

**32<sup>nd</sup>**  
**ANNUAL REPORT**  
**2017 – 2018**



**USHAKIRAN FINANCE LIMITED**



## BOARD OF DIRECTORS

Mr. T. Adinarayana	--	Chairman
Mr. Y.B.K. Murthy	--	Director
Mr. P.R.K. Murthy	--	Independent Director
Mrs. S. Jhansi Kumari	--	Independent Director

## KEY MANAGERIAL PERSONNEL

Ms. J.P.S. Neelam Sai	--	Company Secretary
Mr. Omprakash Koyalkar	--	Chief Financial Officer
Mr. N. Swaroop Kumar	--	Manager

## AUDITORS

Niranjan & Narayan,  
Chartered Accountants,  
First Floor, H.No:7-1-28/1/A/21,  
21, Park Avenue Colony,  
Shyamkaran Road, Ameerpet,  
Hyderabad - 500 016.

## SECRETARIAL AUDITORS

P.S. Rao & Associates, Company Secretaries,  
Flat No.10, 4<sup>th</sup> Floor, D. No.6-3-347/22/2, Ishwarya Nilayam,  
Dwarakapuri Colony, Punjagutta, Hyderabad – 500 082.

## BANKERS

State Bank of India

## REGISTERED OFFICE

405, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad - 500 001.

## REGISTRARS & SHARE TRANSFER AGENTS

Venture Capital and Corporate Investments Private Limited  
12-10-167, Bharat Nagar, Hyderabad - 500 018.  
Phones:040-23818475, 23818476,Fax:040-23868024,  
e-mail: info@vccilindia.com, www.vccilindia.com

## NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Members of USHAKIRAN FINANCE LIMITED will be held on Friday the 07<sup>th</sup> day of September, 2018 at 10.00 A.M., at H.No.:8-3-976/23A, Shalivahana Nagar Colony, Shalivahana Nagar Community Hall, Yellareddyguda, (Adjacent to Srinagar Colony), Hyderabad – 500 073 to transact the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2018, together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sri. T. Adinarayana, (holding DIN: 00917498), who retires by rotation and being eligible, offers himself for reappointment.

### SPECIAL BUSINESS:

3. To consider and if, thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, Mr. Tunuguntla Raja Sekhar (holding DIN: 02943146), who was appointed as an Additional Director by the Board on 10<sup>th</sup> July, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. To consider and if, thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the consideration and recommendation of the Nomination and remuneration committee and Board of Directors and provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all other

applicable guidelines issued by the Central Government from time to time and such other approvals as may be necessary, Sri. Omprakash Koyalkar be and is hereby appointed as Manager of the Company for a period of three years with effect from 10<sup>th</sup> July, 2018 to 9<sup>th</sup> July, 2021 on a total remuneration of Rs.17,000/- (Rupees Seventeen Thousand only) Per month with an increase of 10% per annum and as per the rules of the company.”

“RESOLVED FURTHER THAT subject to the applicable provisions of the Companies Act, 2013, in the event of loss or inadequacy of profits, in any financial year during the tenure of appointment, the above mentioned remuneration shall be paid to Mr. Omprakash Koyalkar, as minimum remuneration.”

“Resolved further that the terms and conditions set out for appointment may be altered and varied from time to time by the Board during his tenure as Manager as it may, at its discretion, deem fit so as not to exceed the limits specified in Part II of Schedule V of the Companies Act, 2013 or any other amendments made there under in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed there under and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the Member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least seven days in advance of dispatch of documents by the Company to the shareholder.”

**USHAKIRAN FINANCE LIMITED**

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document(s) to be paid in advance and to give effect to this resolution.”

By order of the Board of Directors  
For Ushakiran Finance Limited

Place : Hyderabad  
Date : 10.07.2018

(J.P.S. Neelam Sai)  
Company Secretary

**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such a proxy need not be a member of the Company.
2. A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy provided that such person shall not act as a Proxy for any other member.
3. The instruments of proxies in order to be effective must be deposited with the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
4. An Explanatory statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of special business as set out in the Notice is annexed hereto.
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company an attested copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of Joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members desiring any information regarding the accounts are requested to write to the Company at least 7 days before the date of the meeting so as to enable the Management to keep the information ready.
8. The Members/Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same at the entrance of the Meeting Hall.
9. Members are requested to bring their respective copies of the Annual report for reference during the Annual General Meeting.
10. The Register of Members and Share Transfer Books will remain closed from 1<sup>st</sup> September, 2018 to 07<sup>th</sup> September, 2018 (both days inclusive).
11. The Company's Shares have been listed at BSE Limited, and the listing fee has been paid up to 2018-2019.
12. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent (STA)/ Company.

13. Members are advised to register their email address in respect of shares held in physical form to the company or Registrars and Share transfer agent of the company and with concerned depository participant in respect of shares held in demat form to enable the company to serve documents in electronic form.
14. In support of the "Green Initiative" announced by the Government of India, the annual report for the financial year 2017-2018 is being sent through email to those members who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, [www.uffinance.com](http://www.uffinance.com). The physical copy of the annual report is being sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2017-2018, free of cost, upon sending a request to the Company Secretary, Ushakiran Finance Limited, 405, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad-500 001.
15. Members who hold shares in physical form can nominate any person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares. Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares. Further, as per the amended regulations of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment Regulations), 2018, transfer of securities of listed companies shall not be processed unless the securities held in the demat form with a depository from 5<sup>th</sup> December, 2018.
16. All the documents referred to in the Notice will be available to the members at the Registered Office of the Company between 10.30 A.M., to 12.30 P.M., on all working days from the date hereof up to the date of the Meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details and also their Bank Account Numbers to the Company/STA.
18. Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 (SS-2) on General meetings, brief profile of

Sri T. Adinarayana, the director liable for retirement by rotation and eligible for reappointment and Sri. T. Raja Sekhar, proposed to be appointed as director of the company and Sri. K. Omprakash, the Manager proposed to be appointed, is furnished as Annexure to the notice.

Keeping in view of his vast experience the Board recommends the re-appointment of Sri. T. Adinarayana, as a Director liable for retirement by rotation, and appointment of Sri. T. Raja Sekhar as Director for the approval of share holders of the Company. Further, except Sri. T. Raja Sekhar, being an appointee and Mr. T. Adinarayana, Chairman who is relative to him, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out at item No.2 and item No.3.

Further Mr. Omprakash Koyalkar, being the appointee as Manager, none of the other Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution as set out at item No.4.

19. E- Voting:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the 32<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- b. The results of the e-voting and result of the physical voting at the meeting will be declared within 48 hours of conclusion of the meeting and the results along with the scrutinizer's report shall be placed on the website of the Company.
- c. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the company as on 31<sup>st</sup> August, 2018, being the cut-off date.
- d. The members of the Company, holding shares either in physical form or in dematerialized form, as on 31<sup>st</sup> August, 2018, being

the cutoff date, may cast their vote (for or against) electronically. In case a person has become the member of the company after despatch of AGM Notice but on or before the cutoff date i.e. 31.08.2018 may write to M/s. Venture Capital and Corporate Investments Private Limited, (STA), email: info@vccilindia.com requesting for the user ID and pass word/sequence number. After receipt of the above credentials please follow the instructions for share holders voting electronically.

- e. The facility for voting through poll shall be made available at the meeting and the members attending the meeting who have not already cast their vote electronically through e-voting shall be able to exercise their voting right at the Meeting.
- f. The members who have cast their vote by e-voting prior to the meeting may also, attend the meeting but shall not be entitled to cast their vote again.
- g. The Company has appointed Mr. D. Venkata Ratnam, Chartered Accountant, as scrutinizer for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.
- h. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical poll will be treated as invalid.
- i. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting as mentioned here under:

Members receiving Notice of 32<sup>nd</sup> Annual General Meeting by e- mail from M/s. Venture Capital and Corporate Investments Private Limited, Registrars and Share Transfer Agents of the company or in case of members receiving the physical copy of Notice of 32<sup>nd</sup> Annual General Meeting (for members whose e-mail ids are not registered with the company/depositories):

Please follow all the steps from S. No. (i) to S. No. (xx) to cast vote.

**The instructions for shareholders voting electronically are as under:**

- (i) The e-voting period will commence on Tuesday, the 04<sup>th</sup> September, 2018 (09:00 hrs) and will end on Thursday, 06<sup>th</sup> September, 2018 (17.00 hrs). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date

(record date) i.e., 31<sup>st</sup> August, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>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 as mentioned in instruction (iv).</li> </ul>

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company, Ushakiran Finance Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print out of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password earlier used then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

A. General Instructions:

- i. The Chairman of the Meeting shall at AGM venue, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- ii. The Scrutinizer shall after the conclusion of voting at AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorized by him in writing.
- iii. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting i.e., on 7<sup>th</sup> September, 2018.
- iv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ufffinance.com](http://www.ufffinance.com) and on the web site of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately and will be communicated to the BSE Limited within 48 hours from the conclusion of the AGM.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:**

### **Item No. 3**

The Board of Directors of the Company at the meeting held on 10<sup>th</sup> July, 2018, based on the recommendation of the Nomination & Remuneration Committee, and Pursuant to the Articles of Association, appointed Mr. Tunuguntla Raja Sekhar as an Additional Director (Non-Executive) of the Company with effect from that date. In terms of the provisions of Section 161 of the Act, Mr. Tunuguntla Raja Sekhar holds the office till the date of ensuing Annual General Meeting and is eligible for appointment.

In terms of the provisions of the companies Act, 2013, Sri Tunuguntla Raja Sekhar has filed requisite consent(s) before the Board. The Company has also received a declaration from Sri Tunuguntla Raja Sekhar to the effect that he is not disqualified to be appointed as a Director in any company. The company has received notice in writing in pursuance of the relevant provisions of the Companies Act, 2013, from a member proposing the candidature of Sri Tunuguntla Raja Sekhar, as a Director of the company.

Sri T. Raja Sekhar is the son of Sri. T. Adinarayana, Director of the company.

None of the directors, except Sri T. Raja Sekhar and Sri. T. Adinarayana, or Key Managerial Personnel of the Company is in any way concerned or interested in the resolutions. Hence, the board recommends to the members to pass the resolution as set out at item No.3 as an ordinary resolution.

### **Item No. 4**

The Members may note that Mr. Omprakash Koyalkar (KMP) is presently working as Chief Financial officer (CFO) and based on the recommendations of Nomination & Remuneration Committee, the Board of Directors of the company at its meeting held on 10<sup>th</sup> July, 2018 have appointed Mr. Omprakash Koyalkar, as Manager of the Company with effect from 10<sup>th</sup> July, 2018 for a period of three years on a remuneration of Rs.17,000/- (Rupees Seventeen Thousand only) per month with annual increment of 10% per annum, and subject to the rules of the company and approval of members at the ensuing Annual General Meeting and subject to the

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provisions of the Companies Act, 2013 and the Board recommends the Ordinary Resolution as set out at item No.4 for the approval of members.

None of the Directors and Key Managerial Personnel of the company or their respective relatives are concerned or interested in the said ordinary resolution.

**Annexure :**

**I. General Information:**

1. Nature of Business: Non Banking Finance Company (NBFC)
2. Year of Commencement: 1986
3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus: Not Applicable.
4. Financial Performance: (Rs. In Lakhs)

Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017	Year Ended 31.03.2016
Turnover/Gross Revenue	<b>34.78</b>	50.48	19.86
Profit/(Loss) before Interest, Depreciation and Tax	<b>11.08</b>	36.94	(47.18)
Provision for standard and substandard assets and diminution in value of investments	<b>(10.00)</b>	3.15	9.61
Net Profit/(Loss)	<b>11.56</b>	29.48	(1.47)

The effective capital of the Company based on the latest audited accounts of the Company for the Year ended 31<sup>st</sup> March, 2018 was Rs.221.66 Lakhs.

5. Foreign investment or collaboration, if any: The Company has no foreign collaboration so far.

**II. Information about the appointee:**

1. Background details:

Sri K. Omprakash, aged about 52 years, is Bachelor of Commerce with experience of over 25 years in Service.

2. Past remuneration: Rs.1.81 lakhs per annum,
3. Recognition or awards: NIL
4. Job profile and his suitability:  
Sri K. Omprakash is having about 25 years experience in service. He is suitable for the job.
5. Remuneration proposed: As mentioned in the resolution
6. Comparative remuneration with respect to industry, size of the Company, profile of the position and person:  
Considering the size of the Company and the job profile of the position and the credentials, qualifications and experience of the appointee, the remuneration proposed is moderate and reasonable and compares well with that of similar companies.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:  
He has no Pecuniary relationship with any Directors or Key Managerial Personnel.

