



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

POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs]

E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, 10 th February, 2026 at 10.00 A.M.(IST)	Wednesday, 11 th March, 2026 at 05.00 P.M.(IST)

Dear Members

NOTICE is hereby given that the resolution set out below is proposed to be passed by the Members of U. Y. Fincorp Limited (“**the Company**”) by means of Postal Ballot, only by way of remote e-Voting process (“**e-Voting**”), pursuant to Section 110 and Section 108 of the Companies Act, 2013 (“**the Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”) and other applicable provisions of the Act and the Rules, Circulars and Notifications thereunder issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by The Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).

In compliance with the circular issued by Ministry of Corporate Affairs (**MCA**) no. 09/2024 dated September 19, 2024 read with circular no. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, read with other relevant circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025 (collectively referred to as ‘**MCA Circulars**’), this Postal Ballot Notice (“**Notice**”) is being sent by email only, to the members whose e-mail addresses are registered with the Company/ Depository Participants (**DP**)/ Depository/ Registrar & Share Transfer Agent of the Company. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The detailed procedure for remote e-voting forms part of the ‘Notes’ section to this Notice.

The statement pursuant to the provisions of Section 102(1) read with Section 110 and other applicable provisions of the Act read with the Rules thereunder and additional information as required under the SEBI Listing Regulations, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice (“**Notice**”) is annexed to this Notice for your consideration.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules thereunder, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. Accordingly, members can cast their vote electronically.

Members are requested to read the instructions for casting their votes electronically by referring 'Notes' section of this Notice. The votes can be cast during the following voting period:

Commencement of e-voting:	10.00 A. M. (IST) on Tuesday, 10 th day, February, 2026
End of e-voting:	5.00 P.M. (IST) on Wednesday, 11 th day, March, 2026

The Postal Ballot Notice will also be placed on the website of the Company www.uyfincorp.com . The Notice can also be accessed from the websites of the Stock Exchanges i.e. NSE Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively. The Postal Ballot Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com .

The Board of Directors at their meeting held on 4th February, 2026 has appointed Mr. Udit Agarwal, Advocate, (Enrolment No. F/2135/2011) of Kamalia Associates, Solicitors & Advocates as Scrutiniser for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

The Scrutiniser will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Thursday, 12th day, March, 2026. The said results along with the Scrutiniser's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website www.uyfincorp.com and also on the website of Central Depository Services (India) Limited (CDSL), agency being appointed for the purpose of providing Remote e-voting facility to the shareholders at www.evotingindia.com.

SPECIAL BUSINESS:

Item No. 1- Shifting of the Registered Office of the Company from the State of West Bengal to the State of Maharashtra.

To consider and, if thought fit, to pass with or without modification(s) the following resolution as an **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 12, 13 of the Companies Act, 2013 ('Act') read with Rule 30 of the Companies (Incorporation) Rules, 2014 ('Rules') and other applicable provisions, if any (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), of the Act, and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, and subject to approval of Central Government through Regional Director and such other approvals, permissions and sanction, as may be required under the provisions of the said Act or under any other law for the time being in force or any statutory modification(s) or amendment(s) thereof, consent of the members be and is hereby accorded to shift the Registered Office of the Company from the State of West Bengal (i.e. from the jurisdiction of Registrar of Companies, Kolkata, West Bengal) to the State of Maharashtra (i.e. to the jurisdiction of Registrar of Companies, Mumbai) and consequently Clause-II of the Memorandum of Association (MOA) of the Company be substituted by the following Clause II:

“II. The registered office of the Company will be situated in the State of Maharashtra i.e. within the jurisdiction of Registrar of Companies of Maharashtra at Mumbai”

RESOLVED FURTHER THAT upon the approval of the Regional Director, and the aforesaid resolution becoming effective, the Registered Office of the Company be shifted from the State of West Bengal (i.e. from the jurisdiction of Registrar of Companies, Kolkata, West Bengal) to such place in the State of Maharashtra (i.e. to the jurisdiction of Registrar of Companies, Mumbai) as may be determined by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (which term shall be deemed to include any person(s) authorized and/ or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), be and is hereby authorised to agree to and make and accept such conditions, modifications and alterations stipulated by any one of the authorities, statutory or otherwise, while according approval, consent as may be considered necessary and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of Registered Office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in this matter.”

