

**THIRTY FIRST ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH 2016**



BOARD OF DIRECTORS**SRI. R. RAMAKRISHNAN****SRI. S E S MANI****SRI. S RAMAKRISHNAN****SMT. NALINI RAJESH****CHIEF EXECUTIVE OFFICER****SRI. R SOMASUNDARAM****CHIEF FINANCIAL OFFICER
& COMPANY SECRETARY****SRI. R KRISHNAN****BANKERS****The Karur Vysya Bank Ltd.
United Bank of India
State Bank of Mysore****AUDITORS****M/S. SUNDARAM & SRINIVASAN
Chartered Accountants
23, C P Ramaswamy Road,
Chennai - 600 018.****REGISTERED OFFICE****III Floor
Auras Corporate Centre
98-A, Dr. Radharkrishnan Salai,
Mylapore, Chennai - 600 004
Tel: 044 - 2847 8605
Email : upasana_shares@yahoo.com****Green Initiative in the Corporate Governance**

The Ministry of Corporate Affairs has taken a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses with RTA of the Company.

Upasana Finance Limited

CIN: L65191TN1985PLC011503

Registered Office: 98A, 3rd Floor, Dr.Radhakrishnan Salai, Mylapore, Chennai-600 004

Phone: +91-44-28478605

E-mail: upasana_shares@yahoo.com:Website:www.upasanafinance.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Thirty First Annual General Meeting of the Members of the Company will be held at the Music Academy – Kasturi Srinivasan Hall (Mini Hall) No. 168 T T K Road, Royapettah, Chennai 600 014 on Wednesday 28th September 2016 at 10.00 am to transact the following business:

ORDINARY BUSINESS

To consider and if thought fit, to pass the following items of business, as Ordinary Resolutions:

- To adopt the Audited Financial Statement for the year ended 31st March, 2016 together with Reports of the Board of Directors and Auditors thereon.
"RESOLVED that the Audited financial statement for the year ended 31st March, 2016 together with the Auditors Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted."
- To re-elect Smt. Nalini Rajesh, who retires by rotation, as a Director of the Company.
"RESOLVED that Smt. Nalini Rajesh (holding DIN No. 07140228) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the Company."
- To ratify the appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors of the Company.
"RESOLVED that the appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (Registration No. 004207S with the Institute of Chartered Accountants of India) as Auditors of the Company for the third consecutive year (in the transition term of three consecutive years approved at the Twenty Ninth Annual General Meeting held on 26th September, 2014), commencing from the conclusion of this annual general meeting until the conclusion of next annual general meeting, be and is hereby ratified."

Chennai
22nd August 2016

By Order of the Board
R KRISHNAN
Chief Financial Officer & Company Secretary

NOTES:

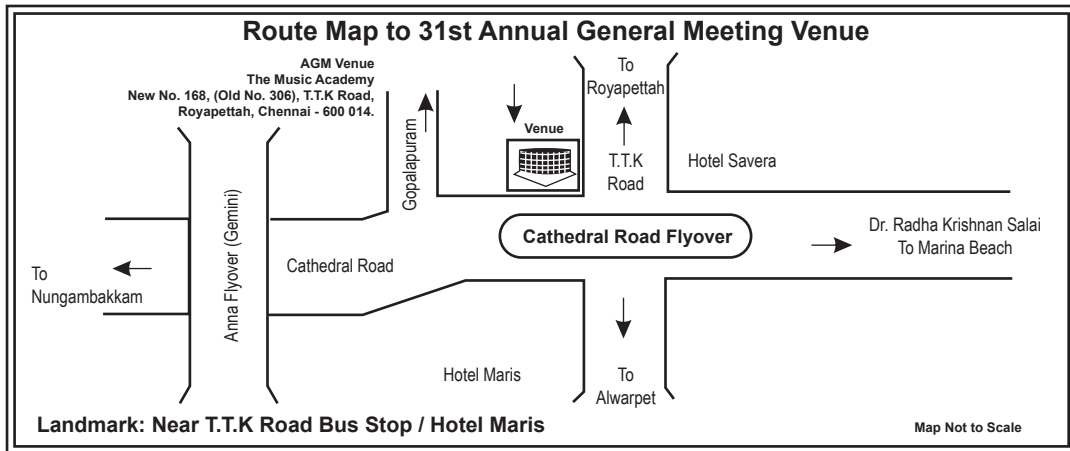
- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total voting share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
 - The instrument appointing proxy should be deposited either at the Registered Office of the Company or at the office of the Company's Share Transfer Agents viz. Integrated Enterprises (India) Limited, Kences Towers, 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai - 600 017 at least 48 hours before the commencement of the meeting. Proxy form enclosed.
 - Regulation 12 and Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 among other things, mandates for usage of electronic payment instruments, companies whose securities are listed on the stock exchanges shall maintain requisite bank details of their investors. Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides that only in cases where MICR, IFSC Code required for making electronic payment are not available or the electronic payments instructions have failed or have been rejected by the Bank, companies / R&STA can make cash payments (i.e. dividend warrants) to investors. However, even while making such payments, companies shall mandatorily print the bank account details of the investors on such electronic payments. In view of the above circular, investors may note the following advice:- Investors holding shares in physical mode are requested to intimate / update the bank account details viz, Bank Name, Bank Branch, Account Number, MICR No., IFSC Code along with a copy of the cancelled cheque to the company / R&STA for updating the records. Investors holding shares in demat mode are requested to intimate / update the bank account details along with other details as may be required by their concerned Depository Participant.
 - Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive).
 - Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the meeting so as to enable the Management to keep the information ready.
 - In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.
 - Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent of the Company :
 - any change in their address/mandate/bank details
 - particulars of their bank account, in case they have not been sent earlier
 - nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier
 - share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account
- Members holding physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
- Members, holding shares in electronic form, may please note that, as per the applicable regulations of the Depositories, the bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants issued from time to time. The Company will not entertain any direct request from such members for deletion of / change in such bank details. Further, instructions if any, already given by members in respect of shares in physical form will not be automatically applicable to the dividend payable on shares in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.
- Members holding shares in electronic form are requested to advise change of their address and nomination to their Depository participants.
- Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with the attendance slip and proxy form are being sent to all the members whose email address are registered with the company / Depository Participant(s) for communication purposes. Physical copy of the Annual Report and Notice of the Annual General Meeting are being sent in the permitted modes of dispatch to all the shareholders.
 - Members are requested to affix their signatures at the space provided on the Attendance slip and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the annual general meeting. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual general meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.
 - Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website www.upasanafinance.com for download. The physical copies of such documents will also be available at the company's registered office in Chennai for inspection during normal business hours on working days. Members desiring to receiving the reports in physical form, even after registering for e-mail mode, may request for the same, upon which reports will be dispatched free of cost. For any communication in this regard, members may send their requests to upasana_shares@yahoo.com.