### III. Other Information:

1. Reasons for loss or inadequate profits:  
The reasons for loss or inadequate profits are mainly due to provisioning and NPAs.
2. Steps taken or proposed to be taken for improvement:  
The Company is looking forward to take all such steps and measures for improvement of margins through investments and diversification etc., which are in the best interests of the company. The Company is making all possible efforts to increase its revenue.
3. Expected increase in productivity and profits in measurable terms:  
Barring unforeseen circumstances, the Company hopes to register an increase of about 4% per annum.

### IV. Disclosures:

The shareholders of the Company are informed of the remuneration package of the Manager through the notice of the Annual General Meeting.

Though it is a listed Company, the Corporate Governance reporting is not applicable.

**Item No. 5**

As per the provisions of Section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his/her office address or by such electronic or other mode as may be prescribed. It further provides that a Member can request for delivery of any document to him/her through a particular mode for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting.

Therefore, to enable the members to avail this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution.

Since the Companies Act, 2013 requires the fees to be determined in the General Meeting, the Directors accordingly commend the Ordinary Resolution at item no.5 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution.

By order of the Board of Directors  
For Ushakiran Finance Limited

Place : Hyderabad  
Date : 10.07.2018

(J.P.S. Neelam Sai)  
Company Secretary

**ANNEXURE**

Details of Directors/KMP's seeking appointment and / or re-appointment at the ensuing Annual General Meeting (as per Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard – 2 (SS-2).

Particulars	Director	Director	Manager
Name	Tunuguntla Raja Sekhar	Tunuguntla Adinarayana	Omprakash Koyalkar
Date of Birth	21/12/1982	02/05/1953	04/04/1966
Nationality	Indian	Indian	Indian
Age	35 years	64 years	52
Date of Appointment	10/07/2018	20/03/1986	10/07/2018
DIN	02943146	00917498	PAN:AUNPK7064P
Experience	At present he is working as Executive Director of Sigachi Laboratories Limited. Earlier he has worked at USA for about 1 year and 2 years in India in software companies. He has also worked in a granite company for about 4 years.	He had about 9 Years of Experience in A.P. State Financial Corp., and about 8 years experience as a Chartered Accountant and about 20 years experience in Bulk Drug & Intermediates Manufacturing Unit.	He had about 25 Years of Experience in Administration and accounts
No. of equity shares held in the Company (as on 31 <sup>st</sup> March 2018)	15,000	3,25,385	10,500
Qualifications	B.E., MS (USA).,	B. Com., FCA., ACMA., ACS., B.L., DISA (ICA).,	B. Com.,

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Directorships other Public Companies (excluding Foreign, Private and Section. 8 Companies)	Sigachi Laboratories Ltd.,	Sigachi Laboratories Ltd.,	--
Membership/ Chairmanship of Committees of other Public Companies	1.Member of Audit committee & Nomination & remuneration committee in Sigachi Laboratories Ltd.,	1. Member of Stakeholder relationship committee in Sigachi Laboratories Ltd.,	--
Relationships, if any, between Directors inter- se	Son of Mr. T. Adinarayana, Director	Father of Mr. T. Raja Sekhar, Director	--
Remuneration Sought to be paid per annum	--	--	Rs. 2.04 Lakhs
Remuneration last drawn	--	--	Rs.16,500/- per month
Terms and conditions of reappointment	Liable to retire by rotation	Liable to retire by rotation	Term of Appointment is for 3 years
Number of board meetings attended during the year	--	5	--

## DIRECTORS' REPORT

**To  
The Members,**

Your Directors have pleasure in presenting the Thirty Second Annual Report, on the business of your company, together with the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2018 along with Auditors' Report thereon:

### FINANCIAL HIGHLIGHTS

(Rupees in Lakhs)

Particulars	2017-2018	2016-2017
Gross income	<b>34.78</b>	50.48
Profit /(Loss) before Depreciation, Finance Costs, Provisions and Tax	<b>11.08</b>	36.94
Add/(Less):		
Depreciation	<b>0.66</b>	0.82
Finance costs	--	--
Provision for standard and substandard assets and diminution in value of investments	<b>(10.00)</b>	3.15
Profit/(Loss) before tax	<b>20.42</b>	32.97
Taxation (Net)	<b>8.86</b>	3.49
Net Profit/(Loss)	<b>11.56</b>	29.48
Profit/(Loss) available for appropriation	<b>11.56</b>	29.48
Carried to Statutory Reserve Fund	<b>2.32</b>	6.78
Surplus/(Loss) carried to Balance Sheet	<b>9.24</b>	22.7

### 2. OPERATIONS

During the year 2017-2018 the company has earned gross income of Rs.34.78 Lakhs as against gross income of Rs.50.48 Lakhs during the year 2016-2017 and earned a net profit of Rs.11.56 Lakhs during the year 2017-2018, as against net profit of Rs.29.48 Lakhs during the year 2016-2017.

**3. DIVIDEND**

In view of the accumulated losses, your directors do not recommend any dividend for the Financial Year 2017-2018.

**4. TRANSFER TO RESERVE**

The Company did not transfer any amount to the General Reserve for the Financial Year ended 31<sup>st</sup> March, 2018, however your company has transferred an amount of Rs.2.32 lakhs to Statutory Reserve Fund.

**5. CHANGE IN THE NATURE OF BUSINESS**

During the year under review, there has been no change in the nature of business of the Company.

**6. CHANGES IN THE SHARE CAPITAL**

The paid up share capital of the company as on 31<sup>st</sup> March, 2018 is Rs.2,54,45,000/- consisting of 25,44,500 Equity Shares of Rs.10/- each. During the year under review, the company has not issued any fresh shares.

**7. DIRECTORS:**

During the year under review Mr. Y. Bala Krishna Murthy, Director of the Company has resigned from the company on 10<sup>th</sup> July, 2018 and Mr. T. Raja Sekhar has been appointed as an Additional Director of the company by the board on 10<sup>th</sup> July, 2018 and he will retire at the ensuing Annual General Meeting and being eligible offered himself for re-appointment. The Board places its appreciation for the valuable services rendered by Mr. Y. Bala Krishna Murthy during his tenure as Director of the Company. Mr. T. Adinarayana, Director will retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends their re-appointments.

Pursuant to Sections 149 (6) & 149 (7) of the Companies Act, 2013, the Independent directors of the company gave a declaration that they have complied with the criteria of independence as set out under sub section (6) of section 149 of the Companies Act, 2013.

**8. BOARD MEETINGS**

During the financial year 2017-2018, Five Board Meetings were properly convened and held on 30<sup>th</sup> May, 2017, 14<sup>th</sup> August, 2017, 14<sup>th</sup> November,

2017, 13<sup>th</sup> February, 2018 and 31<sup>st</sup> March, 2018. The maximum interval between any two meetings did not exceed 120 days.

## **9. BOARD EVALUATION**

One of the key functions of the Board is to monitor and review the board evaluation framework. The Board works with the nomination and remuneration committee to lay down the evaluation criteria for the performance of Executive Director, Manager / non-executive /independent directors. Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation has been carried out as per the Nomination and Remuneration Policy. A structured questionnaire was prepared after taking into consideration the various aspects of the Board's functioning, composition of the Board and its committees. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors.

## **10. KEY MANAGERIAL PERSONNEL**

During the year under review Ms. Y. Vasavi, has resigned as Chief Financial Officer and Mr. G. Sandeep Kumar, as Company Secretary and Compliance officer of the company has also resigned. The company has appointed Ms. J.P.S. Neelam Sai as Company Secretary and Compliance officer of the company on 13<sup>th</sup> February, 2018 and Mr. Omprakash Koyalkar as Chief Financial Officer on 13<sup>th</sup> February, 2018. The Board designated them as Key Managerial personnel of the Company under the provisions of the Companies Act, 2013. Mr. N. Swaroop Kumar has resigned as Manager of the Company on 19<sup>th</sup> May, 2018 and Mr. Omprakash Koyalkar has been appointed as Manager on 10<sup>th</sup> July, 2018 and Mrs. B. Rama Devi has been appointed as Chief Financial Officer of the company on 10<sup>th</sup> July, 2018. There were no other changes in the office of Key Managerial personnel of the company.

## **11. NAMES OF THE COMPANIES WHICH HAVE BECOME/CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR**

The Company did not have any subsidiaries, associates or joint ventures during the year.

## **12. FIXED DEPOSITS**

The Company has not accepted any deposits within the meaning of

Section 73 of the Companies Act, 2013 and the Companies (Acceptance of deposits) Rules, 2014.

### **13. SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant material orders passed by the Regulators or courts which would impact going concern status and its operations in future.

### **14. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, and size and complexity of its operations. Internal control systems comprising of policies and procedures designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, applicable laws and regulations, and that all assets and resources are acquired and used economically. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

### **15. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirements under Section 134 (3) (c) and read with Section 134 (5) of the Companies Act, 2013, in respect of Directors' responsibility statement, Your Directors state that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. Appropriate accounting policies had been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 2017-2018 and of the Profit and loss of the Company for that period;
- iii. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The annual accounts for the year 2017-2018 have been prepared on a going concern basis;

- v. Internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- vi. That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **16. AUDITORS:**

M/s. Niranjana & Narayan, Chartered Accountants, Hyderabad were appointed as statutory auditors of the Company for a period of 5 years at the 31<sup>st</sup> Annual General Meeting held on 29<sup>th</sup> September, 2017, however their appointment is subject to ratification by the members at every Annual General Meeting of the company till the conclusion of the term of their appointment.

Pursuant to the notification of the Companies Amendment Act, 2017, the first proviso to section 139 relating to ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting was omitted, vide notification dated 7<sup>th</sup> May, 2018. Consequently, the ratification of appointment of M/s. Niranjana & Narayan, chartered accountants as statutory auditors is not required.

The Company has received the consent from the Auditors in accordance with the provisions of the Companies Act, 2013.

## **17. AUDITORS' REPORT**

There are no qualifications, reservations or adverse remarks made by M/s. Niranjana & Narayan, Chartered Accountants, Statutory Auditors in their report for the Financial Year ended 31<sup>st</sup> March, 2018.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company under sub-section (12) of section 143 of the Companies Act, 2013, during the year under review.

## **18. SECRETARIAL AUDITORS**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. P.S. Rao & Associates a firm of Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year 2017-2018 is annexed herewith as Annexure - I to this Report.

**19. SECRETARIAL AUDIT REPORT**

There are no qualifications, reservations or adverse remarks made by M/s. P.S. Rao & Associates, Practicing Company Secretaries in their report for the financial year ended 31<sup>st</sup> March, 2018.

**20. INTERNAL AUDITORS**

The Board on the recommendations of the Audit Committee, has appointed M/s. Suresh and Babu, Chartered Accountants as internal auditors of the Company. The Internal Auditors are submitting the reports on quarterly basis.

**21. AUDIT COMMITTEE**

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 read with Section 177 of the Companies Act, 2013.

The following is the composition of Audit Committee as at 31<sup>st</sup> March, 2018:

1. Mr. P.R.K. Murthy, Chairman
2. Mrs. S. Jhansi Kumari
3. Mr. Y.B.K. Murthy

All the recommendations made by the Audit Committee of the Company have been considered and accepted by the Board of Directors of the Company.

**22. NOMINATION AND REMUNERATION COMMITTEE**

The following is the constitution of Nomination and Remuneration Committee as at 31<sup>st</sup> March, 2018:

1. Mr. P.R.K. Murthy, Chairman
2. Mrs. S. Jhansi Kumari
3. Mr. Y.B.K. Murthy

The Nomination and Remuneration Committee has been constituted to recommend a policy of the company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters and to frame proper systems for identification, appointment of Directors and KMPs, Payment of remuneration to them and evaluation of their performance and

to recommend the same to the board from time to time and any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time. The policy is also posted on the company's website [www.uflfinance.com](http://www.uflfinance.com).

### **23. STAKE HOLDERS RELATIONSHIP COMMITTEE**

The following is the composition of Stake Holders Relationship Committee as at 31<sup>st</sup> March, 2018:

1. Mr. P.R.K. Murthy, Chairman
2. Mrs. S. Jhansi Kumari
3. Mr. T. Adinarayana

The Committee focuses on shareholders' grievances and strengthening of investor relations. The committee looks after the services of the Registrars and share transfer agents and recommends measures for providing efficient services to investors. The Committee specifically looks into investor complaints like transfer/transmission/transposition of shares, and other related issues. There were no complaints pending for redressal as at 31<sup>st</sup> March, 2018.

