

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

ANNEXURE-I

1	Name of Listed Entity	U. Y. Fincorp Limited
2	Quarter ending	31 st March, 2022

I. COMPOSITION OF BOARD OF DIRECTORS:-

Title (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent & / Nominee)	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	No. of Directorship in listed entities including this listed entity in reference to Regulation 17A(1))	No. of Independent Directorship in listed entities including this listed entity in reference to Regulation 17A(1))	No. of membership in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Deepak Kohari	ABBP9382M (DIN:-00280323)	Chairman & Managing Director	21.09.2020	-	-	3 Years	16.06.1963	1	-	-	-
Mr.	Dinesh Burman	ADTPB8735H (DIN:-00612904)	Executive Director	30.07.2010	30.05.2021	-	3 Years	24.09.1987	1	-	1	-
Mr.	Udai Kohari	AQMPK0691F (DIN:-00284256)	Non-Executive, Non-Independent	21.09.2020	-	-	-	12.03.1957	1	-	1	-
Mr.	Govind Kumar Goyal	AESPG3693R (DIN:-02466348)	Non-Executive Independent Director	24.07.2015	24.07.2020	-	5 Years	23.09.1979	1	1	1	-
Mr.	Nishant Sharadrao Nanda	APNPP183R (DIN:-08196581)	Non-Executive Independent Director	10.08.2018	-	-	5 Years	18.09.1984	1	1	-	-
Mr.	Jignesh Dalal	ADUPD2097H (DIN:-08065507)	Non-Executive Independent Director	15.02.2018	-	-	5 Years	08.04.1972	1	1	2	2
Mrs.	Leena Himesh Jobanputra	AHCPJ1237H (DIN:-06975039)	Non-Executive Independent Director	12.11.2014	12.11.2019	-	5 Years	08.12.1973	1	1	2	-

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

* 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) ⁵	Date of Appointment	Date of Cessation
Audit Committee	Yes	Jignesh Dalal Leena Himesh Jobanputra Govind Kumar Goyal Jignesh Dalal Leena Himesh Jobanputra Govind Kumar Goyal Jignesh Dalal	Chairperson-Non Executive-Independent Director Member-Non Executive-Independent Director Member-Non Executive-Independent Director Chairperson-Non Executive-Independent Director Member-Non Executive-Independent Director Member-Non Executive-Independent Director Chairperson-Non Executive-Independent Director	15-02-2018 12-11-2014 11-08-2018 15-02-2018 12-11-2014 11-08-2018 12-11-2017	- - - - - -
Nomination and Remuneration Committee	Yes	Leena Himesh Jobanputra Govind Kumar Goyal Jignesh Dalal	Member-Non Executive-Independent Director Member-Non Executive-Independent Director Chairperson-Non Executive-Independent Director	11-08-2018 12-11-2017 14-11-2017	- - -
Stakeholders Relationship Committee	Yes	Leena Himesh Jobanputra Udai Kohari Dinesh Burman	Member-Non Executive-Non Independent Director Member-Executive-Whole time Director	23-04-2014	-
Risk Management Committee		N.A.			

⁵ 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)
11.10.2021	-	-	-	-	-
30.10.2021	-	-	-	-	-
-	14.02.2022	Yes	7	4	106
-	15.03.2022	Yes	7	4	28

*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)
14.02.2022	Yes	3	3	30.10.2021	106

* 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.



V. RELATED PARTY TRANSACTIONS:-

Subject	Compliance status (Yes/No/NA) <small>refer note below</small>
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
 - 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, 2021 was placed at the meeting of Board of Directors of the Company held on 14th February, 2022.

For U. Y. Fincorp Limited


Amrita Mohita Kothari
(Company Secretary)



Annexure-II

Name of Listed Entity	U. Y. Fincorp Limited
Financial Year ending	31 st March, 2022

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	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.	www.uyfincorp.com
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.	www.uyfincorp.com
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 by the entity for all its outstanding instruments	N.A.	www.uyfincorp.com
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	www.uyfincorp.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.uyfincorp.com
b) Materiality Policy as per Regulation 30	Yes	www.uyfincorp.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	N.A.	www.uyfincorp.com

It is certified that these contents on the website of the listed entity are correct.

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



Particulars	Regulation Number	Compliance status (Yes/No/NA) refer note below
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

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.

For U. Y. Fincorp Limited

Amrita
Amrita Mohta Kothari
(Company Secretary)



Annexure-IV

Name of Listed Entity	U. Y. Fincorp Limited
Half Yearly ending	31 st March, 2022

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: (Amount in Rs.)

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	3,90,00,000*	7,76,90,217*
Promoter Group or any other entity controlled by them	14,67,00,000	1,19,26,05,040
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		6,20,000

*The loan given to promoter includes loan given to Mr. Deepak Kothari, who is also the Director and KMP of the Company.

(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 of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any Other entity controlled by them		NIL	
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			



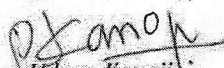
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them		NIL	
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			

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 Edaya 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..