12. Voting through electronic means and at the AGM:

- i. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 31st 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 annual general meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- iii. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- iv. The remote e-voting period commences on Sunday 25th September 2016 (9.00 a.m. Indian Standard Time) and ends on Tuesday 27th September 2016 (5.00 p.m. Indian Standard Time). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September 2016 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- v. The process and manner of remote e-voting are as follows:-
 - (A) In case a Member receives an email from NSDL, whose email IDs is registered with the Company/ Depository Participant(s).
 - 1) Open email and open PDF file named – "Upasana Finance Limited remote e-voting pdf" with the Client ID or Folio No. as password. The said PDF file contains the user ID and password / PIN for e-voting. Please note that the password is an initial password, which the member may change. You will not receive this PDF file if you are already registered with NSDL for e-voting
 - 2) Launch internet browser by typing the URL: <http://www.evoting.nsd.com/>
 - 3) Click on Shareholder – Login
 - 4) Type the USER ID and PASSWORD as initial password / PIN noted in Step (i) above. Thereafter, Click Login
 - 5) Password change menu will appear now. Change the password / PIN with new password with minimum 8 digits / characters or combination thereof. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. You make a note of the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
 - 6) Home page of e-voting opens. Click on e-voting and select Active voting cycles.
 - 7) Select "EVEN" of Upasana Finance Limited.
 - 8) Now, the members may cast the vote as the page opens.
 - 9) Members may cast their vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - 10) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - 11) Once a member has voted on the resolution, the member will not be allowed to modify the vote.
 - 12) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (pdf / jpeg format) of the relevant Board Resolution together with attested specimen signature of the duly authorised signatory(ies) vote to Scrutiniser through email to sriramkrishnamurthy@rediffmail.com or skcocs@gmail.com with a copy marked to evoting@nsdl.co.in
 - (B) In case of a member whose email IDs are not registered with the Depository Participant(s) (physical copy of the Annual Report is being sent)
 - a. Initial password is provided on the Attendance Slip for the AGM:
 - b. The Member may follow all steps from serial no. (2) to (12) in (A) above to cast the vote.
- (vi) In case of any queries, the member may refer the frequently asked questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsd.com or contact NSDL at the toll free no 1800-222-990.
- (vii) If the member is already registered with NSDL for e-voting then the member can use the existing USER ID and PASSWORD / PIN for casting the vote.
- (viii) Members can also update their mobile number and email id in the user profile details of the folio, which may be used for sending future communications.
- (ix) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equities share capital of the company as on the cut-off date of 21st September, 2016.
- (x) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2016 may obtain the login ID and password by sending an email to yuvraj@integratedindia.in or evoting@nsdl.co.in by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (xi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers. A person who is not a member as on the cutoff date should treat this Notice for information purpose only
- (xii) The Company has appointed Sri K Sriram, Practicing Company Secretary (CP No.2215) as Scrutiniser for conducting the remote e-voting process and voting through ballot papers at the AGM in a fair and transparent manner.
- (xiii) The Scrutiniser shall, immediately after the conclusion of voting at general meeting, 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. Scrutiniser shall within 48 hours of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- (xiv) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 28th September, 2016. The results along with the Scrutiniser's Report shall be placed on the website of the Company www.upasanafinance.com and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or any other director authorized by him in writing. The results shall also be communicated to the Stock Exchange viz. BSE Limited, Mumbai.

13. Particulars of director seeking appointment in this Annual General Meeting as required to be furnished under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Smt. Nalini Rajesh (holding Din No.07140228), aged about 51 years is an Economics graduate and Master of Business Administration (MBA) in Human Resources function. She has 24 years' experience in Human resources functions of various corporates. She joined the Board of Upasana Finance Limited on 31st March 2015. She does not hold any shares in the company and is not related to any of the Directors or Key Managerial Personnel of the Company. As on date she is not holding directorship or committee membership in any other company. She has furnished the requisite consent and declarations for her appointment. She is not being paid any sitting fees or any other remuneration till date as Director of the company. She has attended all the five meetings of the Board held during the year.



BOARD’S REPORT TO THE SHAREHOLDERS

The Directors have pleasure in presenting the Thirty First Annual Report, together with the audited accounts for the year ended 31st March 2016.

1. FINANCIAL RESULTS

Particulars	Rs./Lakhs	
	2015-16	2014-15
Income from Operations	127.47	174.68
Profit / (Loss) before interest & depreciation	52.77	103.93
Less: Interest	0.03	1.54
Less: Depreciation	-	-
Profit / (Loss) before tax	52.74	102.39
Less: exceptional items – provision for diminution in investments	-	0.01
Add / (Less): Provision for Tax (including Deferred Tax)	7.42	23.36
Profit / (Loss) after tax	45.32	79.02
Add / (Less): Balance brought forward	(82.78)	(146.00)
Amount available for appropriation	(37.46)	(66.98)
Less: Appropriations	9.06	15.80
Balance carried forward	(46.52)	(82.78)

2. OPERATIONS

a) Income

The income from operations of the company for the year under review was at Rs.127.47lakhs as against Rs, 174.68 lakhs during the previous year.

b) Profit after tax

The profit after tax of the company for the year under review was Rs. 45.32 lakhs as against Rs.79.02 lakhs during the previous year.

3. MANAGEMENT DISCUSSION AND ANALYSIS

a) Classification by Reserve Bank of India (RBI)

The company is registered with RBI as Non Deposit taking Non-Banking Financial Company (NBFC-ND) and has a valid certificate of Registration.

b) Business Review

The Company continues to concentrate upon recovery of overdue receivables. Even while pursuing the legal route, the company attempts negotiations with customers for early recovery of debts. During the year, the company has collected an amount of Rs.10 lakhs.

(c) Future Outlook

The Company is not entering into fresh contracts for business and is continuing to concentrate upon recovery of overdue receivables and is hopeful that the impact of this approach on the net worth will be more beneficial to the Company.

4. DIVIDEND

In view of accumulated losses, the Directors do not recommend any dividend for the year under review.

5. TRANSFER TO RESERVES

An amount of Rs.9,06,498/-(Last year Rs.15,80,370/-) has been transferred to Special Reserve as per the requirement under Section 45 IC of the Reserve Bank of India Act, 1934. The company has not transferred any amount to the general reserves.

6. EXTRACT OF ANNUAL RETURN

An extract of the annual return in Form MGT-9 is appended as Annexure I to this Report.