### **24. CORPORATE SOCIAL RESPONSIBILITY**

The Company was not required to constitute Corporate Social Responsibility (CSR) Committee as the company has not met any of the thresholds mentioned in section 135 of the Companies Act, 2013 during the financial year under review. Hence reporting about the policy on Corporate Social Responsibility and initiative taken are not applicable to the company.

### **25. MEETING OF INDEPENDENT DIRECTORS**

The Independent directors of the company have met separately without the attendance of Non-Executive Directors on 31<sup>st</sup> March, 2018 inter-alia, review the performance of the Chairman, Non Independent Directors and Manager. The independent Directors in the said meeting also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board to effectively and reasonably perform its duties.

### **26. RISK MANAGEMENT POLICY**

The Company has a Risk Management policy and an internal control

framework, which is used to mitigate the risks. The Board and Audit Committee on regular intervals are updated on the risk management systems, processes and minimization procedure of the Company. General risks the company is exposed to are: (i) Financial Risks (ii) Regulatory Risks (iii) Capital Markets Risks (iv) Human Resource Risks (v) Strategic Risks.

## **27. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES OF THE COMPANY**

The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any in the Company. The Vigil Mechanism/ Whistle Blower policy may be accessed on the Company's website at [www.uffinance.com](http://www.uffinance.com).

## **28. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

During the financial year 2017-2018, the Company has not received any complaint of sexual harassment against women employees of the Company.

## **29. EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT-9 are annexed herewith as Annexure - II.

## **30. RELATED PARTY TRANSACTIONS**

As a matter of policy, your company carries out transactions with related parties on an arms-length basis. Disclosures as required under form AOC-2 are annexed herewith as Annexure – III and also contained in the Note 29 to Financial Statements. There are no materially significant related party transactions made by the company with promoters, directors, key managerial personnel which may have a potential conflict with the interests of the company at large, except payment of remuneration to Key Managerial Personnel. The policy on the related party transactions is also posted at the Company's Website [www.uffinance.com](http://www.uffinance.com).

## **31. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company being a non banking finance company registered with Reserve Bank of India, it mainly deals in the business of Investments and

financing activities, is exempt from complying with the provisions of Section 186 of the Companies Act, 2013. Accordingly, the disclosures of the loans given and Investments made as required under the aforesaid section have not been given in this report. However, information regarding loans and investments are detailed in the notes to the financial statements.

### **32. LISTING OF EQUITY SHARES**

Your company shares are listed with the BSE Limited. The listing fee has been paid for the financial year 2018 - 2019.

### **33. CORPORATE GOVERNANCE**

Since the paid up capital of the company is less than Rs.10 Crores and the net worth of the Company is less than Rs.25 Crores, the provisions of Regulations 17,18,19,20,21,22,23,24,25,26,27, and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C, D & E of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, are not applicable to the Company, hence corporate governance report has not been enclosed to directors report.

### **34. INSIDER TRADING REGULATIONS**

Based on the requirements under SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time, the code of conduct for prohibition of insider trading, as approved by the Board is in force by the Company. The Company also adopts the concept of Trading Window Closure, to prevent its Directors, Officers, designated employees and other employees from trading in the securities of the Company at the time when there is unpublished price sensitive information. The Board has appointed Company Secretary as the Compliance Officer under the code.

### **35. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

#### **a. INDUSTRY STRUCTURE AND DEVELOPMENTS.**

Your company is essentially an investment and finance company and registered with the Reserve Bank of India under the category of Non-Systematically Important Non-Deposit taking NBFC i.e. Non-Deposit taking NBFC with assets less than Rs. 100 crores.

The financial year 2017-2018 began with uncertainty with the Indian economy still feeling with the impact of demonetization and teething problems due to the roll out of Goods and Services Tax.

**b. OPPORTUNITIES & THREATS:**

The biggest opportunity for the Indian financial system today is the Indian consumer. Demographic shifts in terms of income levels and cultural shifts in terms of lifestyle aspirations are changing the profile of the Indian consumer. There are vagaries in the Capital markets due to Macroeconomic policies.

**c. FUTURE OUTLOOK:**

With the expected growth in the GDP and improvement in export momentum, coupled with the growing service industry, good monsoon etc., there may be opportunities for the finance companies to improve their business. Further improvements in the capital markets may also positively impact the finance and investment companies. However, the continued deterioration in assets quality and NPA'S are haunting the finance companies.

**d. RISKS & CONCERNS:**

In the normal course of business, finance and investment companies are exposed to various risks, namely, Credit Risk, Market Risk and Operational Risk, besides other residual risks such as Liquidity Risk, Interest Rate Risk, Strategic Risk, etc., with a view to efficiently manage such risks, your company has put in place some risk management systems.

**e. INTERNAL CONTROL:**

The company has in place adequate internal financial controls with reference to financial statements. The Company's internal control systems, including internal financial controls, are commensurate with the nature of its business and the size and complexity of its operations and same are adequate and operating effectively. The Audit Committee reviews adequacy and effectiveness of the Company's internal control system including internal financial control.

**f. PERFORMANCE HIGHLIGHTS:**

During the year 2017-2018 the company has earned gross income of Rs.34.78 Lakhs and earned a net profit of Rs.11.56 Lakhs.

**g. NON-PERFORMING ASSETS:**

During the year, the Company has not made any additional provision towards non-performing Assets and the company has written back the provision made for non-performing assets to the tune of Rs.10.00 lakhs.

**h. HUMAN RESOURCES:**

The Financial Sector across the country is now being exposed to various

changes which have a direct impact on the existing systems and sphere of activities. The survival and prosperity of any industry depends upon the quality of its human resource and finance sector is not an exception to this. Accordingly, your company attributes importance to human resource development activities.

#### i. CAUTIONARY STATEMENT:

The statements in this Management Discussion and Analysis describing the Company's objects, projections, estimates, expectations may be construed as "forward-looking" statements within the meaning of applicable securities laws and regulations and such forward looking statements involve risks and uncertainties. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include economic conditions affecting demand/supply and price conditions in the domestic and global market in which the company operates, changes in the Government regulations, policies, tax laws and other statutes and other incidental factors. The Company undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned not to place undue reliance on these forward looking statements.

### **36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUT GO**

The Company has not engaged in any manufacturing activity and thus its operations are not energy intensive. However, adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy.

There were no Foreign Exchange earnings and out go during the year.

### **37. PARTICULARS OF EMPLOYEES**

The information required pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the company is herewith annexed as Annexure -IV.

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company does not have any employee who is employed throughout the financial year and in receipt of remuneration of Rs.102 Lakhs or more, or employees who are employed for part of the year and in receipt of Rs.8.5 Lakhs or more per month.

### **38. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There have been no material changes and commitments, affecting the financial position of the company which occurred during and between the end of the financial year to which the financial statements relate and the date of this report.

### **39. ACKNOWLEDGEMENTS**

Your Directors gratefully acknowledge the continued assistance and co-operation extended by various Government Authorities, SEBI, BSE Limited, RBI, other regulatory authorities and bankers. The Board expresses its appreciation of the understanding, dedication and support extended by the employees of the Company. Your Directors also sincerely acknowledge the confidence and faith reposed by the shareholders in the Company.

for and on behalf of the Board

Place : Hyderabad  
Date : 10.07.2018

(T. Adinarayana)  
Chairman  
DIN: 00917498

## ANNEXURE - I

### SECRETARIAL AUDIT REPORT

For the Financial Year ended on March 31, 2018

*[Pursuant to Section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To

The Members

**Ushakiran Finance Limited**

405, Raghava Ratna Towers, Chirag Ali Lane,  
Hyderabad– 500001, Telangana.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ushakiran Finance Limited**, (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- i. The Companies Act, 2013 ("the Act") and the rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct

Investment and Overseas Direct Investment. **(Not applicable to the company during the audit period).**

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **(Not applicable to the Company during the audit period).**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the audit period).**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period).**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period)** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the audit period).**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. Other specifically applicable laws to the Company:
  - Non-Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.

We have also examined compliance with the applicable clauses of Secretarial Standards issued by the Institute of Company Secretaries of India.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

We further report that:

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that:

- there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
- there were no such specific events/actions in pursuance of the above referred laws, rules, regulations, etc., having a major bearing on the Company's affairs.

**For P. S. Rao & Associates**  
Company Secretaries

**MB Suneel**  
Company Secretary  
C.P.No:14449

Date : 30.05.2018  
Place : Hyderabad

**ANNEXURE - II**  
**Form No. MGT - 9**

**EXTRACT OF ANNUAL RETURN**

As on the Financial Year ended on 31<sup>st</sup> March, 2018  
 [pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1)  
 of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS**

i	CIN	L65923TG1986PLC006294
ii	Registration date	20 <sup>th</sup> March, 1986
iii	Name of the Company	USHAKIRAN FINANCE LIMITED
iv	Category/Sub category of the Company	Company Limited by Shares - Indian Non-Government Company
v	Address of the Registered office and contact details	405, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad - 500001. Tel: 040-23201073
vi	Whether listed Company	Yes
vii	Name, Address & Contact details of Registrar and Transfer Agent, if any	Venture Capital and Corporate Investments Private Limited 12-10-167, Bharat Nagar, Hyderabad - 500 018. Tel: 040 - 23818475, Email: info@vccilindia.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company

Sl. No.	Name and Description of main products/services	NIC Code of the products/services	% to total turnover of the Company
1	Finance, Investments and trading in shares etc.,	65993	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
		NIL			

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as Percentage of Total Equity)

#### i) Category - Wise Share Holding

Sl. No.	Category of Shareholder	No. of Shares held at the Beginning of the Year (1 <sup>st</sup> April, 2017)				No. of Shares held at the End of the Year (31 <sup>st</sup> March, 2018)				% Change during the Year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Promoters									
1	Indian									
(a)	Individuals/Hindu Undivided Family	4,63,185	40,600	5,03,785	19.80	4,96,386	40,600	5,36,986	21.10	1.30
(b)	Central Government	-	-	-	-					-
(c)	State Government(s)	-	-	-	-					-
(d)	Bodies Corporate	6,12,550	10,000	6,22,550	24.47	6,12,550	10,000	6,22,550	24.47	-
(e)	Banks/Financial Institutions	-	-	-	-					
(f)	Any Other	-	-	-	-					
Sub-Total (A)(1)		10,75,735	50,600	11,26,335	44.27	11,08,936	50,600	11,59,536	45.57	1.30
2	Foreign									
(a)	NRIs - Individuals	-	-	-	-	-	-	-	-	-
(b)	Other Individuals	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-

(d)	Banks/Financial Institutions	-	-	-	-	-	-	-	-	-	-	-
(e)	Any Other	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	-	-	-
	Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	10,75,735	50,600	11,26,335	44.27	11,08,936	50,600	11,59,536	45.57	1,30		
(B)	Public Shareholding											
1	Institutions											
(a)	Mutual Funds	-	-	-	-	-	-	-	-	-	-	-
(b)	Banks/Financial Institutions	1,92,900	-	1,92,900	7.58	1,92,900	-	1,92,900	7.58	-		
(c)	Central Government	-	-	-	-	-	-	-	-	-	-	-
(d)	State Government(s)	-	-	-	-	-	-	-	-	-	-	-
(e)	Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-
(f)	Insurance Companies	-	-	-	-	-	-	-	-	-	-	-
(g)	Foreign Institutional Investors	-	-	-	-	-	-	-	-	-	-	-
(h)	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-	-
(i)	Any Other (Specify)	-	-	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	1,92,900	-	1,92,900	7.58	1,92,900	-	1,92,900	7.58	-		

[illegible]