Item No. 2- Approval of Material Related Party Transactions

To consider and, if thought fit, to pass the following resolutions as **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(4) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Section 2(76) and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and other applicable laws / statutory provisions, if any, the Company's Policy on Related Party Transactions as well as subject to such approval(s), consent(s) and/or permission(s), as may be required and based on the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for entering into and/or proposed to be entered into and/ or continuing with Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and each of the party(ies) namely Mr. Deeapk Kothari, Mr. Udal Kothari, M/s Lotus Capital Financial Services Limited, M/s U. Y. Industries Private Limited, M/s Brihans Laboratories Private Limited,

M/s Brima Sagar Maharashtra Distilleries Limited, M/s U. Y. Aviation Private Limited, M/s Zircon Traders Limited, , M/s Som Datt Landmark Golf Clubs & Resorts Private Limited, M/s R K Pan Masala Private Limited, , M/s Quality Laminators and M/s R K Products Co, being Related Party (ies) within the meaning of Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year ending on March 31, 2026 and for the next financial year and upto the date of the forthcoming Annual General Meeting of the Company to be held in the year 2026, with respect to Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) as mentioned in detail in the Explanatory Statement annexed herewith whether by way of fresh or renewal(s) or extension(s) or any modification(s) of earlier Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) or otherwise including payment of interest or levy of charges for any services provided by the Company, from time to time on such terms and conditions as may be mutually agreed between the Company and the aforementioned Related Parties of the Company, notwithstanding the fact that the maximum balance at any day during the financial year 2025-26 and for the next financial year and upto the date of the forthcoming Annual General Meeting of the Company to be held in the year 2026, may exceed or have exceeded ₹ 1,000 crores or 10 per cent. of the annual consolidated turnover of the Company for the relevant financial year, whichever is lower, as prescribed under SEBI Listing Regulations or any other materiality threshold, as may be applicable from time to time, for each such Party, provided however, that the said Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) shall be carried out on an arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Members of the Company do hereby approve and accord approval to the Board (hereinafter referred to as " the Board" which terms shall include any committee thereof), to sign and execute all such documents, deeds and writings, including filing the said documents, etc., and do all such acts, deeds, matters and things and take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Members of the Company, do hereby also accord approval to the Board to delegate all or any of its powers herein conferred to any Director(s)/ Officer(s) of the Company, in accordance with applicable laws, to do all such acts, deeds, matters and things and also to execute such documents, writings, etc., as may be considered necessary or expedient to give effect to the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this Resolution, be and is hereby approved, ratified and confirmed in all respect."

**By Order of the Board of Directors
For U.Y. Fincorp Limited**

Sd/-

Mr. Udal Kothari
(Chairman & Managing Director)
(DIN: 00284256)

Date: February 04, 2026

Place: Kolkata

Notes:

1. The Explanatory Statement pursuant to Section 102 and 110 of the Act read with applicable Rules setting out all material facts of the business specified above is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, 30th January, 2026 ("Cut-Off Date"), received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
3. This Postal Ballot Notice will also be available on the Company's website, www.uylfincorp.com, websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of CDSL www.evotingindia.com.
4. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR1 (available on the website of the Company at www.uylfincorp.com) duly filled and signed along with requisite supporting documents to Company's RTA i.e. Niche Technologies Pvt. Ltd, 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700 017. In case of any queries/difficulties in registering the email address, Members may write to nichetechpl@nichetechpl.com.
5. Only a Member, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a member as on the Cut-Off Date, should treat this Notice for information purpose only.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with Section VI-C of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 as amended ("**SEBI Master Circular**"), SS – 2 and any amendments thereto, the Company is providing the facility to the Members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Notice.
7. The e-voting period commences at 10:00 A.M. (IST) on Tuesday, 10th February, 2026 and ends at 5:00 P.M. (IST) Wednesday, 11th March, 2026. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by CDSL upon expiry of the aforesaid period.

8. The resolutions, if approved, shall be deemed to have been passed on the last date of e-voting i.e. 11th day of March, 2026. Further, the resolution passed by the Members through Postal Ballot will be deemed to have been passed as if they have been passed at a general meeting of the Members.
9. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to cs@uyfincorp.com from their registered email address mentioning their names, folio numbers, DP ID and Client ID during the period.