7. CORPORATE GOVERNANCE

Annexure to SEBI circular CIR/CFD/Policy CELL/2014 dated September 15, 2014 applicable upto 30th November 2015 prescribes that the compliance with the provisions of clause 49 shall not be mandatory in respect of companies having paid up equity share capital not exceeding Rs.10 crore and Net worth not exceeding Rs.25 crore as on the last day of the previous financial year. Clause 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (LODR Regulations) with effect from 1st December 2015 prescribes that, corporate governance provisions as specified in 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 paras C, D and E of Schedule V shall not apply in respect of listed entity having paid up equity share capital not exceeding Rs.10 Crores and Net worth not exceeding Rs.25 Crores as on the last day of the previous financial year. As the Equity Share Capital of the Company is Rs. 4.28 Crores and Net worth is Rs. 11.71 Crores as on 31st March 2015, the corporate governance clauses are not applicable to the Company. Hence the Company is not providing separate report on corporate governance and also a certificate confirming the compliance of Corporate Governance Requirements

8. DIRECTORS

The existing composition of the company's board is fully in conformity with the applicable provisions of the Companies Act, 2013 with regard to Independent Directors and women directors.

Smt. Nalini Rajesh (DIN 07140228), of the company is liable to retire by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers herself for re-appointment. Necessary resolution for the re-appointment is being placed for approval of the members at the AGM. The board, therefore, recommends her re-appointment as a director of the Company. A brief resume of her and other relevant information have been furnished in the notice convening the AGM.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:-

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) the directors have selected such accounting policies 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 and of the profit of the Company for that year.
- c) the directors have taken proper and sufficient care 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.
- d) the directors have prepared the annual accounts on a going concern basis.
- e) the directors have laid down internal financial controls which are adequate and are operating effectively.
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. DECLARATION BY INDEPENDENT DIRECTORS

All the independent directors have submitted the declaration of independence, as required pursuant to Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as laid down section 149(6) of the Companies Act, 2013.

11. BOARD MEETINGS

During the financial year 2015-2016, five board meetings were held respectively on 30th April 2015, 29th May 2015, 14th August 2015, 2nd November, 2015 and 8th February 2016. Sri S Ramakrishnan, Director, Sri S E S Mani, Director and Smt Nalini Rajesh, Director attended all the meetings. Sri S Ramakrishnan, Director attended two meetings.

12. COMMITTEES OF THE BOARD

Currently, in line with the statutory requirement, the Board has three committees namely the audit committee, nomination and remuneration committee and stakeholder's relationship committee.

a) Audit Committee

The committee consists of Sri R Ramakrishnan, Sri S Ramakrishnan and Sri S E S Mani all independent non-executive directors. Sri R Ramakrishnan is the Chairman of the Committee. Mr. R Krishnan, CFO & Company Secretary, is the Secretary of the Committee. The Audit Committee met four times during the financial year on 29th May 2015, 14th August 2015, 2nd November, 2015 and 8th February 2016. Sri R Ramakrishnan and Sri S E S Mani attended all the meetings. Sri S Ramakrishnan attended two meetings. The terms of reference inter alia include the recommendation for appointment, remuneration and terms of appointment of auditors of the company, examinations of the financial statement and the auditors' report thereon and other matters specified for audit committees under Section 177 of the Companies Act, 2013.

b) Nomination and Remuneration Committee

The committee consists of Sri R Ramakrishnan, Sri S Ramakrishnan and Sri S E S Mani all independent non-executive directors. Sri R Ramakrishnan is the Chairman of the Committee. The Committee met once during the financial year on 29th May 2015. All the members attended the meeting.

c) Stakeholders Relationship Committee

The committee consists of Sri R Ramakrishnan, Sri S Ramakrishnan and Sri S E S Mani Director all independent non-executive directors. Sri R Ramakrishnan Director is the Chairman of the Committee. The committee met once during the financial year on 29th March 2016. All the members attended the meeting.

13. VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Board has adopted a policy on Whistle Blower Policy (vigil mechanism) in accordance with the provisions of the Companies Act, 2013, which provides a formal mechanism for all directors, individual employees and other stakeholders of the Company, to report their genuine concerns or grievances about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics. The policy also provides for adequate safeguards against victimisation of director(s)/ employees(s) who avail of the mechanism, and also provides direct access to the Chairman of the audit committee. The whistle blower policy is available in our website at the link <http://www.upasanafinance.com/pdf/WHISTLE-BLOWER-POLICY.pdf>

14. NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy for selection and appointment of Directors, Senior management and key managerial personnel and the remuneration of directors, key managerial personnel and other employees. The Nomination and Remuneration Policy is attached in Annexure II of this report.

15. CHANGES IN DIRECTORS/ KEY MANAGERIAL PERSONNEL

Smt. Nalini Rajesh was appointed a non-executive director of the company, liable for retirement by rotation, by the members at the 30th Annual General Meeting held on 10th September 2015.

Pursuant to section 203 of the Companies Act, 2013 the following continue to be the Whole time Key Managerial Personnel of the company:

Sri R Somasundaram Chief Executive Officer

Sri R Krishnan, Chief Financial Officer and Secretary

16. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, evaluation of all the Board members, its committees and the Board as a whole was done on an annual basis, as per the criteria for performance evaluation framework laid down by the Nomination and Remuneration Committee and approved by the Board. During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual directors. The exercise was carried out through an evaluation process covering various aspects of the Board's functioning such as composition of the Board and Committees, frequency of meetings, administration of meeting, flow of information to the Board, experience and competencies, performance of specific duties and obligations, disclosure of information to the Board and Stakeholders etc. A separate exercise was carried out to evaluate the performance of individual directors who were evaluated on parameters such as attendance, contribution at the meetings and independence judgment. The Directors expressed their satisfaction with the evaluation results.

17. SEPERATE MEETING OF INDEPENDENT DIRECTORS

As stipulated by the Code for Independent Directors under the Companies Act, 2013 a separate meeting of the Independent Directors of the Company was held on 29th March, 2016 to review the performance of the Board as a whole taking into account the views of the non-executive director. The independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees, which is necessary to effectively and reasonably perform and discharge their duties. The directors were satisfied with the evaluation results. All the three independent directors, namely, Sri R Ramakrishnan, Sri S Ramakrishnan, and Sri S E S Mani attended the meeting on 29th March 2016.

18. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The particulars required under Section 197(12) of the Companies Act, 2013, read with rule 5(1) of the (Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as Annexure III and forms part of this report. None of the employees were in receipt of remuneration in excess of the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

19. AUDITORS**a) STATUTORY AUDITORS**

Pursuant to Section 139 of the Companies Act, 2013, M/s Sundaram & Srinivasan, Chartered Accountants, Chennai, (Registration No. 004207S with the Institute of Chartered Accountants of India), were appointed as Auditors of the Company at the 29th Annual General Meeting (AGM) of the shareholders of the company held on 26th September, 2014, for the transition period of three consecutive years commencing from the conclusion of the 29th AGM to the conclusion of the 32nd AGM for the financial year 2016-17, subject to ratification at every annual general meeting. Their appointment for the financial year 2015-16 was duly ratified at the 30th AGM held on 10th September 2015. The Company has received a certificate from the statutory auditors to the effect that ratification of their appointment for the financial year 2016-17, if made, would be in compliance with the requirements of the Companies Act, 2013 and the rules made thereunder. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, propose to recommend the said ratification by the members at the ensuing 31st AGM. The Auditors' report for the financial year ended 31st March 2016 does not contain any qualification, reservation or adverse remarks.

b) SECRETARIAL AUDITORS

Pursuant to Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, the Board of Directors have appointed M/s. Krishnamurthy & Co. Company secretaries, Chennai as the Secretarial Auditors of the Company to conduct the Secretarial Audit for the financial year 2015-2016. The Secretarial Audit Report issued by Sri K Sriram, Practising Company Secretary (CP No.2215), Partner, M/s. S Krishnamurthy & Co., Company Secretaries, Chennai in Form MR-3 is enclosed vide Annexure IV and forms part of this report. The Secretarial Audit Report does not contain any qualification, reservation, observation or any other adverse remarks. The Board has re-appointed M/s. S Krishnamurthy & Co. Company Secretaries, Chennai, as Secretarial Auditor of the Company for the financial year 2016-17 as per the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014.

c) INTERNAL AUDITORS

The Board of Directors, as per the recommendation of Audit Committee, appointed Smt Latha Raghunathan (membership No.22689 with the Institute of Chartered Accountants of India (ICAI), Partner L R Associates (Firm Regn. No.001881S with ICAI) as Internal Auditors of the Company pursuant to Section 138 read with Rule 13 of the Companies (Accounts) Rules, 2014. The internal audit report has been reviewed by the audit committee.

20. INTERNAL FINANCIAL CONTROLS

The Company has adequate system of internal financial controls to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them. The Company confirms that there are proper and adequate internal control systems and procedures commensurate with its size and nature of its business for ensuring the orderly and efficient conduct of its business for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information. The company has not noticed any major weakness in the internal financial control procedures.

21. RISK MANAGEMENT

The Company had identified certain business risks and also the measures for dealing with such risks which it faces in day to day operations of the Company. As the company is concentrating in collection of over dues the traditional risks associated with Non-Banking Financial Companies like Credit risk, currency risk, liquidity risk and interest rate risk are not applicable to the company. However the company faces operational risks relating to people, process, legal environment and external factors, investment risk and regulatory risks. The company manages these risks by prudently investing its funds, managing its people and complying with all the regulations. These risks are continuously reviewed and monitored by the management. The Board also reviews the risks and corrective actions and mitigation measures are taken as and when needed.

22. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

There were no complaints/cases pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

23. GENERAL

The company has nothing to report/disclose in respect of the following items as detailed below:

- a) There were no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.
- b) The Company has no subsidiary, associate or Joint venture companies and hence reporting on the performance and financial position of them as per AOC 1 and preparation of consolidated financial statements are not applicable to the company.
- c) There is no change in the nature of business of the Company during the year.
- d) No company have become or ceased to be its subsidiaries, joint ventures or associates during the year under review.
- e) During the year under review, the Company has not accepted any deposits from the public within the meaning of Section 73 of the Companies Act, 2013
- f) There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.
- g) The company has not issued any equity shares with differential rights during the year under review.
- h) The company has not issued any shares including sweat equity shares to the employees under any scheme during the year under review.
- i) The company was not required to constitute a 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 policy on Corporate Social responsibility and the initiatives taken are not applicable to the company.
- j) The provisions of section 186 is not applicable to the company and hence reporting under section 186 on loans, guarantees and investments does not arise.
- k) All related party transactions were entered at arms' length basis and in the ordinary course of business. There were no material contracts or arrangements with related parties referred to in sub-section (1) of Section 188. Hence, Form AOC-2 pursuant to the Companies (Accounts) Rules 2014 is not enclosed
- l) The Company has nothing to report on conservation of energy and technology absorption. There were no foreign exchange earnings or outgo for the company during the year.

24. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation for the continued support from all those assisting the recovery of over dues. The Directors also wish to thank the employees for their co-operation.

On behalf of the Board

Chennai
May 20, 2016

R Ramkrishnan
Director
DIN: 00236673

S Ramkrishnan
Director
DIN: 00270433

FORM NO.MGT-9
EXTRACT OF ANNUAL RETURN

Annexure-I

as on the financial year ended 31st March, 2016

[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**

CIN	L65191TN1985PLC011503
Registration Date	25th January 1985
Name of the Company	UPASANA FINANCE LIMITED
Category / Sub-Category of the Company	Public Limited Company
Address of the Registered Office and contact details	98-A, III Floor, Dr Radhakrishnan Salai Mylapore, Chennai – 600 004 Phone No.91-44-28478605, Email:Upasana_shares@yahoo.com
Whether listed company	Yes. Listed in BSE Limited
Name, Address and Contact details of the Registrar and Transfer Agent, if any.	Mr Suresh Babu, Senior Vice President Integrated Enterprises (India) Limited Kences Towers, 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai-600 017 Telephone: +91 44 28140801-803

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

S.No.	Name and description of main products / services	NIC Code of the Product / service	% of total turnover of the company
1	Financial Activities	64-649	100.00 %

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

S.No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary	% of shares held	Applicable Section
		NOT APPLICABLE			

IV. **SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**(i) **Category wise shareholding**

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
1. Indian									
a) Individuals / HUF	3000200	-	3000200	70.13	3000200	-	3000200	70.13	Nil
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(1)	3000200	-	3000200	70.13	3000200	-	3000200	70.13	Nil
Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-Total (A)(2)	-	-	-	Nil	-	-	-	-	Nil

Total shareholding (A)=(A)(1)+ (A)(2)	3000200	-	3000200	70.13	3000200	-	3000200	70.13	Nil
B. Public Shareholding									
1.Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	220947	-	220947	5.16	182802	-	182802	4.27	(0.89)
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others Specify	-	-	-	-	-	-	-	-	-
Sub-tot(B)(1)	220947	-	220947	5.16	182802	0	172802	4.27	(0.89)
2.Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.- Indian & Overseas	11630	25100	36730	.86	13583	25000	38583	0.90	0.04
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs 1lakh	203267	727092	930359	21.75	239731	710792	950523	22.22	0.47
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	64664	25000	89664	2.10	79470	25000	104470	2.44	0.34
c) Others (Specify)	100	-	100	0.00	-	-	0	0.00	(0.00)
Sub-Tot (B)(2)	279661	777192	1056853	24.70	334206	760792	1094998	25.60	0.89
Total Public Shareholding (B) = (B) (1)+(B)(2)	500608	777192	1277800	29.87	517008	760792	1277800	29.87	Nil
C. Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-
Grand Total = A+B+C	3500808	777192	4278000	100.00	3517208	760792	4278000	100.00	Nil

(ii) Shareholding of Promoters

S.No.	Shareholders' Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change 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	
1	Sri Suresh Krishna	687650	16.08	0.00	687650	16.08	0.00	Nil
2	Ms. Usha Krishna	1395950	32.63	0.00	1395950	32.63	0.00	Nil
3	Ms. Arathi Krishna	458300	10.71	0.00	458300	10.71	0.00	Nil
4	Ms Arundathi Krishna	458300	10.71	0.00	458300	10.71	0.00	Nil
	Total	3000200	70.13	0.00	3000200	70.13	0.00	Nil

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

There have been no changes in the Promoters' shareholding during the year.