## (ii). Shareholding of Promoters

Sl. NO.	Shareholder's Name	Shareholding at the beginning of the Year (As on 1 <sup>st</sup> April, 2017)			Shareholding at the end of the year (As on 31 <sup>st</sup> March, 2018)			% change in Shareholding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged / encumbered to total shares	
	PROMOTERS (INDIVIDUALS)							
1	T. Adinarayana	3,25,385	12.79	-	3,25,385	12.79	-	0.00
2	T. Bhagya Lakshmi	54,000	2.12	-	87,201	3.43	-	1.30
3	T.H.P.S. Kumar	10,600	0.42	-	10,600	0.42	-	0.00
4	Y. Nayudamma	5,000	0.20	-	5,000	0.20	-	0.00
5	T. Nanda Krishna	29,400	1.16	-	29,400	1.16	-	0.00
6	K. Rajamani	2,500	0.10	-	2,500	0.10	-	0.00
7	Ravindranath Taagore .T	2,500	0.10	-	2,500	0.10	-	0.00
8	S. Chidambaranathan	5,000	0.20	-	5,000	0.20	-	0.00
9	Smita Sinha	2,500	0.10	-	2,500	0.10	-	0.00
10	Amit Raj Sinha	2,500	0.10	-	2,500	0.10	-	0.00
11	Dharani Devi .C	2,500	0.10	-	2,500	0.10	-	0.00
12	T. L. Pravalika	30,600	1.20	-	30,600	1.20	-	0.00
13	T. Archana	16,300	0.64	-	16,300	0.64	-	0.00
14	T. Raja Sekhar	15,000	0.59	-	15,000	0.59	-	0.00
	PROMOTERS - (DOMESTIC COMPANIES)							
1	Sigachi Industries Private Limited (Formerly Sigachi Chloro-Chemicals Private Limited)	10,000	0.39	-	10,000	0.39	-	0.00
2	Krishnaraj Securities Private Limited	6,12,550	24.07	-	6,12,550	24.07	-	0.00
	Total	11,26,335	44.27	-	11,59,536	45.57	-	1.30

**(iii). Change in promoters' shareholding (please specify, if there is no change)**

Sl. No.	Name of Shareholder	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2017)		Datewise Increase/ Decrease in Shareholding during the year	No. of Shares	Reason	Cumulative Shareholding during the year (1-04-2017 to 31-03-2018)	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Share of the Company
1	T. Bhagya Lakshmi	54,000	2.12					
				26.10.2017 (As per Ben-pos)	10,401	Purchase	64,401	2.53
				16.02.2018 (As per Ben-pos)	1,800	Purchase	66,201	2.60
				31.03.2018 (As per Ben-pos)	21,000	Purchase	87,201	3.43

**(iv). Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No.	Name	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2017)		Date	Increase/ (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares	% of Total Shares of the Company				No. of Shares	% of Total Shares of the Company
1	A.P. Industrial Development Corporation Limited	1,92,900	7.58	-	-	-	1,92,900	7.58
2	Kulkarni Bhagavan	36,700	1.44	-	-	-	36,700	1.44
3	P.S. Latha Gupta	25,000	0.98	-	-	-	25,000	0.98
4	M. Aruna Devi	22,300	0.88	-	-	-	22,300	0.88
5	Hitesh Ramiji Javeri Radhabai Ramiji Javeri Harsha Hitesh Javeri	20,000	0.79	-	-	-	20,000	0.79
6	Sumer Mal Bothra	15,200	0.60	-	-	-	15,200	0.60
7	Nagaraju Muvva	12,688	0.50	30-6-2017 (As per Benpos)	10,825	Purchase	23,513	0.92
				6-10-2017 (As per Benpos)	23,513	Sale	-	-
8	T. Manju Latha	12,500	0.49	-	-	-	12,500	0.49
9	Omprakash Koyalkar	10,500	0.41	-	-	-	10,500	0.41
10	B. Kumar	10,300	0.40	-	-	-	10,300	0.40
11	Ramesh Kumar Bagaria	10,185	0.40	-	-	-	10,185	0.40

**(v). Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name of the Director/KMP	Shareholding at the beginning of the year (1 <sup>st</sup> April, 2017)		Date	Increase / Decrease in Share Holding	Reason	Cumulative Shareholding during the year (01.04.2017 to 31.03.2018)	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
Directors								
1	T. Adinarayana	3,25,385	12.79				3,25,385	12.79
2	Y. Balakrishna Murthy	NIL			NIL		NIL	
3	P. Radha Krishna Murthy	NIL			NIL		NIL	
4	S. Jhansi Kumari	NIL			NIL		NIL	
	Key Managerial Personnel							
1	Omprakash Koyalkar				NIL		10,500	0.41

**V. Indebtedness**

Indebtedness of the Company including interest outstanding/accrued but not due for payment.					
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness	
Indebtedness at the beginning of the financial year					
(i). Principal Amount					
(ii). Interest due but not paid					
(iii). Interest accrued but not due		NONE			
Total (i+ii+iii)					
Change in Indebtedness during the financial year					
Addition					
Reduction					
Net change		NONE			
Indebtedness at the end of the financial year					
(i). Principal Amount					
(ii). Interest due but not paid					
(iii). Interest accrued but not due		NONE			
Total (i+ii+iii)					

**VI. (a) Remuneration of Managing Director, Whole Time Director, Other Directors and/or Manager**

Sl No.	Particulars of Remuneration	Directors	Manager
1	Gross Salary		N. Swaroop Kumar
	(a) Salary as per provisions contained in Section 17 (1) of the Income tax Act, 1961	NIL	Rs. 2,29,619/-
	(b) Value of perquisites under Section 17 (2) of the Income tax Act, 1961		-
	(c) Profits in lieu of salary under Section 17 (3) of the Income tax Act, 1961		-
2	Stock option		-
3	Sweat Equity		-
4	Commission		-
	- as percentage of profit		-
	- others		-
5	Others		-
	Total		Rs. 2,29,619/-
	Ceiling as per the Act		Rs. 60 Lakhs

## VI. (b) Remuneration of Key Managerial Personnel other than MD/WTD/Manager

Sl No.	Particulars of Remuneration	Company Secretary	CFO	Total
	Name	G.Sandeep Kumar /J.P.S.Neelam Sai	Y. Vasavi / Omprakash Koyalkar	
1	Gross Salary	Rs.	Rs.	Rs.
	(a) Salary as per provisions contained in Section 17 (1) of the Income tax Act, 1961	1,15,243	45,903	1,61,146
	(b) Value of perquisites under Section 17 (2) of the Income tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17 (3) of the Income tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as percentage of profit	-	-	-
	- others	-	-	-
5	Others	-	-	-
	Total	1,15,243	45,903	1,61,146

**(vii) Penalties / Punishment/ Compounding of Offences**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment, Compounding Fees Imposed	Authority [RD/NCLT/ COURT]	Appeal made if any (give details)
A. Company /B.Directors/C.Other Officers in default					
Penalty			NONE		
Punishment			NONE		
Compounding			NONE		

## ANNEXURE – III

### FORM NO. AOC – 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014]

Form for Disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sec. 188 (1) of the Companies Act, 2013.

#### 1. Details of contracts or arrangements or transactions not at arm's length basis:

The Company has not entered into any contract or arrangement or transaction which is not at arm's length basis during the year under review.

#### 2. Details of material contracts or arrangements or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Dates of approval by the Board, if any:	Amount in Rs.
N. Swaroop Kumar, Manager	Remuneration & Perquisites	3 years w.e.f 1-9-2017	N.A	14-8-2014 and 14-8-2017	Rs.2,29,619/-
G. Sandeep Kumar, Company Secretary	Remuneration & Perquisites	Regular Employee	N.A	13-11-2015	Rs.90,100/-

JPS Neelam Sai, Company Secretary	Remuneration & Perquisites	Regular Employee	N.A	13-2-2018	Rs.25,143/-
Y. Vasavi, Chief Financial Officer	Remuneration & Perquisites	Regular Employee	N.A	13-8-2016	Rs.19,974/-
Omprakash Koyalkar, Chief Financial Officer	Remuneration & Perquisites	Regular Employee	N.A	13-2-2018	Rs.25,929/-

Other than payment of remuneration to key managerial personnel amounting to **Rs.3,90,765** /- (Rs.5,64,943/-) there are no other contracts or arrangements with related parties. Except Mr. N. Swaroop Kumar, all other KMPs have worked for a part of the year.

## ANNEXURE – IV

Details pertaining to Employees as required under section 197 (12) of the Companies Act, 2013

Statement of Particulars of Employees Pursuant to Provisions of Section 197 (12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

- i) The ratio of remuneration of each director to the median remuneration of the employees of the company for the financial year:

Not Applicable as no remuneration has been paid to the Directors during the financial Year 2017 - 2018.

- ii) The percentage increase in remuneration of each Director, Manager, Company Secretary, Chief Financial Officer, if any, in the financial year:

Name	Designation	Remuneration for the year ended 31-3-2018 (Rs. in lakhs)	% increase in Remuneration
N. Swaroop Kumar	Manager	2.30	10%
G. Sandeep Kumar	Company Secretary	0.90	--
Y. Vasavi	CFO	0.20	--
K.Omprakash	CFO	0.26	--
J.P.S Neelam Sai	Company Secretary	0.25	--

- iii) The percentage increase in the median remuneration of employees in the financial year:

There is an increase of 40% in the salary of an employee (other than KMPs) during the financial year.

- iv) The number of permanent employees on the rolls of company are 4 as on 31<sup>st</sup> March, 2018.

- v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

There is an increase in the remuneration of one employee other than KMPs and there is increase of about 10% for one Key Managerial personnel all other KMPs have worked for a part of the year. There was no exceptional circumstances for increase in the managerial remuneration in the last financial year, taking into account the absolute salaries paid to the Key Managerial Personnel.

- vi) Affirmation that the remuneration is as per the remuneration policy of the company:

The remuneration is as per the Remuneration Policy of the Company. Statement showing the details of Employees of the company as per Rule 5 (2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014:

**A) Top 10 Employees in terms of remuneration, other than Key Managerial Personnel:**

Name	Age	Qualification and experience of employee	Designation	Date of commencement of employment	Nature of employment	Remuneration in (Rs. In Lakhs) Per Annum	Previous Employment	Relative of Director If any	% of Shareholding
N. Swapna	24	B.Com & 2 years	Accountant	13.7.2016	Regular Employee	Rs. 1.06	..	..	..

There is no employee who is drawing annual salary of Rs.102 Lakhs and more and monthly Salary of Rs.8.5 Lakhs and more.

NIRANJAN & NARAYAN  
CHARTERED ACCOUNTANTS

First Floor, H.No:7-1-28/1/A/21,  
21, Park Avenue Colony,  
Shyamkaran Road, Ameerpet,  
Hyderabad- 500016.

### **Independent Auditors' Report**

To  
The Members of  
Ushakiran Finance Limited,

### **Report on the Financial Statements**

We have audited the accompanying financial statements of Ushakiran Finance Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards), Rules, 2006, as amended (Accounting Standards), specified under Section 133 of the Act, read with Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act,

the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

In Conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit Report under the provisions of the Act and the rules made there under and the order issued under section 143(11) of the Act.

We conducted our audit, in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2018, and its profit and its cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016, ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls over financial reporting.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, In our opinion and to the best of our information and according to the information and explanations given to us:
    - i. The Company do not have pending litigations which will impact its financial position in its financial statements.

**USHAKIRAN FINANCE LIMITED**

- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There are no funds, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Niranjan & Narayan  
Chartered Accountants  
Firm Registration Number: 005899S

(M. Niranjan)  
Partner

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2018.

Membership No. 029552

**Annexure – A to the Independent Auditors' Report**

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
(b) The fixed assets have been physically verified by the Management at reasonable intervals, and according to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.  
(c) According to the information and explanations given to us and on the basis of our examination of the Records of the company, the title deeds of immovable properties are held in the name of the Company.
2. The Inventory (shares and securities) has been verified by the management at reasonable intervals during the year, on the basis of statements received from custodians and depository participants and physical share certificates and no material discrepancies were noticed on physical verification as compared to the book records.
3. The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year. Thus paragraphs 3 (iii) (a), 3 (iii) (b) and 3 (iii) (c) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, during the year, the Company has not given any loans, made investments, given guarantees or provided security to parties covered under the provisions of section 185 and 186 of the Companies Act, 2013. Thus paragraph 3 (iv) is not applicable to the company.
5. During the year the company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Thus Paragraph 3(v) is not applicable to the company.
6. The Central Government of India has not prescribed the maintenance of Cost records under section 148 (1) of the Companies Act, 2013 for any of the activities of the Company. Thus paragraph 3(vi) is not applicable to the company.