10. PROCEDURE FOR REMOTE E-VOTING:

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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 voting period begins on Tuesday 10th Day of February, 2026 and ends on Wednesday, 11th March, 2026. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e, 30th January, 2026 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. 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.

iii. 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 abovesaid SEBI Circular, Login method for e-Voting 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 Depository	<ol style="list-style-type: none"> 1) 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 users to login to Easi / Easiest are requested to visit cDSL website www.cDSLindia.com and click on login icon & New System Myeasi Tab. 2) 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cDSL website www.cDSLindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) 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. 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 Depository	<ol style="list-style-type: none"> 1) 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

	<p>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.</p> <ol style="list-style-type: none"> 2) 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 3) 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

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 22 55 33
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 toll free no.: 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.

iv. Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on "Shareholders" module.
- c) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f) 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• 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)	<p>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.</p> <ul style="list-style-type: none">• 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.

- g) After entering these details appropriately, click on "SUBMIT" tab.

h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

j) Click on the EVSN for the relevant <U. Y. Fincorp Limited> on which you choose to vote.

k) 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.

l) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

m) 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.

n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

v) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 a Compliance User 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 mandatory 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 and to the Company at the email address viz; cs@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.

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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT TO THE POSTAL BALLOT NOTICE:

Statement pursuant to Section 102 and 110 of the Companies Act, 2013, read with the rules made thereunder, as applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2)

Item No. 1

The Company was incorporated under Companies Act, 1956 in the State of West Bengal. As per Clause II of the Memorandum of Association of the Company, the registered office of the Company is at present in the State of West Bengal (i.e. within the jurisdiction of Registrar of Companies, Kolkata, West Bengal).

Considering the fact that the operational and business activities of the Company are undertaken from its Corporate Office situated in Mumbai, Maharashtra and also that majority of the Directors of the Company are based in Mumbai, it is proposed that the Registered Office of the Company be shifted from the State of West Bengal (i.e. from the jurisdiction of Registrar of Companies, Kolkata, West Bengal) to the State of Maharashtra (i.e. to the jurisdiction of Registrar of Companies, Mumbai). Such a change would enable the Directors to guide the Company more effectively and efficiently and also result in operational convenience.

As per provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder and in terms of Secretarial Standard 2 issued by the Institute of Company Secretaries of India inter-alia referring to the validity of the resolutions passed by the members of the Company such shifting of Registered Office requires alteration of the Memorandum of Association of the Company, obtaining necessary approval of the Shareholders by way of Special Resolution and confirmation from Central Government through Regional Director or any other authority as may be prescribed, pursuant to the provisions of Section 13 of the Companies Act, 2013.

A copy of the Memorandum of Association of the Company together with the proposed alterations as mentioned above would be available for inspection by the Members at the Registered Office of the Company.

None of the Promoters, Directors and Key Managerial Persons (KMPs) of the Company or any relatives of such Promoters, Directors are, in any way, concerned or interested, financial or otherwise, in the Special Resolution set out at item no. 1 of the notice.

Since the earlier application filed with appropriate authorities could not be acceded to, hence the Board accordingly recommends, passing of the Special Resolution, as set out at Item No. 1 of this Notice, for the approval of the Members of the Company.

Item No. 2

As per the provisions of Section 188 of the Companies Act, 2013 ("Act"), transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders. However, in terms of the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') such transactions, if material, require prior approval of shareholders by way of an ordinary resolution, notwithstanding the fact that the same are at an arm's length basis and in the ordinary course of business.

As per Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI LODR, effective April 1, 2022, transactions involving transfer of resources, services or obligations between a

listed entity and any person or entity forming a part of the promoter or promoter group of the listed entity will be considered as 'related party transactions' ('RPT'), and as 'material related party transactions', if the transaction to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹ 1,000 crore or 10 per cent. of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company, during the ordinary course of its non-banking financial services, enter into and/or proposed to be entered into and/ or continuing with Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) (in any form and by whatever name called), whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise between the Company and each of the party(ies), whether by way of fresh or renewal(s) or extension(s) or any modification(s) of earlier Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) or otherwise including the payment of interest or levy of charges for any services provided by the Company, from time to time on such terms and conditions as may be mutually agreed between the Company and its related parties ('RPs'). Therefore, it is required to seek the prior approval of the shareholders of the Company for the aforesaid transactions.