(iv) Shareholding pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

SL NO	NAME	Opening Balance		Increase / (Decrease) in shareholding transfer		Closing Balance	
		Shares	%	Shares	%	Shares	%
1	ORIENTAL BANK OF COMMERCE						
	PAN :AAACO0191M						
	Opening Balance as on 01-04-2015	220947	5.165				
	10-04-2015			(7410)	(0.17)	213537	4.992
	17-04-2015			(905)	(0.02)	212632	4.970
	08-05-2015			(250)	(0.01)	212382	4.965
	22-05-2015			(147)	(0.00)	212235	4.961
	30-06-2015			(1)	0.00	212234	4.961
	03-07-2015			(2)	0.00	212232	4.961
	31-07-2015			(100)	(0.00)	212132	4.959
	25-09-2015			(180)	(0.00)	211952	4.954
	09-10-2015			(1)	0.00	211951	4.954
	16-10-2015			(488)	(0.01)	211463	4.943
	06-11-2015			(160)	(0.00)	211303	4.939
	13-11-2015			(1)	0.00	211302	4.939
	18-12-2015			(2500)	(0.06)	208802	4.881
	31-12-2015			(21000)	(0.49)	187802	4.390
01-01-2016			(5000)	(0.12)	182802	4.273	
	Closing Balance as on 31-03-2016					182802	4.273
2	ASHA RAJESH MEHTA						
	PAN :800008						
	Opening Balance as on 01-04-2015	25000	0.584				
	Closing Balance as on 31-03-2016					25000	0.584
3	PRAKASHBHAI K VAGHELA						
	PAN :AHAPV1883F						
	Opening Balance as on 01-04-2015	24999	0.584				
	03-04-2015			(99)	(0.00)	24900	0.582
	10-04-2015			9	0.00	24909	0.582
	17-04-2015			(535)	(0.01)	24374	0.570
	24-04-2015			30	0.00	24404	0.570
	15-05-2015			(40)	(0.00)	24364	0.570
	22-05-2015			(13)	0.00	24351	0.569
	05-06-2015			6	0.00	24357	0.569
	12-06-2015			(2)	0.00	24355	0.569
	19-06-2015			(190)	(0.00)	24165	0.565
	26-06-2015			(2700)	(0.06)	21465	0.502
	03-07-2015			(102)	(0.00)	21363	0.499
	10-07-2015			(62)	(0.00)	21301	0.498
	17-07-2015			1	0.00	21302	0.498
	24-07-2015			(135)	(0.00)	21167	0.495
	31-07-2015			(85)	(0.00)	21082	0.493
	05-08-2015			15	0.00	21097	0.493
	07-08-2015			(719)	(0.02)	20378	0.476
	14-08-2015			(198)	(0.01)	20180	0.472
	21-08-2015			(1743)	(0.04)	18437	0.431
	28-08-2015			(13)	0.00	18424	0.431
31-08-2015			10	0.00	18434	0.431	
04-09-2015			(11)	0.00	18423	0.431	
11-09-2015			(29)	(0.00)	18394	0.430	
18-09-2015			(91)	(0.00)	18303	0.428	
25-09-2015			(597)	(0.01)	17706	0.414	
30-09-2015			(45)	(0.00)	17661	0.413	
02-10-2015			(10)	0.00	17651	0.413	
09-10-2015			(394)	(0.01)	17257	0.403	
16-10-2015			(375)	(0.01)	16882	0.395	
23-10-2015			(246)	(0.01)	16636	0.389	

	30-10-2015			(4063)	(0.10)	12573	0.294
	06-11-2015			(2429)	(0.06)	10144	0.237
	13-11-2015			(1308)	(0.03)	8836	0.207
	20-11-2015			(5)	0.00	8831	0.206
	27-11-2015			(501)	(0.01)	8330	0.195
	04-12-2015			(2015)	(0.05)	6315	0.148
	11-12-2015			(1026)	(0.02)	5289	0.124
	18-12-2015			(2613)	(0.06)	2676	0.063
	21-08-2015			(2676)	(0.06)	0	0.000
	Closing Balance as on 31-03-2016					0	0.000
4	BAJAJ AUTO LTD						
	PAN :4317						
	Opening Balance as on 01-04-2015	19900	0.465				
	Closing Balance as on 31-03-2016					19900	0.465
5	LAKSHMI M						
	PAN :AFTPL6609N						
	Opening Balance as on 01-04-2015	19499	0.456				
	Closing Balance as on 31-03-2016					19499	0.456
6	GHANSHYAM N GAJJAR						
	PAN :ABSPG1705D						
	Opening Balance as on 01-04-2015	15000	0.351				
	04-12-2015			2000	0.05	17000	0.397
	18-12-2015			4000	0.09	21000	0.491
	25-12-2015			2000	0.05	23000	0.538
	Closing Balance as on 31-03-2016					23000	0.538
7	SRINIVASAN RAMESH .						
	PAN :AACPR6226K						
	Opening Balance as on 01-04-2015	10166	0.238				
	Closing Balance as on 31-03-2016					10166	0.238
8	NAVNIT S JIVAN						
	PAN :800006						
	Opening Balance as on 01-04-2015	10000	0.234				
	Closing Balance as on 31-03-2016					10000	0.234
9	NAYAN ARUN JAGJIVAN						
	PAN :800011						
	Opening Balance as on 01-04-2015	8800	0.206				
	Closing Balance as on 31-03-2016					8800	0.206
10	SONAL RUPESH JOBANPUTRA						
	PAN :AGNPJ4922B						
	Opening Balance as on 01-04-2015	8536	0.200				
	Closing Balance as on 31-03-2016					8536	0.200
11	NAKUL ARUN JAGJIVAN						
	PAN :ACYPJ1948E						
	Opening Balance as on 01-04-2015	7200	0.168				
	Closing Balance as on 31-03-2016					7200	0.168
12	S VENKATESWARAN						
	PAN :800004						
	Opening Balance as on 01-04-2015	7000	0.164				
	Closing Balance as on 31-03-2016					7000	0.164
13	NINJA SECURTIES PRAVITE LIMITED						
	PAN :AAACN2336B						
	Opening Balance as on 01-04-2015	6692	0.156				
	11-09-2015			(1)	0.00	6691	0.156
	30-09-2015			(10)	0.00	6681	0.156
	23-10-2015			(1)	0.00	6680	0.156
	15-01-2016			(1)	0.00	6679	0.156
	05-02-2016			(979)	(0.02)	5700	0.133
	12-02-2016			(450)	(0.01)	5250	0.123
	26-02-2016			(1)	0.00	5249	0.123
	25-03-2016			(1)	0.00	5248	0.123