7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, Goods and Services Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, Goods and Services Tax, value added tax, cess and any other statutory dues were in arrears as at 31<sup>st</sup> March, 2018 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no dues of sales tax, income tax, customs duty, service tax, Goods and Services Tax, excise duty and cess which have not been deposited on account of any dispute.
8. According to the information and explanations given to us, the company has not defaulted in payment of dues to the financial institutions, banks, government or debenture holders during the year. The Company has not obtained any loan from financial institutions, banks, government and debenture holders during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of the Section 197 read with Schedule V to the Companies Act, 2013.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of

the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
15. According to the information and explanations given to us and based on our examination of records of the company, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in Section 192 of the Act. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934, and accordingly the Company was already registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Niranjan & Narayan  
Chartered Accountants  
Firm Registration Number: 005899S

(M. Niranjan)  
Partner

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2018.

Membership No. 029552

## **ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT**

(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Ushakiran Finance Limited (“the Company”) as of 31<sup>st</sup> March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the standards on auditing issued by the Institute of Chartered Accountants of India and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether

adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper

management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Niranjan & Narayan  
Chartered Accountants  
Firm Registration Number: 005899S

(M. Niranjan)  
Partner

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2018.

Membership No. 029552

**BALANCE SHEET AS AT 31.03.2018**

	Note No	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	2,74,70,750.00	2,74,70,750.00
(b) Reserves and Surplus	3	(53,04,418.30)	(64,60,783.25)
		<b>2,21,66,331.70</b>	<b>2,10,09,966.75</b>
<b>(2) Non-Current Liabilities</b>			
(a) Deferred-tax Liabilities (Net)	4	1,51,940.00	-
(b) Long-term Provisions	5	28,01,700.00	38,01,700.00
		<b>29,53,640.00</b>	<b>38,01,700.00</b>
<b>(3) Current Liabilities</b>			
(a) Short-term Borrowings		-	-
(b) Other Current Liabilities	6	72,290.00	79,117.00
(c) Short-term Provisions	7	2,194.00	57,260.00
		<b>74,484.00</b>	<b>1,36,377.00</b>
<b>Total</b>		<b>2,51,94,455.70</b>	<b>2,49,48,043.75</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
<b>(1) (a) Property, Plant and Equipment</b>	8		
(i) Tangible Assets		16,67,412.00	17,25,855.00
(ii) Intangible Assets		-	-
		<b>16,67,412.00</b>	<b>17,25,855.00</b>
(b) Non-Current Investments	9	74,66,223.74	69,78,105.82
(c) Deferred Tax Assets (Net)	10	-	1,05,260.00
(d) Long-term Loans and Advances	11	22,840.00	22,840.00
(e) Other non-Current Assets		-	-
		<b>91,56,475.74</b>	<b>88,32,060.82</b>
<b>(2) Current Assets</b>			
(a) Current Investments	12	17,27,147.00	14,48,091.00
(b) Inventories	13	13,88,085.00	13,87,448.00
(c) Cash and Cash equivalents	14	56,84,354.96	47,85,550.93
(d) Short-term Loans and Advances	15	72,38,393.00	84,94,893.00
(e) Other Current Assets		-	-
		<b>1,60,37,979.96</b>	<b>1,61,15,982.93</b>
<b>Total</b>		<b>2,51,94,455.70</b>	<b>2,49,48,043.75</b>
Notes forming part of the financial statements	1-33		

Per our report of even date annexed  
for Niranjana & Narayan  
Chartered Accountants  
Firm Regn. No.005899S

for and on behalf of the Board

(T. Adinarayana)  
Chairman  
DIN: 00917498

(P.R.K. Murthy)  
Director  
DIN: 02769220

(M. Niranjana)  
Partner

Membership No.029552

(J.P.S. Neelam Sai)  
Company Secretary

(Omprakash Koyalkar)  
Chief Financial Officer

Place : Hyderabad  
Date : 30.05.2018

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2018**

		Note No	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
I	INCOME			
	Revenue from Operations	16	<b>26,44,421.00</b>	32,08,951.76
	Other Income	17	<b>8,33,100.10</b>	18,38,824.63
	<b>TOTAL INCOME</b>		<b>34,77,521.10</b>	50,47,776.39
II	EXPENSES			
	Changes in opening stock and closing stock of shares	18	<b>(637.00)</b>	(2,61,051.00)
	Employee benefits expenses	19	<b>5,17,547.00</b>	8,28,580.00
	Finance Costs		-	-
	Depreciation and amortization expenses	8	<b>66,043.00</b>	82,452.00
	Other expenses	20	<b>18,52,893.15</b>	7,86,133.92
	Provision for Standard and Sub Standard Assets	21	<b>(10,00,000.00)</b>	3,15,000.00
	Provision for diminution in value of investments	22	-	-
	<b>TOTAL EXPENSES</b>		<b>14,35,846.15</b>	17,51,114.92
III	Profit / (Loss) before exceptional and extraordinary items and tax (I-II)		<b>20,41,674.95</b>	32,96,661.47
IV	Exceptional Items		-	-
V	Profit / (Loss) before extraordinary items and tax (III-IV)		<b>20,41,674.95</b>	32,96,661.47
VI	Extraordinary Items		-	-
VII	Profit / (Loss) before tax (V-VI)		<b>20,41,674.95</b>	32,96,661.47
VIII	Tax expense			
	Current Tax	23	<b>6,28,110.00</b>	4,40,000.00
	Deferred Tax		<b>2,57,200.00</b>	(91,000.00)
	<b>Total Tax Expense</b>		<b>8,85,310.00</b>	3,49,000.00
IX	Profit/(Loss) for the period from continuing operations (VII-VIII)		<b>11,56,364.95</b>	29,47,661.47
X	Profit/(Loss) from discontinuing operations		-	-
XI	Tax expense of discontinuing operations		-	-
XII	Profit/(Loss) from discontinuing operations (X - XI)		-	-
XIII	Profit/(Loss) for the year (IX + XII)		<b>11,56,364.95</b>	29,47,661.47
XIV	Earnings per equity share:			
	(1) Basic		<b>0.45</b>	1.16
	(2) Diluted		<b>0.45</b>	1.16
	Notes forming part of the financial statements	1-33		

Per our report of even date annexed  
for Niranjana & Narayan  
Chartered Accountants  
Firm Regn. No.005899S

for and on behalf of the Board

(M. Niranjana)  
Partner

Membership No.029552

Place : Hyderabad  
Date : 30.05.2018

(T. Adinarayana)  
Chairman  
DIN: 00917498

(J.P.S. Neelam Sai)  
Company Secretary

(P.R.K. Murthy)  
Director  
DIN: 02769220

(Omprakash Koyalkar)  
Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**

		<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITY</b>		
a.	Net Profit/(Loss) before Tax & Extraordinary items	<b>20,41,674.95</b>	32,96,661.47
	Adjustments for:		
	Add:		
	Depreciation	<b>66,043.00</b>	82,452.00
	Interest paid	-	-
	Profit on Sale of Fixed Assets	-	-
		<b>21,07,717.95</b>	33,79,113.47
b.	Operating Profit/(Loss) before Working Capital changes		
	Adjustments for:		
	Trade and other Receivables	<b>12,56,500.00</b>	20,92,807.00
	Inventories	<b>(637.00)</b>	(2,61,051.00)
	Trade Payables	<b>(61,893.00)</b>	34,465.00
		<b>33,01,687.95</b>	52,45,334.47
c.	Cash generated from operations		
	Interest Paid	-	-
	Taxes Paid	<b>(8,85,310.00)</b>	(3,49,000.00)
		<b>24,16,377.95</b>	48,96,334.47
d.	Cash Flow before Extraordinary items		
	Adjustments for:	-	-
	Net Cash Flow from Operating Activities (A)	<b>24,16,377.95</b>	48,96,334.47

**USHAKIRAN FINANCE LIMITED**

<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Fixed Assets	<b>(7,600.00)</b>	(33,342.00)
Sale/Purchase/writeoff of Investments	<b>(7,67,173.92)</b>	(23,13,612.97)
Sale of Fixed Assets	-	-
Deferred Tax Asset/Liability	<b>2,57,200.00</b>	(91,000.00)
Increase/Decrease in Non - Current Deposits	<b>(27,16,833.00)</b>	(8,00,597.00)
Net Cash Flow from Investing Activities (B)	<b>(32,34,406.92)</b>	(32,38,551.97)
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of Share Capital	-	-
Increase/Decrease in Other Non - Current Assets	-	76,683.00
Increase/Decrease in Non - Current Liabilities	<b>(10,00,000.00)</b>	3,15,000.00
Increase / Decrease in Long Term Loans and Advances	-	-
Net Cash Flow from Financing Activities (C)	<b>(10,00,000.00)</b>	3,91,683.00
<b>D. NET INCREASE/(DECREASE) IN CASH</b>		
And Cash Equivalents (A+B+C)	<b>(18,18,028.97)</b>	20,49,465.50
Cash and Cash Equivalents at the beginning of the year	<b>23,78,579.93</b>	3,29,114.43
Cash and Cash Equivalents at the end of the year	<b>5,60,550.96</b>	23,78,579.93

Per our report of even date annexed for Niranjana & Narayan Chartered Accountants Firm Regn. No.005899S

(M. Niranjana)  
Partner

Membership No.029552

Place : Hyderabad  
Date : 30.05.2018

for and on behalf of the Board

(T. Adinarayana)  
Chairman  
DIN: 00917498

(P.R.K. Murthy)  
Director  
DIN: 02769220

(J.P.S. Neelam Sai)  
Company Secretary

(Omprakash Koyalkar)  
Chief Financial Officer

**Notes forming part of the Financial Statements:****Note 1.****A. Corporate Information:**

Ushakiran Finance Limited is a Non-Banking Finance Company registered with Reserve Bank of India and listed on the Bombay Stock Exchange (BSE Ltd.). It is mainly engaged in the business of financing, investments and trading in equity shares etc.,

**Significant Accounting Policies:****B. Basis of Accounting:**

The Financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) under the historical cost convention on accrual basis, except those with significant uncertainties. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

**C. Use of Estimates:**

The preparation of Financial Statements is in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities at the end of the reporting period. Although such estimates and assumptions are made on reasonable and prudent basis, taking into account all available information, current events and actions, the actual results could differ from these estimates and assumptions and such differences are recognized in the period in which the results are known/materialized/crystallized.

**D. Prudential Norms:**

The company compiles its Financial Statements in accordance with the prudential norms prescribed by the Reserve Bank of India in respect of:

- a) Income recognition.
- b) Provisioning for standard, substandard, doubtful and loss Assets.
- c) Accounting for Investments.

**E. Revenue Recognition:**

Income from interest is accounted on accrual basis, subject to income

recognition and prudential norms of Reserve Bank of India as mentioned above, interest income on Non-performing, doubtful/loss assets etc., are recognized as and when the amount is received and appropriated towards interest. Interest Income on Fixed Deposits is recognized on time proportionate basis taking into account the amount outstanding and the applicable interest rate. Dividend Income is accounted when the right to receive the dividend is established. Sale is recognized when the significant risks and rewards of ownership have been transferred to the customers. On disposal of investments, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

#### **F. Expenses:**

All the expenses are accounted on accrual basis.

#### **G. Property, Plant and Equipment:**

Fixed Assets are stated at cost, less accumulated depreciation and impairment losses, if any.

The Cost comprises the purchase cost and any attributable cost of bringing the asset to its working condition for its intended use.

#### **H. Depreciation:**

Depreciation has been provided on its Fixed Assets over the useful life on written down value method, in the manner prescribed in Schedule II of the Companies Act, 2013.

#### **I. Impairment of tangible assets:**

At each Balance Sheet date, the company reviews the carrying amount of assets to determine whether there is an indication that those assets have suffered impairment loss. If any such conditions exist, the recoverable amount of assets is estimated in order to determine the extent of impairment loss. The recoverable amount is higher of the net selling price and value in use, determined by discounting the estimated future cash flows expected from the continuing use of the asset to their present value.

#### **J. Investments:**

Investments that are readily realizable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments, other than held in Stock-in-Trade, have been classified as long term investments.

Current Investments are stated at lower of cost or fair/market value, determined on an individual investment basis. In case of Mutual Funds, the net asset value of the units declared by Mutual Funds is considered as fair value. Long term investments are stated at cost. Provision for diminution in the value of long term investments is made to recognize the decline, other than temporary. Unquoted Investments are valued at cost and provision for diminution in value of these investments is made based on the guidelines issued by the Reserve Bank of India or based on the judgement of the management, whichever, provision is higher.

#### **K. Inventories:**

Shares and Securities held as Stock-in-Trade are valued scrip wise at cost or market value whichever is lower.