In view of the above, approval of the Members is sought w.r.t. Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) (in any form and by whatever name called), enter into and/or proposed to be entered into and/ or continuing with (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) between the Company and each of the related party(ies), including the information required to be disclosed in the Explanatory Statement pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, are as follows:

Sl. No.	Description	Details
1	Details of Summary of information provided by the Management to the Audit Committee:-	
a	Name of the related party(ies) and relationship	<p>Promoters of U. Y. Fincorp Limited :-</p> <ul style="list-style-type: none"> ➤ Mr. Deepak Kothari ➤ Mr. Udai Kothari ➤ Lotus Capital Financial Services Limited <p>Entity forming part of Promoter Group of U. Y. Fincorp Limited :-</p> <ul style="list-style-type: none"> ➤ M/s. U. Y. Industries Private Limited (TRF) <p>Entities significantly influenced by Promoter(s)/ Key Managerial Personnel (s) of U. Y. Fincorp Limited :-</p> <ul style="list-style-type: none"> ➤ M/s. Brihans Laboratories Private Limited, ➤ M/s. Brima Sagar Maharashtra Distilleries Limited, ➤ M/s. U. Y. Aviation Private Limited, ➤ M/s. Zircon Traders Limited, ➤ M/s. Som Datt Landmark Golf Clubs & Resorts Private Limited, ➤ M/s. R K Pan Masala Private Limited, ➤ M/s. Quality Laminators and ➤ M/s. R K Products Co

b	Name of the director or key managerial personnel and their Relatives who is related, if any	Mr. Udai Kothari and Mr. Deepak Kothari (Father of Udai Kothari)
b	Whether the Related Party transaction(s) (RPTs) is in Ordinary Course of Business	Yes
c	Whether the RPTs is at Arm's Length basis	Yes
d	Nature of concern or interest of the related party (financial/otherwise)	Financial
e	Type, material terms, monetary value and particulars of the RPTs	<p>The company during its ordinary courses of business inter alia enter into and/or proposed to be entered into and/ or continuing with following Related Party Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise between the Company and each of the related party(ies) whether by way of fresh or renewal(s) or extension(s) or any modification(s) of earlier Transaction(s) / Contract(s)/ Arrangement(s) / Agreement(s) or otherwise :-</p> <ul style="list-style-type: none"> ➤ Transfer of Resources (Unsecured Loan/ Investments). ➤ Rendering and receipt of any service or resources. ➤ Interest received and paid on outstanding balances and ➤ Other transactions for business purpose from/to Related Parties.
f	Value and Tenure of Transaction(s)	for an aggregate value not exceeding Rs.30 crore with each of the Related Parties during financial year 2024-25 and for the next financial year and upto the date of the forthcoming Annual General Meeting of the Company to be held in the year 2026.
g	Percentage of annual consolidated turnover considering FY 2023-2024 as the immediately preceding financial year that represented by the value of the each RPTs	Approximately 25%
2	Justification for the transaction(s)	These transactions are done in furtherance of the Non-banking financial business of the Company with its customers, which may include Related Parties of the Company.
3	Details of transaction(s) relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:-	
a	details of the source of funds in connection with the proposed transaction(s)	N.A.
b	where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:-	N.A.

	<ul style="list-style-type: none"> - nature of indebtedness; - cost of funds; and - tenure 	
c	applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Interest Rate :- 8% - 13% Tenure:- Upto 1 Year Repayment Schedule:- On Maturity Security :- Unsecured
D	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice

The maximum balance at any day, during FY 2025-26 and for the next financial year (until the holding of forthcoming Annual General Meeting of the Company in the year 2026), between the Company on one side and Related Parties entities, as mentioned above, individually on the other side, may exceed the threshold of 'material related party transactions' under the SEBI LODR, i.e., ₹1,000 crore or 10 per cent. of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, for each such Party. All these transactions will be executed on an arm's length basis and in the ordinary course of business of the Company.

Based on the information on the transactions as provided above, the Audit Committee has approved entering into the said transactions and the Board of the Company has recommended for the approval of the Members, the resolution set out at Item No. 2 of this Notice, by way of an Ordinary Resolution.

The Members may please note that in terms of provisions of the SEBI LODR, no related party shall vote to approve the Ordinary Resolution at Item No. 2 of this Notice.

Except Mr. Udai Kothari and Mr. Deepak Kothari, none of the Directors, Key Managerial Personnel and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

**By Order of the Board of Directors
For U.Y. Fincorp Limited**

Sd/-

Mr. Udai Kothari
(Chairman & Managing Director)
(DIN: 00284256)

Date: February 4, 2026

Place: Kolkata