

## **COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

## **ANNEXURE- I**

1	Name of Listed Entity								U. Y. Fincorp Limited			
2	Quarter ending								31 <sup>st</sup> March, 2023			
I. COMPOSITION OF BOARD OF DIRECTORS:-												
Title (Mr./ Ms)	Name of the Director	PAN <sup>S</sup> & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent / Nominee) <sup>*</sup>	Initial Date of Appointment	Date of Re- appointment	Date of Cessatio n	Tenure (in months)	Date of Birth	No. of Directors hip in listed entities including this listed entity [in reference to Regulation 17A(1)]	No. of Indep enden t Direct orshi p in listed entitie s includ ing this listed entity [in refere nce to Regul ation 17A(1 )]	No. of membershi ps in Audit/ Stakeholde r Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulation s)	No. of post of Chairpers on in Audit/ Stakeholde r Committe e held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulation s)
Mr.	Udai Kothari	AQMPK0691F (DIN:-00284256)	Chairman & Managing Director	21.09.2017	02.05.2022	-	-	24.09.1987	1	-	1	-
Mr.	Deepak Kothari	ABBPK9382M (DIN:-00280323)	Non- Executive, Non- Independent	21.09.2017	02.05.2022	-	-	16.06.1963	1	-	-	-
Mr.	Dinesh Burman	ADTPB8735H (DIN:-00612904)	Executive Director	30.07.2010	30.05.2021	-	-	12.03.1957	1	-	1	-
Mr.	Govind Kumar Goyal	AESPG3693R (DIN: 02466348)	Non- Executive Independent Director	24.07.2015	24.07.2020	-	92.06	23.09.1979	1	1	1	-
Mr.	Nishant Sharadrao Nanda	APNPP5183R (DIN:-08196581)	Non- Executive Independent Director	10.08.2018	-	-	55.22	18.09.1984	1	1	-	-
Mr.	Jignesh Dalal	ADUPD2097H (DIN: 08065507)	Non- Executive Independent Director	15.02.2018	15.02.2023	-	61.17	08.04.1972	1	1	2	2
Mrs.	Leena Hinesh Jobanputra	AHCPJ1237H (DIN:-06975039)	Non- Executive Independent Director	12.11.2014	12.11.2019	-	100.20	08.12.1973	1	1	2	-
Whether Regular chairperson appointed									Yes			
Whether Chairperson is related to managing director or CEO									Yes			
* PAN number of any director would not be displayed on the website of Stock Exchange * 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.												

II. COMPOSITION OF COMMITTEES:-					
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>5</sup>	Date of Appointment	Date of Cessation
Audit Committee	Yes	Jignesh Dalal	Chairperson-Non Executive-Independent Director	15-02-2018	-
		Leena Hinesh Jobanputra	Member-Non Executive-Independent Director	12-11-2014	-
		Govind Kumar Goyal	Member-Non Executive-Independent Director	11-08-2018	-
Nomination and Remuneration Committee	Yes	Jignesh Dalal	Chairperson-Non Executive-Independent Director	15-02-2018	-
		Leena Hinesh Jobanputra	Member-Non Executive-Independent Director	12-11-2014	-
		Govind Kumar Goyal	Member-Non Executive-Independent Director	11-08-2018	-
Stakeholders Relationship Committee	Yes	Jignesh Dalal	Chairperson-Non Executive-Independent Director	11-08-2018	-
		Leena Hinesh Jobanputra	Member-Non Executive-Independent Director	12-11-2017	-
		Udai Kothari	Member-Executive-Non Independent Director	14-11-2017	-
		Dinesh Burman	Member-Executive-Whole time Director	23-04-2014	-
Risk Management Committee		N.A.			
<sup>5</sup> 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					
III. MEETINGS OF BOARD OF DIRECTORS:-					
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive (in number of days)
04.11.2022	-	-	-	-	-
14.11.2022	-	-	-	-	-
-	30.01.2023	Yes	7	4	76
-	27.03.2023	Yes	7	4	55
*to be filled in only for the current quarter.					
IV. MEETINGS OF COMMITTEES:-AUDIT COMMITTEE					
Date(s) of Meeting of the committee ) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present*	Number of Independent Directors present*	Date(s) of Meeting of the committee in the previous quarter	Maximum gap between any two consecutive (in number of days)
30.01.2023	Yes	3	3	14.11.2022	76
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional. **to be filled in only for the current quarter.					