#### **L. Provisions, Contingent Liabilities and Contingent Assets:**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

#### **M. Retirement and other employee benefits:**

All employees benefits due wholly within a year of rendering services are classified as short term benefits. These benefits like salaries, wages, short term compensation absences, expected cost of bonus, ex-gratia are recognized as expenses on accrual basis of undiscounted amounts in the Statement of Profit and Loss. Retirement benefits to the Employees will be provided as and when the relevant acts are applicable to the Company.

#### **N. Accounting for taxes on income:**

- (a) Current Tax is determined as the amount of tax payable in respect of its taxable income as per the provisions of the Income Tax Act, 1961.

- (b) Deferred tax is recognized, subject to consideration of prudence in respect of deferred tax assets and liabilities, on timing difference, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods and measured using relevant enacted tax rates. Deferred tax assets are recognised and carried forward only to the extent that there is virtual certainty that the deferred tax asset will be realized in future.

**O. Earnings per Share:**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to the equity share holders by weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to the equity share holders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of dilutive part of equity shares, if any.

**P. Cash Flow Statement:**

Cash-flow statement is prepared in accordance with the “Indirect Method” as explained in the Accounting Standard (AS) 3 – Cash Flow Statements.

Cash and cash equivalent in the cash flow statement comprises cash in hand, bank balances in current accounts, cheques and drafts on hand and term deposits with an original maturity of less than three months.

**Note 2: Share Capital**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
(a) Authorised Capital: 40,00,000 Equity Shares of Rs.10/- each	<b>4,00,00,000.00</b>	4,00,00,000.00
(b) Issued & Subscribed Capital: 33,54,700 Equity Shares of Rs.10/- each	<b>3,35,47,000.00</b>	3,35,47,000.00
( c) Paid up Capital: 25,44,500 Equity Shares of Rs.10/- each	<b>2,54,45,000.00</b>	2,54,45,000.00
(d) Forfeiture of Shares	<b>20,25,750.00</b>	20,25,750.00
	<b>2,74,70,750.00</b>	2,74,70,750.00

**2. (a) Reconciliation of shares Outstanding**

	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
At the beginning of the year		
No. of shares	<b>25,44,500</b>	25,44,500
Amount in Rs.	<b>2,54,45,000.00</b>	2,54,45,000.00
Issued during the year		
No. of shares	-	-
Amount in Rs.	-	-
shares outstanding at the end of the year		
No. of shares	<b>25,44,500</b>	25,44,500
Amount in Rs.	<b>2,54,45,000.00</b>	2,54,45,000.00

**2. (b) Terms / Rights attached to Equity Shares**

The company has issued only one class of equity shares having par value of Rs.10/- per share. Each holder of equity shares who has paid total amount of Rs.10/- per share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**2. (c) Details of Shareholders holding more than 5% shares in the Company:**

Name of the Shareholder	As at 31.03.2018 Rs.		As at 31.03.2017 Rs.	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding"
Equity Shares of Rs.10/- each				
Krishnaraj Securities Private Limited	6,12,550	24.07%	6,12,550	24.07%
T. Adinarayana	3,25,385	12.79%	3,25,385	12.79%
Andhra Pradesh Industrial Development Corporation Ltd.,	1,92,900	7.58%	1,92,900	7.58%

**2. (d)** There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during five years preceeding 31<sup>st</sup> March, 2018.

**Note 3: Reserves and Surplus**

	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
(a) General Reserve		
As per last Balance Sheet	7,52,106.39	7,52,106.39
Add: Transfer from Surplus/(deficit) in the statement of Profit and Loss	-	-
	7,52,106.39	7,52,106.39
(b) Statutory Reserve Fund		
As per last Balance Sheet	11,90,500.00	5,12,500.00
Add: Transfer from Surplus in the statement of Profit and Loss	2,32,000.00	6,78,000.00
	14,22,500.00	11,90,500.00
(a+b)	21,74,606.39	19,42,606.39

**USHAKIRAN FINANCE LIMITED**

(c) Surplus/(deficit) as per last Balance Sheet	<b>(84,03,389.64)</b>	(1,06,73,051.11)
Add: Profit / (Loss) for the year	<b>11,56,364.95</b>	29,47,661.47
	<b>(72,47,024.69)</b>	(77,25,389.64)
Less: Appropriations		
Transfer to Statutory Reserve Fund	<b>2,32,000.00</b>	6,78,000.00
Transfer to General Reserve	-	-
	<b>2,32,000.00</b>	6,78,000.00
Closing Balance	<b>(74,79,024.69)</b>	(84,03,389.64)
(a+b+c)	<b>(53,04,418.30)</b>	(64,60,783.25)

**Note 4: Deferred Tax Liabilities (Net)**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Deferred Tax Liabilities	<b>5,47,640.00</b>	-
Less: Deferred Tax Assets	<b>3,95,700.00</b>	-
	<b>1,51,940.00</b>	-

**Note 5: Long-term Provisions**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Provision for Standard and Substandard Assets	<b>17,36,000.00</b>	27,36,000.00
Provision for Diminution in the value of Investments	<b>10,65,700.00</b>	10,65,700.00
	<b>28,01,700.00</b>	38,01,700.00

**Note 6: Other Current Liabilities**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Creditors For Expenses	-	-
Audit Fee Payable	<b>49,000.00</b>	46,250.00
Other Payables	<b>23,290.00</b>	32,867.00
	<b>72,290.00</b>	79,117.00

**Note 7: Short term Provisions**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Income Tax Provision for Financial Year 2017 - 2018	<b>2,194.00</b>	-
Income Tax Provision for Financial Year 2016 - 2017	-	57,260.00
	<b>2,194.00</b>	57,260.00

**Note 8: PROPERTY, PLANT AND EQUIPMENT**

Sl. No.	Particulars	Gross Block				Depreciation				Net Block	
		As on 01.04.2017 Rs.	Additions Rs.	Deletions Rs.	As at 31.03.2018 Rs.	As at 01.04.2017 Rs.	For the Year Rs.	Deletions/ Adjustments Rs.	As at 31.03.2018 Rs.	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
	Tangible Assets										
1	Land	15,36,075.00	-	-	15,36,075.00	-	-	-	-	15,36,075.00	15,36,075.00
2	Furniture	2,48,517.00	-	-	2,48,517.00	2,42,852.00	561.00	-	2,43,413.00	5,104.00	5,665.00
3	Equipment	5,46,437.00	-	-	5,46,437.00	4,77,406.00	17,775.00	-	4,95,181.00	51,256.00	69,031.00
4	Vehicles	7,55,876.00	-	-	7,55,876.00	6,63,490.00	32,683.00	-	6,96,073.00	59,803.00	92,386.00
5	Computers	1,11,035.00	7,600.00	-	1,18,635.00	88,337.00	15,124.00	-	1,03,461.00	15,174.00	22,698.00
	Total:	31,97,940.00	7,600.00	-	32,05,540.00	14,72,085.00	66,043.00	-	15,38,128.00	16,67,412.00	17,25,855.00
	Intangible Assets										
1	Tally Software	10,600.00	-	-	10,600.00	10,600.00	-	-	10,600.00	-	-
	Total:	10,600.00	-	-	10,600.00	10,600.00	-	-	10,600.00	-	-
	Grand Total	32,08,540.00	7,600.00	-	32,16,140.00	14,82,685.00	66,043.00	-	15,48,728.00	16,67,412.00	17,25,855.00

**Note 9: Non-Current Investments**  
**INVESTMENTS (QUOTED)**

Sl. No.	INVESTMENTS (LONG TERM) Shares (Fully Paid Up) at cost	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
1	Aurobindo Pharma Limited 100 Equity shares of Rs.1/- each	81,135.81	81,135.81
2	Bank of Maharashtra 2,000 Equity Shares of Rs. 10/- each	46,000.00	46,000.00
3	Bharat Heavy Electricals Limited 375 (250) Equity Shares of Rs.2/- each	81,594.18	81,594.18
4	Central Bank of India 680 Equity Shares of Rs.10/- each	62,610.79	62,610.79
5	Corporation Bank 1,000 Equity Shares of Rs.2/- each	16,000.00	16,000.00
6	Dewan Housing Finance Corporation Limited 500 Equity shares of Rs.10/- each	1,65,228.29	1,65,228.29
7	GAIL (India) Limited 1,800 Equity Shares of Rs.10/- each	2,27,295.00	2,27,295.00
8	Gateway Distriparks Limited 1,112 Equity Shares of Rs.10/- each	1,48,160.52	1,48,160.52
9	GIC Housing Finance Limited 200 Equity Shares of Rs.10/- each	8,000.00	8,000.00
10	GMR Infrastructure Limited 2,200 Equity Shares of Rs.1/- each	2,54,030.13	2,54,030.13
11	Godrej Consumer Products Limited 400 (200) Equity Shares of Rs 1/- each	24,600.00	24,600.00
12	Gujarat State Petronet Limited 1,718 Equity Shares of Rs.10/- each	1,08,232.56	1,08,232.56
13	Haldyn Glass Limited 1,000 Equity Shares of Rs 1/- each	43,763.81	-
14	HDFC Bank Limited 3,215 Equity Shares of Rs. 2/- each	37,000.00	37,000.00
15	Heidelberg Cement India Limited 2,000 Equity Shares of Rs.10/- each	94,160.48	94,160.48
16	Hemadri Cements Limited 3,200 Equity Shares of Rs.10/- each	32,000.00	32,000.00
17	Hindalco Industries Limited 272 Equity Shares of Rs.1/- each	49,164.00	49,164.00

**USHAKIRAN FINANCE LIMITED**

18	Hindustan Unilever Limited 1,660 Equity Shares of Rs.1/- each	<b>13,012.50</b>	13,012.50
19	ICICI Bank Limited 1,650 (1,500) Equity Shares of Rs.2/- each	<b>10,500.00</b>	10,500.00
20	IDFC Limited 1,389 Equity Shares of Rs.10/- each	<b>1,11,261.88</b>	1,11,261.88
21	IDFC Bank Limited 1,389 Equity Shares of Rs.10/- each	<b>72,400.00</b>	72,400.00
22	Indian Oil Corporation Limited 1,000 (500) Equity Shares of Rs.10/- each	<b>81,160.48</b>	81,160.48
23	Indraprasta Gas Limited 2,000 (400) Equity Shares of Rs.2/- (Rs.10/- )each	<b>19,200.00</b>	19,200.00
24	Infosys Limited 920 Equity Shares of Rs.5/- each	<b>2,21,011.14</b>	2,21,011.14
25	Jindal Saw Limited 500 Equity Shares of Rs.2/- each	<b>54,780.89</b>	-
26	Kotak Mahindra Bank Limited 1,372 Equity Shares of Rs.5/- each	<b>42,570.00</b>	42,570.00
27	Karan Woosen Limited 300 Equity Shares of Rs.10/- each	<b>3,000.00</b>	3,000.00
28	Lycos Internet Limited 1,000 Equity Shares of Rs.2/- each	<b>40,360.00</b>	40,360.00
29	Leena Textiles Limited 7,000 Equity Shares of Rs.10/- each	<b>70,000.00</b>	70,000.00
30	Laurus Labs Ltd 100 Equity Shares of Rs. 10/- each	<b>60,980.00</b>	-
31	Mahindra Lifespace Developers Limited 27 Equity Share of Rs.10/- each	<b>7,884.00</b>	-
32	McLeod Russel Limited 1,000 Equity Shares of Rs.5/- each	<b>56,249.37</b>	56,249.37
33	Montana International Limited 1,000 Equity Shares of Rs.10/- each	<b>10,000.00</b>	10,000.00
34	NCC Blue Water Products Limited 2,400 Equity Shares of Rs.10/- each	<b>24,000.00</b>	24,000.00
35	NCL Industries Limited 7,500 Equity Shares of Rs.10/- each	<b>1,89,097.51</b>	1,89,097.51
36	NHPC Limited 3,000 Equity Shares of Rs.10/- each	<b>92,264.02</b>	92,264.02

