

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1	Name of Listed Entity	U. Y. Fincorp Limited
2	Quarter ending	31 st March, 2019

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN ^S & DIN	Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee)*	Date of Appointme nt in the current term /cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	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.	Udai Kothari	AQMPK0691F (DIN:-00284256)	Chairman & Managing Director	21.09.2017	-	1	1	-
Mr.	Deepak Kothari	ABBPk9382M (DIN:- 00280323)	Executive Director	21.09.2017	-	1	-	-
Mr.	Dinesh Burman	ADTPB8735H (DIN:- 00612904)	Executive Director	30.05.2018	-	1	1	-
Mr.	Govind Kumar Goyal	AESPG3693R (DIN: 02466348)	Non-Executive Independent	24.07.2015	5 Years	1	1	-
Mr.	Nishant Sharadrao Nanda	APNPP5183R (DIN:-08196581)	Non-Executive Independent	10.08.2018	5 Years	1	-	-
Mr.	Jignesh Dalal	ADUPD2097H (DIN: 08065507)	Non-Executive Director	15.02.2018	5 Years	1	2	2
Mrs.	Leena Hinesh Jobanputra	AHCPI1237H (DIN:- 06975039)	Non-Executive Independent	12.11.2014	5 Years	1	2	-

^S 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	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) ^S
Audit Committee	Jignesh Dalal	Chairperson-Non Executive-Independent Director
	Leena Hinesh Jobanputra	Member-Non Executive-Independent Director
	Govind Kumar Goyal	Member-Non Executive-Independent Director
Nomination and Remuneration Committee	Jignesh Dalal	Chairperson-Non Executive-Independent Director
	Leena Hinesh Jobanputra	Member-Non Executive-Independent Director
	Govind Kumar Goyal	Member-Non Executive-Independent Director
Stakeholders Relationship Committee	Jignesh Dalal	Chairperson-Non Executive-Independent Director
	Leena Hinesh Jobanputra	Member-Non Executive-Independent Director
	Udai Kothari	Member-Executive- Managing Director
	Dinesh Burman	Member-Executive-Whole time Director

III. <u>Meeting of Board of Directors</u>			
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter		Maximum gap between any two consecutive (in number of days)
31.10.2018 & 14.11.2018	09.02.2019 & 28.03.2019		86 days & 46 days respectively
IV. <u>Meeting of Committees-Audit Committee</u>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
09.02.2019	Yes	14.11.2018	86 days
* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional			
V. <u>Related Party Transactions</u>			
Subject		Compliance status (Yes/No/NA) ^{refer note below}	
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. <u>Affirmations</u>			
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) – 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, 2018 was placed at the meeting of Board of Directors of the Company held on 9th February, 2019.			
For U. Y. Fincorp Limited Sd/- Amrita Mohta Kothari (Company Secretary)			

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1	Name of Listed Entity	U. Y. Fincorp Limited (Formerly known as Golden Goenka Fincorp Limited)
2	Financial Year ended	31st March, 2019

I. Disclosure on website in terms of Listing Regulations :-

Item	Compliance status (Yes/No/NA) refer note below
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	Yes

II Annual Affirmations:-

Particulars	Listing Regulations 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)	Yes
Meeting of Board of directors	17(2)	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes

Particulars	Listing Regulations Number	Compliance status (Yes/No/NA) refer note below
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(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.
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
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	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
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
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 Board of Directors of the Company have framed and approved the Policy on Material Subsidiary and the same are displayed on the Company Website. The Company has complied with the applicable Corporate Governance requirements with respect to its subsidiaries.		
For U. Y. Fincorp Limited Sd/- Amrita Mohta Kothari (Company Secretary)		