	Closing Balance as on 31-03-2016					5248	0.123
14	KOTAIAH BELLAM						
	PAN :5534						
	Opening Balance as on 01-04-2015	5700	0.133				
	Closing Balance as on 31-03-2016					5700	0.133
15	RAMANLAL J GOKAL						
	PAN :800009						
	Opening Balance as on 01-04-2015	5700	0.133				
	Closing Balance as on 31-03-2016					5700	0.133
16	KANTA SURESH JAIN .						
	PAN :ADCPJ0312M						
	Opening Balance as on 02-01-2016	10650	0.249				
	08-01-2016			16155	0.38	26805	0.627
	Closing Balance as on 31-03-2016					26805	0.627
17	R. NAGARAJAN .						
	PAN :ACXPN4553E						
	Opening Balance as on 11-07-2015	200	0.005				
	17-07-2015			50	0.00	250	0.006
	21-08-2015			60	0.00	310	0.007
	31-08-2015			25	0.00	335	0.008
	04-09-2015			10	0.00	345	0.008
	11-09-2015			70	0.00	415	0.010
	18-09-2015			72	0.00	487	0.011
	25-09-2015			1575	0.04	2062	0.048
	30-09-2015			1040	0.02	3102	0.073
	09-10-2015			78	0.00	3180	0.074
	16-10-2015			1458	0.03	4638	0.108
	23-10-2015			27	0.00	4665	0.109
	30-10-2015			82	0.00	4747	0.111
	06-11-2015			1252	0.03	5999	0.140
	13-11-2015			205	0.01	6204	0.145
	20-11-2015			122	0.00	6326	0.148
	27-11-2015			11	0.00	6337	0.148
	04-12-2015			13	0.00	6350	0.148
	11-12-2015			6	0.00	6356	0.149
	18-12-2015			15	0.00	6371	0.149
	25-12-2015			3	0.00	6374	0.149
	31-12-2015			7	0.00	6381	0.149
	01-01-2016			2	0.00	6383	0.149
	08-01-2016			4	0.00	6387	0.149
	15-01-2016			56	0.00	6443	0.151
	22-01-2016			56	0.00	6499	0.152
	29-01-2016			2	0.00	6501	0.152
	05-02-2016			242	0.01	6743	0.158
	12-02-2016			(95)	(0.00)	6648	0.155
	19-02-2016			3	0.00	6651	0.155
	26-02-2016			3	0.00	6654	0.156
	04-03-2016			5	0.00	6659	0.156
	11-03-2016			4	0.00	6663	0.156
	18-03-2016			5	0.00	6668	0.156
	25-03-2016			5	0.00	6673	0.156
	Closing Balance as on 31-03-2016			3	0.00	6676	0.156

Note: Increase / (Decrease) in shareholding is as provided in the benpos by depositories

(v) Shareholding of Directors and Key Managerial Personnel:

S.No.	For Each of the Directors and KMP	Name of the Director / KMP	Shareholding at the beginning of the year		Date of dealing	Cumulative Shareholding during the year	
			No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	At the beginning of the year	Sri R Ramakrishnan, Director	-	-		-	-
	At the End of the year		-	-		-	-
2	At the beginning of the year	Sri S E S Mani, Director	1,000	0.0234		-	-
	At the End of the year		1,000	0.0234		1,000	0.0234
3	At the beginning of the year	Sri S Ramakrishnan * Director	200	0.0046		-	-
	At the End of the year		200	0.0046		200	0.0046
4	At the beginning of the year	Smt. Nalini Rajesh, Director	-	-		-	-
	At the End of the year		-	-		-	-
5	At the beginning of the year	Sri R Krishnan CFO & Secretary	100	0.0023		-	-
	At the End of the year		100	0.0023		100	0.0023
6	At the beginning of the year	Sri R Somasundaram, CEO	200	0.0046		-	-
	At the End of the year		200	0.0046		200	0.0046

*Joint holder There has been no increase / decrease in shareholding during the year for any of the above mentioned persons.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (as on 31st March, 2016)

Rs in lakhs

S.No.	Particulars	Secured Loans	Unsecured Loans	Deposits	Total Indebtedness
1	Indebtedness at the beginning of the financial year Principal amount, interest due but not paid & interest accrued but not due	Nil	Nil	Nil	Nil
2	Change in indebtedness during the financial year Addition & Reduction	Nil	Nil	Nil	Nil
3	Indebtedness at the end of the financial year Principal amount, Interest due but not paid & Interest accrued but not due	Nil	Nil	Nil	Nil

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**a. Remuneration to Managing Director / Whole time Directors and / or Manager**

S.No.	Particulars of Remuneration	Name of CMD/MD(s)	Total Amount
1		There is no Managing Director/ Manager/ Whole Time Director	
2			

b. Remuneration to other Directors

Category	Particulars of Remuneration			
Independent Directors	Fee for attending board / committee meetings	Commission	Others, specify	Total
Sri R Ramakrishnan	-	-	-	-
Sri S E S Mani	-	-	-	-
Sri S Ramakrishnan	-	-	-	-
TOTAL (1)	-	-	-	-
Non-Independent Directors				
Smt. Nalini Rajesh	-	-	-	-
TOTAL (2)	-	-	-	-
TOTAL (B)=(1) + (2)	-	-	-	-
Total Managerial Remuneration	-	-	-	-
Overall Ceiling as per the Act	No remuneration was paid to any director			

c. Remuneration to Key Managerial Personnel other than Managing Director / Whole time Directors and / or Manager

S.No.	Particulars of Remuneration	Name of Chief Financial Officer & Company Secretary	Name of Chief Executive Officer
		Sri R Krishnan	Sri R Somasundaram
1	Gross salary- (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Rs. 26,34,348	Rs. 14,10,736
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify	-	-
5	Others, specify PF & Super Annuation	Rs. 2,43,931	Rs. 1,47,877
	Total	Rs. 28,78,279	Rs. 15,58,613

VI. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

During the year ended 31st March, 2016, no penalties were levied or punishment / compounding fee imposed by the Regional Director / Court on the company / directors / officers in default.