<b><u>V. RELATED PARTY TRANSACTIONS:-</u></b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) <sup>refer note below</sup></b>
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.
<b>Note</b> 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.	
<b><u>VI. AFFIRMATIONS:-</u></b>	
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 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) – <b>Not Applicable</b> 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.- <b>This will be place at the ensuing Board Meeting. The Corporate Governance Report for the quarter ended 31<sup>st</sup> December, 2022 was placed at the meeting of Board of Directors of the Company held on 30<sup>th</sup> January, 2023.</b>	
<b>For U. Y. Fincorp Limited</b> UDAI KOTHARI Udai Kothari (Chairman & Managing Director) (DIN:- 00284256) <div style="float: right; font-size: small;"> Digitally signed  by UDAI KOTHARI  Date: 2023.04.19  16:54:52 +05'30' </div>	

## Annexure-II

<i>Name of Listed Entity</i>	<b>U. Y. Fincorp Limited</b>
<i>Financial Year ending</i>	<b>31<sup>st</sup> March, 2023</b>

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<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>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
c) Composition of various committees of board of directors	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
f) Criteria of making payments to non-executive directors	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
g) Policy on dealing with related party transactions	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
l) Financial results	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
m) Shareholding pattern	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
n) Details of agreements entered into with the media companies and/or their associates	N.A.	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	N.A.	
p) New name and the old name of the listed entity	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
q) Advertisements as per regulation 47 (1)	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
r) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	N.A.	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	N.A.	
<b>As per other regulations of the LODR:</b>		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
b) Materiality Policy as per Regulation 30	Yes	<a href="http://www.uyfincorp.com">www.uyfincorp.com</a>
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

<b>II. Annual Affirmations</b>		
<i>Particulars</i>	<i>Regulation Number</i>	<i>Compliance status (Yes/No/NA) refer note below</i>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for Appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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
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
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Meeting of Risk Management Committee	21(3A)	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)	N.A.
Disclosure of related party transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25(2)	N.A.
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.
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
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes
<b>Note</b> 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.		
<b>III Affirmations:</b> 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:- <b>Not Applicable.</b>		
<b>For U. Y. Fincorp Limited</b>  <div style="display: flex; align-items: center;"> <div style="margin-right: 10px;"> UDAI KOTHARI </div> <div style="font-size: small;"> Digitally signed by UDAI KOTHARI Date: 2023.04.19 16:54:27 +05'30' </div> </div> <b>Udai Kothari</b> <b>(Managing Director)</b> <b>(DIN: 00284256)</b>		

## **COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

### **Annexure-IV**

**HALF YEAR ENDING:-** 31<sup>st</sup> March, 2023

#### **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 <sup>#</sup>
a	Promoter or any other entity controlled by them	13,88,25,000	1,38,02,22,313
b	Promoter Group or any other entity controlled by them*	8,69,00,000	15,47,00,000
c	Directors (including relatives) or any other entity controlled by them**	95,00,000	8,38,00,000
d	KMPs or any other entity controlled by them	-	3,95,000

\* 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).

<sup>#</sup>Balance Outstanding at the end of six months excludes the Interest due on the Loan as on 31.03.2023.

**(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

UDAI  
KOTHARI

Digitally signed by  
UDAI KOTHARI  
Date: 2023.04.19  
16:53:54 +05'30'

**Udai Kothari**

**(Chief Executive 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..