**USHAKIRAN FINANCE LIMITED**

37	Novatex Fabrics Limited 1,433 Equity Shares of Rs.10/- each	<b>14,333.00</b>	14,333.00
38	Aarv Infratel Limited 44,000 Equity Shares of Rs.10/- each	<b>4,62,175.00</b>	4,62,175.00
39	Oil & Natural Gas Corporation Limited 672 Equity Shares of Rs.5/- each	<b>46,320.00</b>	46,320.00
40	Oswal Agro Furane Limited 100 Equity Shares of Rs.10/- each	<b>6,300.00</b>	6,300.00
41	Oswal Agro Mills Limited 100 Equity Shares of Rs.10/- each	<b>5,000.00</b>	5,000.00
42	Pennar Paterson Securities Limited 800 Equity Shares of Rs.10/- each	<b>12,000.00</b>	12,000.00
43	Phytochem India Limited 7,100 Equity Shares of Rs.10/- each	<b>71,000.00</b>	71,000.00
44	Power Grid Corporation of India Limited 435 Equity Shares of Rs.10/- each	<b>29,954.00</b>	29,954.00
45	Reliance Industries Limited 2,732 (1,366) Equity Shares of Rs.10/- each	<b>3,06,523.98</b>	3,06,523.98
46	Rural Electrification Corporation Limited 1,000 Equity shares of Rs.10/- each	<b>1,21,407.77</b>	1,21,407.77
47	Snowman Logistics Limited 500 Equity shares of Rs.10/- each	<b>49,195.98</b>	49,195.98
48	Sree Rayalseema Hi-Strength Hypo Limited 5,228 Equity Shares of Rs.10/- each	<b>1,95,778.00</b>	1,95,778.00
49	Sri Lakshmi Engineering Industries Limited 30,000 Equity Shares of Rs.10/- each	<b>3,00,000.00</b>	3,00,000.00
50	Steel Authority of India Limited 1,000 Equity Shares of Rs.10/- each	<b>51,875.00</b>	51,875.00
51	Suzlon Energy Limited 1,000 Equity shares of Rs.2/- each	<b>24,013.19</b>	24,013.19
52	TCFC Finance Limited 500 Equity Shares of Rs.10/- each	<b>12,825.00</b>	12,825.00
53	The Karnataka Bank Limited 2,675 Equity Shares of 10/- each	<b>2,62,130.15</b>	2,62,130.15
54	T.V.Today Networks Limited 700 Equity Shares of Rs.5/- each	<b>66,500.00</b>	66,500.00
55	Vindhya Telelinks Limited 200 Equity shares of Rs.10/- each	<b>32,719.05</b>	32,719.05

**USHAKIRAN FINANCE LIMITED**

56	YES Bank Limited 1,100 (100) Equity shares of Rs.2/- (Rs.10/-) each	<b>2,90,739.65</b>	82,348.13
57	Sigachi Industries Private Limited (Un-Quoted) 22,500 Equity Shares of Rs.10/- each	<b>1,50,000.00</b>	1,50,000.00
	<b>TOTAL (A)</b>	<b>51,69,497.13</b>	47,93,696.91

**MUTUAL FUNDS (UNITS) AT COST**

1	UTI - Opportunities Fund - Direct Plan - Growth 1,156.175 Units of Rs.10/- each	<b>55,090.70</b>	55,090.70
2	UTI - Midcap Fund - Dividend Plan - Reinvestment 29,914.629 (27,546.819) Units of Rs.10/- each	<b>7,86,529.00</b>	6,74,211.30
3	UTI Banking Sector Fund - Regular Dividend Plan - Reinvestment 41,207.165 Units of Rs. 10/- each	<b>7,56,106.91</b>	7,56,106.91
4	UTI Banking Sector Fund - Direct Growth Plan 6,179.044 Units of Rs. 10/- each	<b>4,99,000.00</b>	4,99,000.00
5	UTI - Mid Cap Fund - Direct Plan Growth 2,099.427 Units of Rs.10/- each	<b>2,00,000.00</b>	2,00,000.00
	<b>TOTAL (B)</b>	<b>22,96,726.61</b>	21,84,408.91
	<b>TOTAL INVESTMENTS (A + B)</b>	<b>74,66,223.74</b>	69,78,105.82
	Aggregate Amount of Quoted Shares	<b>50,19,497.13</b>	46,43,696.91
	Aggregate Market Value of Quoted shares	<b>2,22,74,358.00</b>	1,79,57,137.00
	Aggregate Amount of Unquoted shares	<b>1,50,000.00</b>	1,50,000.00

**Note 10: Deferred Tax Assets (Net)**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Deferred Tax Assets	-	3,95,700.00
Less: Deferred Tax Liabilities	-	2,90,440.00
	-	1,05,260.00

**Note 11: Long-Term Loans & Advances (Unsecured, considered good)**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Deposits:		
With Govt.	<b>11,480.00</b>	11,480.00
With Others	<b>11,360.00</b>	11,360.00
	<b>22,840.00</b>	22,840.00

**Note 12: Current Investments**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
UTI - Liquid Cash Plan - Institutional - Direct Plan - Daily Dividend Reinvestment 856.385 (619.6791) Units of Rs.1,000/- each	<b>8,72,897.00</b>	6,31,724.00
UTI Treasury Advantage Fund - Institutional Plan - Direct Plan - Daily Dividend Reinvestment 852.246 (814.448) Units of Rs.1,000/- each	<b>8,54,250.00</b>	8,16,367.00
	<b>17,27,147.00</b>	14,48,091.00

**Note 13 : Inventories**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Stock in Trade - Shares and Securities (Valued at Lower of Cost or Market Value)	<b>13,88,085.00</b>	13,87,448.00
	<b>13,88,085.00</b>	13,87,448.00

**Note 14 : Cash & Cash Equivalents**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Cash on Hand	<b>8,644.31</b>	28,812.56
Balances with Banks:		
In Current Accounts	<b>5,51,906.65</b>	22,91,509.37
Cheques and Drafts on hand	-	7,976.00
In Fixed Deposits:		
In Fixed Deposits Accounts (with original maturity period of less than 3 months)	-	50,282.00
	<b>5,60,550.96</b>	23,78,579.93
Other Bank Balances:		
In Fixed Deposits Accounts (with original maturity period of more than 3 months)	<b>51,23,804.00</b>	24,06,971.00
	<b>56,84,354.96</b>	47,85,550.93

**Note 15 : Short-Term Loans & Advances**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Loans & Advances, Secured, Considered Good	<b>12,53,443.00</b>	17,53,443.00
Loans & Advances, Unsecured, Considered Good	<b>42,23,000.00</b>	40,20,000.00
Loans & Advances Unsecured, Doubtful	<b>17,61,950.00</b>	27,21,450.00
	<b>72,38,393.00</b>	84,94,893.00

**Note 16: Revenue from Operations**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
a) Interest Income		
Interest on Loans & Advances	<b>23,32,200.00</b>	28,57,609.00
Interest on Fixed Deposits	<b>3,12,221.00</b>	2,55,577.00
b) Sale of Shares	-	95,765.76
	<b>26,44,421.00</b>	32,08,951.76

**Note 17: Other Income**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
a) Dividend Income		
On Long Term Investments:		
From Equity Shares	<b>2,35,911.02</b>	2,28,006.46
From Mutual Funds	<b>1,91,373.70</b>	48,091.00
On Stock in Trade	<b>1,05,815.38</b>	69,153.54
b) Interest on income tax refund	-	1,327.00
c) Profit on sale of investments	-	14,70,244.98
d) Bad debts recovery	<b>3,00,000.00</b>	21,001.65
e) Miscellaneous income	-	1,000.00
	<b>8,33,100.10</b>	18,38,824.63

**Note 18: Changes in Opening stock and Closing stock of shares**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Opening Stock	<b>13,87,448.00</b>	11,26,397.00
Closing Stock	<b>13,88,085.00</b>	13,87,448.00
	<b>(637.00)</b>	(2,61,051.00)

**Note 19: Employee benefits expenses**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Salaries	<b>4,96,856.00</b>	8,09,832.00
Staff Welfare	<b>20,691.00</b>	18,748.00
	<b>5,17,547.00</b>	8,28,580.00

**Note 20: Other Expenses**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Electricity Charges	<b>20,639.00</b>	23,057.00
Rent	<b>56,025.00</b>	54,000.00
Insurance	<b>8,151.00</b>	10,097.00
Audit Fee	<b>20,500.00</b>	17,950.00
Advertisement Expenses	<b>53,437.91</b>	54,125.00
Annual Custody Fee	<b>27,772.79</b>	20,655.00
Bad Debts	<b>10,00,000.00</b>	-
Bank Charges	<b>2,701.48</b>	3,645.06
Books & Periodicals	<b>8,450.00</b>	6,585.00
Computer Maintenance	<b>6,270.00</b>	7,380.00
Conveyance Expenses	<b>17,698.25</b>	27,527.20
Consultancy Charges	<b>20,000.00</b>	-
Internet & Broadband Charges	<b>9,468.44</b>	13,776.32
Listing Fee	<b>2,90,375.00</b>	2,57,750.00
Membership Fee	<b>44,100.00</b>	22,975.00
Miscellaneous Expenses	<b>47,759.28</b>	35,968.34
Office Maintenance Charges	<b>41,358.00</b>	33,942.00
Postage & Telegrams	<b>22,484.00</b>	16,979.00

**USHAKIRAN FINANCE LIMITED**

Printing & Stationery	<b>32,859.00</b>	34,236.00
Professional Charges	<b>13,000.00</b>	34,425.00
Vehicle Repairs	<b>8,846.00</b>	7,163.00
Secretarial Audit Fee	<b>25,000.00</b>	25,000.00
Share Transfer Fee	<b>62,390.00</b>	61,155.00
Telephone Charges	<b>13,608.00</b>	11,743.00
Website Maintenance Charges	<b>-</b>	6,000.00
	<b>18,52,893.15</b>	7,86,133.92

**Note 21: Provision for Standard and Substandard Assets**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Provision for Standard and Substandard Assets	<b>(10,00,000.00)</b>	3,15,000.00
	<b>(10,00,000.00)</b>	3,15,000.00

**Note 22: Provision for Diminution in the Value of Investments**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Provision on Diminution in the value of Investments	<b>-</b>	<b>-</b>
	<b>-</b>	<b>-</b>

**Note 23: Current Tax**

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Current Tax	<b>1,50,600.00</b>	4,40,000.00
Prior Period Tax	<b>4,77,510.00</b>	<b>-</b>
	<b>6,28,110.00</b>	4,40,000.00

24. As per the records and information available with the company, there are no dues to Micro, Small and Medium Enterprises. Hence, information as required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 is not furnished.

25. None of the Directors or their relatives, firms/ private companies in which any director is a partner/ director / manager or companies under the same management have taken any loan/advance from the company.

	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
26. Auditors Remuneration:		
Statutory Audit Fee	20,000.00	7,250.00
Out of Pocket Expenses	500.00	700.00
	-----	-----
	20,500.00	17,950.00
	-----	-----

27. Earnings per share: The following reflects the Income and Share data used in the computation of Basic and diluted Earnings per share:

	As at 31.03.2018 Rs.	As at 31.03.2017 Rs.
a) Amounts used as the numerator		
Net Profit/(Loss) (Rs.)	11,56,365	29,47,661
b) Weighted average number of equity shares (Nos.)	25,44,500	25,44,500
c) Basic and Diluted Earnings per Share (Rs.)	0.45	1.16

28. The company is mainly engaged in the business of Investments, financing and trading in shares etc., and all other activities of the company revolve around the main business and as such, there are no separate reportable segments.

29. Related Party Transactions:

Related party disclosures as required under Accounting Standard 18 are given below:

### Related Parties

Enterprises significantly influenced by Directors/key Managerial personnel or their relatives: Sigachi Laboratories Limited and Krishnaraj Securities Private Limited.

The following transactions were carried out during the year with related parties in the ordinary course of business:

	<b>As at 31.03.2018 Rs.</b>	<b>As at 31.03.2017 Rs.</b>
Sitting Fee and incidental expenses paid to Directors:		
Sri. T. Adinarayana	<b>NIL</b>	NIL
Sri. Y.B.K. Murthy	<b>NIL</b>	NIL
Sri. P.R.K. Murthy	<b>NIL</b>	NIL
Smt. S. Jhansi Kumari	<b>NIL</b>	NIL

#### 30. Remuneration paid to

Key Managerial Personnel: **Rs.3,90,765/-** Rs.5,64,943/-

(Key Managerial personnel comprises the Manager, Company Secretary and Chief Financial Officer)

There are no balances outstanding from related parties as at 31<sup>st</sup> March, 2018.