On behalf of the Board

Chennai
May 20, 2016

S RAMAKRISHNAN
Director

R RAMAKRISHNAN
Director

Nomination and Remuneration Policy
I. Criteria for Appointment of Directors

Annexure II

a) Qualifications

An Independent director shall be a person of eminence, standing and knowledge with significant achievements in business, professions and/or public service or professional practice and desirable to have industry experience in which the company operates. An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

b) Positive attributes of Directors (including Independent Directors)

Nomination and Remuneration Committee shall take into account the following positive attributes while recommending the appointment of independent director

- To demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively
- Continuously update their knowledge and skills with the latest developments in the relevant industry, market conditions and applicable legal provisions
- Ability and willingness to devote sufficient time and attention to the Company's business and discharge their responsibilities.
- Ability to bring an independent judgment to the Board's deliberations especially on issues of strategy, performance, risk management, key appointments and standards of conduct.
- Ability to develop a good working relationship with other Board members and contribute to the Board's working relationship with the senior management of the Company.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees Assist the company in implementing the best corporate governance practices.

c) An Independent director should meet the requirement of the Companies Act, 2013 and clause 49 of the Listing agreement concerning independence of directors as may be specified from time to time. II. Remuneration policy for Directors, Key man.

II. Remuneration policy for Directors and whole time directors

- Non-Executive Directors At present the non-executive directors have waived their sitting fees and do not receive any remuneration.
- Managing Director/ Whole Time Director/ Manager At present the company does not have a Managing Director/ Whole Time Director/ Manager

III. Remuneration policy for Key managerial Personnel and other employees

a) The following will be the guiding factors with respect to remuneration to Key Managerial Personnel and employees

b) The objective of policy is directed towards having a compensation philosophy and structure that will reward and retain talent. b) Remuneration to Key Managerial Personnel and other employees will have a balance between fixed and incentive pay reflecting both short and long term performance objectives appropriate to the working of the Company and its goals and objectives. Such remuneration will generally comprise of fixed pay, bonus, ex-gratia, perquisites and other work related benefits.

c) The Remuneration to the key managerial personnel and other employees will be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and also the market conditions in the employment market.

Annexure III

Statement of particulars as per Rule 5 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year None of the directors is receiving any remuneration from the company. The directors do not receive sitting fees also. Hence the ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16 does not arise.

(ii) the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager in the financial year:

S.No.	Name	Designation	Percentage increase in remuneration
1	R Krishnan	CFO & Secretary	9.79 %
2	R Somasundaram	CEO	11.17 %

- (iii) The percentage increase in the median remuneration of employees in the financial year: - 10.32%
- (iv) The number of permanent employees on the rolls of Company - Three.
- (v) The explanation on the relationship between average increase in remuneration and Company performance The Company's Profit before Tax for the year under review declined by 50.80%. The average increase in remuneration of employees is 10.25%
- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company

Name	Designation	Total Remuneration of Key Managerial Personnel FY 2015-2016	% increase from FY 2014-2015	Performance of the Company		(Decrease)/ Increase in Profit before Tax
				Profit before tax for FY 2014-2015	Profit before tax for FY 2015-2016	
R Krishnan	CFO & CS	28,78,279	9.79 %	102.38	52.74	(48.49%)
R Somasundaram	CEO	15,58,613	11.17 %			
Total		44,36,892	10.27 %			

(vii) Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer

The company made an initial public offer in 1995 at a price Rs.35 per share. The price as on 31st March 2016 is Rs.24 per share resulting in a decline of 31.43 %.

(viii) 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.

Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 10.23% whereas the increase in the managerial remuneration for the same financial year was 10.31%

(ix) Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company. Please refer point no. (vi)

(x) Key parameters for any variable component of remuneration availed by the directors None of the directors is receiving any remuneration from the Company.

(xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year. Not applicable

(xii) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

Form No. MR-3

Annexure - IV

Secretarial Audit Report for the financial year ended 31st March 2016

[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 of,

Upasana Finance Limited [CIN: L65191TN1985PLC011503]

98-A, Dr. Radhakrishnan Salai, Mylapore, Chennai - 600004

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **UPASANA FINANCE LIMITED** (hereinafter called "the Company") during the financial year from 1st April 2015 to 31st March 2016 (hereinafter referred to as "the year"/ "period under review"/ "audit period"), in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts/statutory compliances and expressing our opinion thereon.

We are issuing this report based on our verification of the books, papers, minute books and other records maintained by the Company, forms and returns filed, compliance related action taken by the Company during the year as well as after 31st March 2016 but before the issue of this report and the information / explanation / representation provided by the Company, its officers, agents and authorised representatives during our conduct of the secretarial audit.

1. We hereby report that:

1.1 In our opinion, during the audit period covering the **financial year ended on 31st March 2016**, the Company has complied with the statutory provisions listed hereunder and also has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter. The members are requested to read this report along with our letter of even date annexed to this report as Annexure – A.

1.2 We have examined the books, papers, minute books and other records maintained by the Company and the forms/ returns/ reports/ disclosures/ information filed during the year according to the applicable provisions/ clauses of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder.
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder.
- (iii) The Depositories Act, 1996 and the regulations and bye-laws framed thereunder.
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May 2015);
 - (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (applicable from 15th May 2015);
 - (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with clients;
 - (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; and
 - (f) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable from 1st December 2015).
- (v) Chapter IIIB of the Reserve Bank of India Act, 1934 and the directions issued thereunder by the Reserve Bank of India, to the extent applicable to a non-deposit taking non-banking finance company
- (vi) The Listing Agreements entered into by the Company with BSE Limited.

1.3 We have also examined compliance with the Secretarial Standard (SS-1) on "Meetings of Board of Directors" and Secretarial Standard (SS-2) on "General Meetings" issued by The Institute of Company Secretaries of India (applicable from 1st July 2015).

1.4 During the period under review, and also considering the compliance related action taken by the Company after 31st March 2016 but before the issue of this report, the Company has, to the best of our knowledge and belief and based on the information and explanations provided to us, complied with the provisions of the Acts, Rules, Regulations, Agreements and Standards mentioned under paragraph 1.2 and 1.3 above, to the extent applicable.

1.5 We are informed that, the Company during the year was not required to maintain any books, papers, minute books or other records or file any forms/ returns under: (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.

(ii) Provisions of following Regulations and Guidelines prescribed under the SEBI Act:

- (a) Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) Securities and Exchange Board of India (Issue and Listing of Debts Securities) Regulations, 2008;
- (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
- (d) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

2. We further report that:

2.1 The Board of Directors of the Company is duly constituted with four non-executive Directors, three of whom are Independent Directors. The Board also has a woman director. The changes in the composition of the Board of Directors that took place during the year were carried out in compliance with the provisions of the Act.

2.2 During the year, adequate notice was given to all directors to schedule the Board Meetings. Notices of the Board meetings along with agenda and detailed notes on agenda were sent not less than seven days in advance of such meetings.

