		N.A.
Note 1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. 2. If status is "No" details of non-compliance may be given here.		
VI. AFFIRMATIONS:-		
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Audit Committee - Nomination & remuneration committee - Stakeholders relationship committee - Risk management committee (applicable to the top 100 listed entities) – Not Applicable 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here. - This will be place at the ensuing Board Meeting. The Corporate Governance Report for the quarter ended 31st December, 2024 was placed at the meeting of Board of Directors of the Company held on 14th February, 2025.		
For U. X. Fincorp Limited UDAI Digitally signed by UDAI KOTHARI Date: 2025.04.25 15:39:44 +05'30' KOTHARI Udai Kothari (Chairman & Managing Director) (DIN:- 00284256)		

Annexure-II

<i>Name of Listed Entity</i>	<i>U. Y. Fincorp Limited</i>	
<i>Financial Year ending</i>	<i>31st March, 2025</i>	

I. Disclosure on website in terms of Listing Regulations		
<i>Item</i>	<i>Compliance status (Yes/No/NA) refer note below</i>	<i>If Yes provide link to website. If No provide reasons</i>
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.uyfincorp.com
aa) Memorandum of Association and Articles of Association	Yes	www.uyfincorp.com
ab) Brief profile of board of directors including directorship and full-time positions in body corporates	Yes	www.uyfincorp.com
b) Terms and conditions of appointment of independent directors	Yes	www.uyfincorp.com
c) Composition of various committees of board of directors	Yes	www.uyfincorp.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.uyfincorp.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.uyfincorp.com
f) Criteria of making payments to non-executive directors	Yes	www.uyfincorp.com
g) Policy on dealing with related party transactions	Yes	www.uyfincorp.com
h) Policy for determining 'material' subsidiaries	Yes	www.uyfincorp.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.uyfincorp.com
j) Email address for grievance redressal and other relevant details	Yes	www.uyfincorp.com
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.uyfincorp.com
l) Financial results	Yes	www.uyfincorp.com
m) Shareholding pattern	Yes	www.uyfincorp.com
n) Details of agreements entered into with the media companies and/or their associates	N.A.	-
o) (i) Schedule of analyst or institutional investor meet (ii) Presentations prepared by the listed entity for analysts or institutional investors meet, post earnings or quarterly calls prior to beginning of such events	N.A.	-
oa) Audio recordings, video recordings, if any, and transcripts of post earnings or quarterly calls, by whatever name called, conducted physically or through digital means	N.A.	-
p) New name and the old name of the listed entity	Yes	www.uyfincorp.com
q) Advertisements as per regulation 47 (1)	Yes	www.uyfincorp.com
r) Credit rating or revision in credit rating obtained	N.A.	-
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	-
t) Secretarial Compliance Report	Yes	www.uyfincorp.com
u) Materiality Policy as per Regulation 30(4)	Yes	www.uyfincorp.com
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	www.uyfincorp.com
w) Disclosures under regulation 30(8)	Yes	www.uyfincorp.com
x) Statements of deviation(s) or variations(s) as specified in regulation 32	N.A.	-
y) Dividend distribution policy as specified in regulation 43A(1)	N.A.	-
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	www.uyfincorp.com
za) Employee Benefit scheme documents framed in terms of SEBI (SBEB) Regulations, 2021	N.A.	-
Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	www.uyfincorp.com
Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely upda	Yes	www.uyfincorp.com

II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1), 17(1A) & 17(1B)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for Appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination & Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20(3A)	Yes
Role of Stakeholder Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	N.A.
Quorum of Risk Management Committee meeting	21(3B)	N.A.
Gap between the meetings of Risk Management Committee	21(3C)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party Transactions	23(4)	Yes
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	N.A.
Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
Directors and Officers insurance	25(10)	N.A.
Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel	26(3)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.	26(6)	N.A.
Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2), 26A(3)	N.A.

Note

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved the Material Subsidiary Policy and the Corporate Governance requirements with respect to the subsidiary of Listed Entity have been complied:- **Not Applicable.**

For U. Y. Fincorp Limited

UDAI
KOTHARI

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UDAI KOTHARI
Date: 2025.04.25
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Udai Kothari
(Managing Director)
(DIN: 00284256)

COMPLIANCE REPORT ON CORPORATE GOVERNANCE
Annexure-IV

HALF YEAR ENDING:- 31st March, 2025

I. Disclosure of Loans / guarantees / comfort letters / securities etc. refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:
(figures in Rs.)

Sl. No	Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
a	Promoter or any other entity controlled by them	15,53,00,000	1,66,93,04,023
b	Promoter Group or any other entity controlled by them*	9,51,00,000	29,61,84,892
c	Directors (including relatives) or any other entity controlled by them**	1,99,00,000	18,90,08,612
d	KMPs or any other entity controlled by them	-	3,65,000

* Loan was given to U. Y. Industries Private Limited, being the falling under Promoter Group Category. The figure is given in Sl. No (b) was already been included in Sl No. (a).

** Loan was given to Mr. Udai Kothari, Chairman & Managing Director (being KMP) and Mr. Deepak Kothari, Non- Executive Director of the Company. Both are also the promoter of the Company. The figure is given in Sl. No (c) was already been included in Sl No. (a).

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (Guarantee/ comfort letter etc)	Aggregate amount advanced during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not Applicable		
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, share etc)	Aggregate value of Security during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Not Applicable		
Promoter Group or any other entity control ed by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For U. Y. Fincorp Limited

PRIYA UDAYA
KANOKI

Digitally signed by PRIYA
UDAYA KANOKI
Date: 2025.04.25 14:32:24
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Priya Udaya Kanoji
(Chief Financial Officer)

Note :-

- These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
 - by a government company to/ for the Government or government company
 - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
 - by a banking company or an insurance company ; and
 - by the listed entity to its employees or directors as a part of the service conditions
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table..