#### 31. Quantitative details of (Stocks) Shares & Securities:

	<b>2017-2018</b>		<b>2016-2017</b>	
	<b>Quantity No.</b>	<b>Value Rs.</b>	<b>Quantity No.</b>	<b>Value Rs.</b>
Opening Stock	<b>2,23,491</b>	<b>13,87,448</b>	2,24,607	11,26,397
Purchases	--	--	--	--
Sales	--	--	1,116	95,766
Closing Stock	<b>2,26,765</b>	<b>13,88,085</b>	2,23,491	13,87,448

32. Foreign Exchange Transactions:

	<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>
Value of imports calculated on		
a) C.I.F. basis during the year	<b>NIL</b>	NIL
b) Expenditure in Foreign Currency	<b>NIL</b>	NIL
c) Amount remitted during the year	<b>NIL</b>	NIL
d) Earnings in Foreign Exchange	<b>NIL</b>	NIL

33. Previous year figures have been regrouped/reclassified/rearranged, wherever necessary to conform to the classification of the current year figures.

Per our report of even date annexed

for and on behalf of the Board

for Niranjana & Narayan

Chartered Accountants

Firm Regn. No.005899S

(T. Adinarayana)

Chairman

DIN: 00917498

(P. R. K. Murthy)

Director

DIN: 02769220

(M. Niranjana )

Partner

Membership No. 029552

(J.P.S. Neelam Sai)

Company Secretary

(Omprakash Koyalkar)

Chief Financial Officer

Place : Hyderabad

Date : 30.05.2018

## SCHEDULE TO THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2018

(Disclosure of details as required by Para 13 of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 2007).

PARTICULARS	(Rs. in Lakhs)	
Liabilities		
1. Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
(a) Debentures : Secured	--	--
Unsecured (other than falling within the meaning of public deposits)	--	--
(b) Deferred Credits	--	--
(c) Term Loans	--	--
(d) Inter-corporate loans and borrowing	--	--
(e) Commercial Paper	--	--
(f) Public Deposits	--	--
(g) Other Loans	--	--
<b>Assets</b>		Amount Outstanding
2. Break-up of Loans and Advances including Bills receivables (other than those included in (4) Below)		
(a) Secured		12.53
(b) Unsecured		59.85
3. Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities		
i) Lease assets including lease rentals under sundry debtors:		NIL
(a) Financial Lease		
(b) Operating Lease		
ii) Stock on hire including hire charges under sundry debtors:		NIL
(a) Assets on hire		
(b) Repossessed Assets		
iii) Hypothecation loans counting towards AFC activities		NIL
(a) Loans where assets have been repossessed		
(b) Loans other than (a) above		

4.	Break up of investments :	
	Current investments:	
1.	Quoted	
	i) Shares (a) Equity	--
	(b) Preference	--
	ii) Debentures and Bonds	--
	iii) Units of Mutual Funds	17.27
	iv) Government securities	--
	v) Others (please specify)	--
2.	Unquoted	
	(i) Shares (a) Equity	--
	(b) Preference	--
	(ii) Debentures and Bonds	--
	(iii) Units of Mutual Funds	--
	(iv) Government securities	--
	(v) Others (please specify)	--
	(Stock-in-Trade)	
1.	Quoted	
	i) Shares (a) Equity	13.88
	(b) Preference	--
	ii) Debentures and Bonds	--
	iii) Units of Mutual Funds	--
	iv) Government securities	--
	v) Others (please specify)	--
2.	Unquoted	
	(i) Shares (a) Equity	--
	(b) Preference	--
	(ii) Debentures and Bonds	--
	(iii) Units of Mutual Funds	--
	(iv) Government securities	--
	(v) Others (please specify)	--
	Long Term Investments :	
1.	Quoted	
	(i) Shares (a) Equity	50.19
	(b) Preference	--
	ii) Debentures and Bonds	--
	iii) Units of Mutual Funds	--
	iv) Government securities	--
	v) Others (please specify)	--
2.	Unquoted	
	(i) Shares (a) Equity	1.50
	(b) Preference	--
	ii) Debentures and Bonds	--
	iii) Units of Mutual Funds	22.97
	iv) Government securities	--
	v) Others (please specify)	--

5. Borrower group-wise classification of assets financed as in (2) and (3) above.

1. Related Parties
  - (a) Subsidiaries
  - (b) Companies in the same group
  - (c) Other related Parties
2. Other than related parties
- Total

Amount (net of provisions)

Secured	Unsecured	Total
--	--	--
--	--	--
--	--	--
12.53	42.49	55.02
12.53	42.49	55.02

6. Investor group wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted, excluding Stock-in-Trade)

- Category
1. Related Parties
    - (a) Subsidiaries
    - (b) Companies in the same group
    - (c) Other related Parties
  2. Other than related parties
  - Total

Market Value/ Break up or fair value or NAV	Book value (net of Provisions)
--	--
--	--
--	--
282.32	81.28
282.32	81.28

7. Other Information  
Particulars

- i) Gross Non-performing Assets
  - a) Related Parties
  - b) Other than related Parties
- ii) Net Non-performing Assets
  - a) Related Parties
  - b) Other than related parties
- iii) Assets acquired in satisfaction of debt

--  
17.62

Nil  
0.41

Nil

Per our report of even date annexed  
for Niranjana & Narayan  
Chartered Accountants  
Firm Regn. No.005899S

for and on behalf of the Board

(T. Adinarayana)  
Chairman  
DIN: 00917498

(P. R. K. Murthy)  
Director  
DIN: 02769220

(M. Niranjana)  
Partner  
Membership No.029552

(J.P.S. Neelam Sai)  
Company Secretary

(Omprakash Koyalkar)  
Chief Financial Officer

Place : Hyderabad  
Date : 30.05.2018

**FORM NO. MGT – 11****PROXY FORM**

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

CIN	L65923TG1986PLC006294
Name of the Company	USHAKIRAN FINANCE LIMITED
Registered Office	405, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad – 500 001. Tel: 040-2320 1073 / 2320 4273, Email: ushakiranfinance@yahoo.co.in Website: www.uflfinance.com

Name of the member(s)	
Registered Address	
E-Mail ID	
Folio No/DP & Client ID	

I/We, being the member(s), holding \_\_\_\_\_ shares of the above named company, hereby appoint

Name		Signature
Address		
E-Mail ID		

or failing him

Name		Signature
Address		
E-Mail ID		

or failing him

Name		Signature
Address		
E-Mail ID		

**USHAKIRAN FINANCE LIMITED**

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty Second Annual General Meeting of the Company, to be held on Friday, 07<sup>th</sup> September, 2018 at 10.00 a.m., at H.No: 8-3-976/23A, Shalivahana Nagar Colony, Shalivahana Nagar Community Hall, Yellareddyguda, (Adjacent to Srinagar Colony), Hyderabad – 500073, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Type of Resolution	For	Against
1.	Ordinary Business: Adoption of Audited Financial Statements and Reports of Board of Directors and Auditors for the year ended 31 <sup>st</sup> March, 2018.	Ordinary Resolution		
2	Re-appointment of Mr. T. Adinarayana, as a Director of the Company who retires by rotation and being eligible offers himself for re-appointment as Director.	Ordinary Resolution		
3	Special Business: To Appoint Mr. T. Raja Sekhar as a Director of the company, liable to retire by rotation.	Ordinary Resolution		
4	To Appoint Mr. Omprakash Koyalkar as the Manager of the Company.	Ordinary Resolution		
5	To Approve the Fee for Service of documents to Members U/s.20 of the Companies Act, 2013.	Ordinary Resolution		

Signed this ..... Day of ..... 2018.

Affix Re. 1/-  
Revenue  
stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



**USHAKIRAN FINANCE LIMITED**

Regd. Office: 405, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad – 500 001.

Tel: 040-2320 1073 / 2320 4273, [www.uffinance.com](http://www.uffinance.com).

CIN: L65923TG1986PLC006294, Email: [ushakiranfinance@yahoo.co.in](mailto:ushakiranfinance@yahoo.co.in)

**THIRTY SECOND ANNUAL GENERAL MEETING**

Date: 07<sup>th</sup> September, 2018 Time: 10.00 a.m.

**ATTENDANCE SLIP**

To be handed over at the entrance of Meeting Hall

Regd. Folio / DP ID & Client ID	
No. of Shares held	
Name and Address of The Shareholder	
Name of the Proxy	
Signature of the Shareholder / Proxy Present	

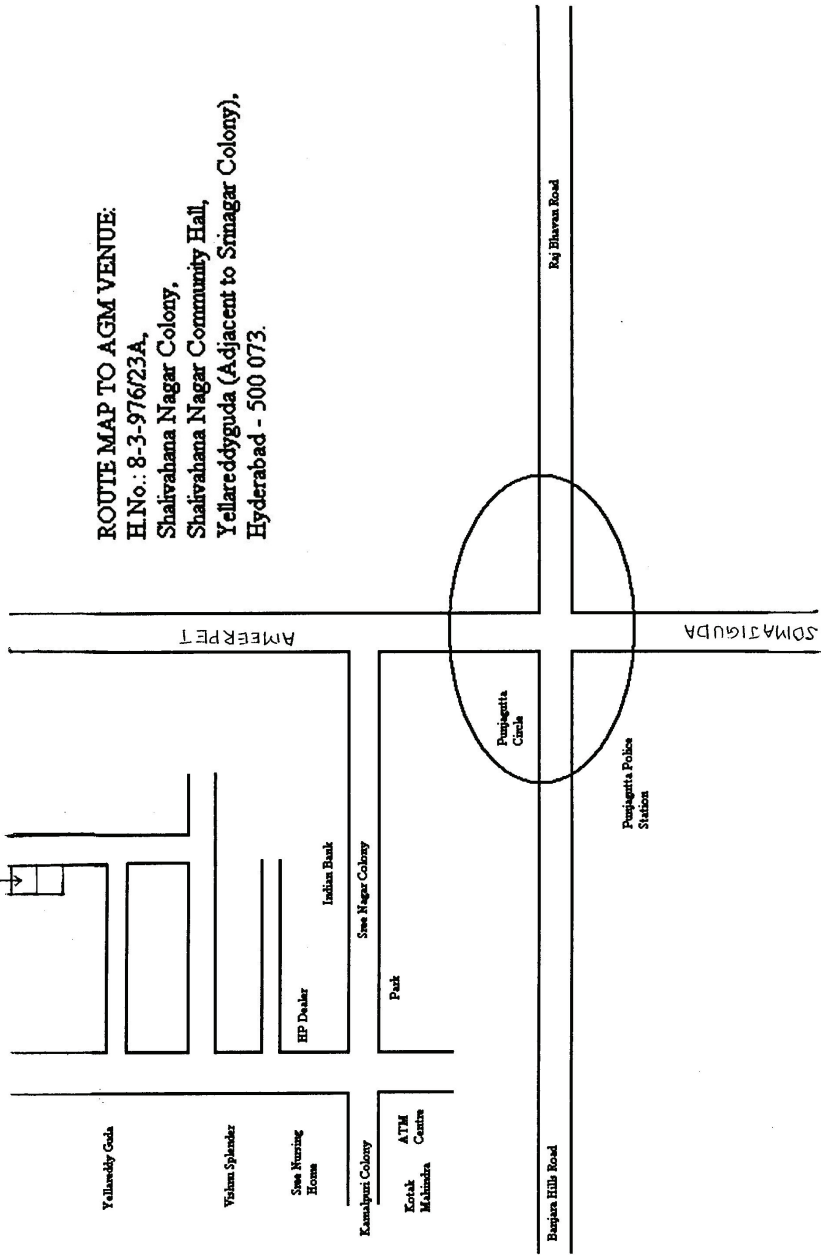
1. I, hereby record my/our presence at the Thirty Second Annual General Meeting of the Company at H.No.:8-3-976/23A, Shalivahana Nagar Colony, Shalivahana Nagar Community Hall, Yellareddyguda, (Adjacent to Srinagar Colony), Hyderabad – 500073, Telangana.
2. Shareholder / Proxy holder wishing to attend the meeting must bring this Attendance Slip, duly signed, to the meeting and hand it over at the entrance.
3. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.







Shalivahana Nagar Community Hall



ROUTE MAP TO AGM VENUE:  
H.No.: 8-3-976/23A,  
Shalivahana Nagar Colony,  
Shalivahana Nagar Community Hall,  
Yellareddyguda (Adjacent to Sinagar Colony),  
Hyderabad - 500 073.

**PRINTED MATTER**

If Undelivered Please return to:

**USHAKIRAN FINANCE LIMITED**

CIN: L65923TG1986PLC006294

Regd. Office: 405, Raghava Ratna Towers,  
Chirag Ali Lane, Hyderabad – 500 001.