

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

### ANNEXURE-I

1		Name of Listed Entity		U. Y. Fincorp Limited									
2		Quarter ending		30 <sup>th</sup> September, 2024									
<b>I. COMPOSITION OF BOARD OF DIRECTORS:-</b>													
Title (Mr./ Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent /Nominee) <sup>s</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure (in months)	Date of Birth	No. of Directorship in listed entities including this listed entity reference to Regulation 17A(I)	No. of Independent Directors in listed entities including this listed entity reference to Regulation 17A(I)	No. of members in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(I) of Listing Regulations)	No. of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(I) of Listing Regulations)	
Mr.	Udat 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	-	110.07	23.09.1979	1	1	1	-	
Mr.	Nishant Sharadrao Nanda	APNPP5183R (DIN:-08196581)	Non-Executive Independent Director	10.08.2018	10.08.2023	-	73.21	18.09.1984	1	1	-	-	
Mr.	Jignesh Dalal	ADUPD2097H (DIN: 08065507)	Non-Executive Independent Director	15.02.2018	15.02.2023	-	79.16	08.04.1972	1	1	2	2	
Mrs.	Leena Hnesh Jobanputra	AHCPIJ1237H (DIN:-06975039)	Non-Executive Independent Director	12.11.2014	12.11.2019	-	118.19	08.12.1973	1	1	2	-	
						Whether Chairperson is related to managing director or CEO		Whether Regular chairperson appointed		Yes		Yes	

<sup>s</sup> 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.

<b>II. COMPOSITION OF COMMITTEES:-</b>						
Name of Committee	Whether Regular Chairperson appointed	Name of Committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee) <sup>§</sup>	Date of Appointment	Date of Cessation	
<b>Audit Committee</b>	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	-	
<b>Nomination and Remuneration Committee</b>	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	-	
<b>Stakeholders Relationship Committee</b>	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	-	
<b>Risk Management Committee</b>		Dinesh Burman	Member-Executive-Whole time Director	23-04-2014	-	
		N.A.				

<sup>§</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)
03.05.2024	-	Yes	7	4	-
15.05.2024	-	Yes	7	4	-
-	13.08.2024	Yes	7	4	89
-	03.09.2024	Yes	7	4	20

\*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)
13.08.2024	Yes	3	3	15.05.2024	89
03.09.2024	Yes	3	3	-	20

\* 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>V. RELATED PARTY TRANSACTIONS:-</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</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>VI. AFFIRMATIONS:-</b>	
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015</p> <ol style="list-style-type: none"> <li>Audit Committee</li> <li>Nomination &amp; remuneration committee</li> <li>Stakeholders relationship committee</li> <li>Risk management committee (applicable to the top 100 listed entities) –<b>Not Applicable</b></li> </ol> <p>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.</p> <p>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.</p> <p>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 30<sup>th</sup> June, 2024 was placed at the meeting of Board of Directors of the Company held on 13<sup>th</sup> August, 2024.</b></p>	
<p><b>For U. Y. Fincorp Limited</b></p> <p>Digitally signed by UDAI KOTHARI Date: 2024.10.21 17:04:20 +05'30'</p> <p><b>Udai Kothari</b> <b>(Chairman &amp; Managing Director)</b> <b>(DIN:- 00284256)</b></p>	



# U.Y. Fincorp Limited

(Formerly Known as Golden Goenka Fincorp Limited)

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

### Annexure-III

1	Name of Listed Entity	U. Y. Fincorp Limited
2	Half Yearly Ended	30 <sup>th</sup> September 2024
<b>Affirmations</b>		
BROAD HEADING	REGULATION NUMBER	COMPLIANCE STATUS (YES/NO/NA) *Refer Note Below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the Nomination and Remuneration Committee at the annual general meeting	19(3)	YES
Presence of Chairperson of the Stakeholders Relationship Committee at the annual general meeting	20(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	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.

**For U. Y. Fincorp Limited**

UDAI  
KOTHARI

Digitally signed  
by UDAI KOTHARI  
Date: 2024.10.21  
17:03:32 +05'30'

**Udai Kothari**

**(Chairman & Managing Director)**

**(DIN: 00284256)**

**U.Y.Fincorp Limited**

**Registered Office:** 16, Strand Road, 9th Floor Room No. 908B,  
Kolkata - 700 001, West Bengal, India, ☎ +91 33 4603 2315

**Corporate Office:** 7th Floor, A-Wing, Vaman Techno Centre,  
Marol Makwana Rd, off Andheri-Kurla Rd, Andheri (E),  
Mumbai - 400 059, Maharashtra, India.

☎ +91 22 42 300 800 ☎ +91 22 42 300 844

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CIN: L65993WB1993PLC060377

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**  
**Annexure-IV**

**HALF YEAR ENDING:** - 30<sup>th</sup> September, 2024

**I. Disclosure of Loans / guarantees / comfort letters / securities etc.**<sup>refer note below</sup>

**(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	16,57,00,000	1,57,32,39,960
b	Promoter Group or any other entity controlled by them*	4,24,00,000	26,57,80,445
c	Directors (including relatives) or any other entity controlled by them**	7,37,00,000	16,42,66,254
d	KMPs or any other entity controlled by them	-	3,75,000

\* 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).

**(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

PRIYA UDAYA  
KANOJI  
Priya Udaya Kanoji  
(Chief Financial Officer)

Digitally signed by  
PRIYA UDAYA KANOJI  
Date: 2024.10.21  
19:45:13 +05'30'

**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..