



Annual Secretarial Compliance Report

U.Y. Fincorp Limited

For the year ended 31st March 2024

**To,
The Members
U.Y. Fincorp Limited**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **U.Y. Fincorp Limited**, having its registered Office at 16, Strand Road, 9th Floor Room No. 908B Kolkata 700001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the **U.Y. Fincorp Limited** (the listed entity hereinafter referred to as the 'listed entity') books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31.03.2024 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, Prateek Kohli & Associates, firm of Practicing Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **U.Y. Fincorp Limited** ("hereinafter referred to as the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange, in connection to the above,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this Report.

for the financial year ended 31st March, 2024 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include, to the extent applicable: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; - **Not Applicable during the period under review.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **Not Applicable during the period under review.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; - **Not Applicable during the period under review**
- (f) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Redeemable Preference Shares) Regulations, 2013; **Not Applicable during the period under review.**
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (i) Other regulations as applicable.

and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

I. (a) The listed listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder.

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Devlation	Action Taken by	Type of Action	Details of Violation	Fine Amount	Ob-serva-tions/ Re-marks of the Prac-ticing Compa-ny Secretar-y	Manage-ment Re-sponse	Re-marks
	The Company is requiring to submit its Consolidated Accounts within 45 days from the end of each quarter.	Regulation 33 of SEBI (LODR) Regulations, 2015.	The Company was not able to consolidate the accounts of one of the Associate Company namely, Purple Advertising Private Limited due to non-availability of the accounts as the Company is under the process of Liquidation.	Stock Exchange	Fine	The Company has not filed its Consolidated financial results for the quarter ended 31.12.2022 as per Regulation 33 of SEBI (LODR) Regulations, 2015.	165200	The Company has deposited the processing fee of Rs. 11,800 (including 18% GST) for Private Limited, and it is required to submit the non-consolidated financial results on a quarterly basis.	The Company has deposited the fee of Rs. 11,800 (including 18% GST) for the Waiver request due to non-availability of accounts of the Company, Purple Advertising Private Limited as the Company is under the process of Liquidation.	

I. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No	Particulars	Compliance status (Yes/ No/ NA)	Observations/ Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)</p>	Yes	-
2	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. 	Yes	-
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	-
4	Disqualification of Director:	Yes	

	None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.		
5	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	N.A.	Presently the Company has no Material Subsidiary.
6	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	
7	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	
8	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions or</p>	Yes	

	(b) In case no prior approval obtained; the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	NA	No such incidence occurred during the period under review.
9	Disclosure of events or information: The listed entity has provided all the required disclosure(s), to the extent applicable under Regulation 30 along with Part A of Schedule III of SEBI LODR Regulations, 2015, as amended from time to time, within the time limits prescribed thereunder.	Yes	
10	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	
11	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity, its promoters and directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	No Action taken by Regulatory authorities.

12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/ circular/guidance note etc.	NA	No such changes was taken place during the period under review.
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. As per BSE Circular dated March 29, 2023, the requirement of submitting a quarterly Structured Digital Database (“SDD”) compliance certificate certified either by the compliance officer or a Practicing Company Secretary (PCS) in the prescribed format has been replaced by a confirmation in the Annual Secretarial Compliance Report pursuant to the provisions of Regulation 24A of the SEBI (LODR) Regulations, 2015 from the quarter ended at March 31, 2023 onwards.
5. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Date: 29.05.2024
Place: Kolkata
Peer Review Certificate No.: 2042/2022
UDIN: F011577F000486700

For Prateek Kohli & Associates
Company Secretaries

Shristi Garg

Shristi Garg
Partner
C.P no. 17447