2.3 A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings. Majority decision is carried through. We are informed that no director has expressed any dissenting views on any of the matters considered by the Board during the year, that were required to be captured and recorded as part of the minutes.

3. We further report that:

3.1 The Company has adequate systems and processes commensurate with its size and operations to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

3.2 During the year, no specific event/ action having major bearing on the Company's affairs has taken place.

**For S Krishnamurthy & Co.,
Company Secretaries,
K. Sriram, Partner
Membership No: F6312
Certificate of Practice No: 2215**

Date: 20th May 2016

Place: Chennai

Annexure – A to Secretarial Audit Report of even date

To the Members of,

Upasana Finance Limited [CIN: L65191TN1985PLC011503]

98-A, Dr. Radhakrishnan Salai, Mylapore, Chennai – 600004

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2016 is to be read along with this letter.

1. The Company's management is responsible for maintenance of secretarial records and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards. Our responsibility is to express an opinion on the secretarial records produced for audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.

3. While forming an opinion on compliance and issuing this report, we have also taken into consideration the compliance related action taken by the Company after 31st March 2016 but before the issue of this report.

4. We have considered compliance related actions taken by the Company based on independent legal/ professional opinion obtained as being in compliance with law.

5. We have verified the records on a test basis to see whether the correct facts are reflected in the secretarial records. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

7. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.

8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For S Krishnamurthy & Co.,
Company Secretaries,
K. Sriram,
Partner
Membership No: F6312
Certificate of Practice No: 2215**

Date: 20th May 2016

Place: Chennai

SUNDARAM & SRINIVASAN

Chartered Accountants

**23, C.P. Ramaswamy Road,
Alwarpet, Chennai - 600 018**

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF UPASANA FINANCE LIMITED FOR THE YEAR ENDED 31ST MARCH 2016

To the Members of,

Upasana Finance Limited

Report on the Financial Statements

We have audited the accompanying financial statements of Upasana Finance Limited .("the company"), which comprise the Balance Sheet as at 31stMarch 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.

Auditor's 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.

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 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 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;

- a) of the state of affairs of the Company as at March 31, 2016;
- b) of the Profit for the year ended on that date; and
- c) of the 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 term of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the 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 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 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- f. With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- 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 explanations given to us :
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note No. AS29 Annexure to financial statements.
 - ii. The Company did not have any long-term contracts including derivative contract for which there were any material foreseeable losses.
 - iii. During the year, there was no requirement on the part of the company to transfer any amount to the Investors Education and Protection fund.

Place : Chennai

Date : May 20, 2016

**For Sundaram & Srinivasan,
Chartered Accountants
Firm registration no. 004207S**

**P Menakshisundaram
Partner
Membership no. 217914**

ANNEXURE TO INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF UPASANA FINANCE LIMITED FOR THE YEAR ENDED 31ST MARCH 2016

Annexure referred to in our report under "Report on Other Legal and Regulatory requirements Para 1" of even date on the accounts for the year ended 31st March 2016.

1. The company has no fixed assets.
2. The Company has no stock of inventory.
3. During the year, the company has not granted any loan to a company, firm, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
4. During the year, the company has not granted any loan, furnished any guarantees or provided any security. The Company has made investments in Mutual Fund Units during the year. The Company has complied with the provisions of section 185 of the Companies Act, 2013. The provisions of Section 186 are not applicable to the company.
5. The company has not accepted any deposits within the meaning of sections 73 to 76 of the Companies Act, 2013, during the year.
6. According to the information and explanations given to us, the requirement for maintenance of cost records pursuant to the Companies (Cost Records and Audit) Rules, 2014 specified by the Central Government of India under Section 148 of the Companies Act, 2013 are not applicable to the Company for the year under audit.
7. (a) According to the records provided to us, the company is generally regular in depositing undisputed statutory dues including Provident Fund, Income Tax, Service Tax and Tax deducted at Source with the appropriate authorities. However we have observed delays in remitting sums in respect of Tax deducted at source.
 - (b) According to information and explanations given to us, there are no disputed dues that were not deposited with the concerned authorities:
8. The company has not availed any term loan from banks or financial institutions. Hence the question of reporting on default in repayment thereof does not arise.
9. The company has not raised any money by the way of initial public offer or further public offer (including debt instruments) or term loans during the year. Hence reporting on utilization of such money does not arise.
10. Based on the audit procedures adopted and information and explanations given to us by the management, no fraud on or by the company has been noticed or reported during the course of our audit.
11. No managerial remuneration has been paid and provided during the year.
12. The Company is not a Nidhi company and as such this clause of the Order is not applicable.
13. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 of Companies Act, 2013. The details of the transactions have been disclosed in Note No. 18 to the Notes to financial statement as required by applicable accounting standards..
14. During the year, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures under section 42 of the Companies Act, 2013.

15. According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.

16. The company is required to register under section 45-IA of the Reserve Bank of India Act, 1934 and has valid Certificate of Registration issued by Reserve Bank of India.

Place : Chennai

Date : May 20, 2016

**For Sundaram & Srinivasan,
Chartered Accountants
Firm registration no. 004207S
P Menakshisundaram
Partner
Membership no. 217914**

ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF UPASANA FINANCE LIMITED FOR THE YEAR ENDED 31ST MARCH 2016

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 Upasana Finance Limited, Chennai ("the Company") as of March 31, 2016 in conjunction with our audit of the 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). 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 ICAI 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 judgement, 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:

- I. pertain to the maintenance of records, that in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- II. 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
- III. 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, 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 March 31, 2016, based on:

- i. existing policies and procedures adopted by the Company for ensuring orderly and efficient conduct of business .
- ii. continuous adherence to Company's policies .
- iii. existing procedures in relation to safeguarding of Company's fixed assets, investments, inventories, receivables, loans and advances made and cash and bank balances .
- iv. existing system to prevent and detect fraud and errors .
- v. accuracy and completeness of Company's accounting records; and
- vi. existing capacity to prepare timely and reliable financial information.

Place : Chennai

Date : May 20, 2016

**For Sundaram & Srinivasan,
Chartered Accountants
Firm registration no. 004207S
P Menakshisundaram
Partner
Membership no. 217914**

Balance Sheet as at 31st March 2016

Rs.

SI No	Particulars	Note No.	As at 31-03-2016		As at 31-03-2015	
I.	EQUITY AND LIABILITIES					
(1)	Shareholders' funds					
	(a) Share capital	1	42,780,000		42,780,000	
	(b) Reserves and surplus	2	78,810,863	121,590,863	74,278,372	117,058,372
(2)	Non-current liabilities					
	(a) Long Term Provisions	4	1,856,951	1,856,951	1,560,207	1,560,207
(3)	Current liabilities					
	(a) Other Current Liabilities	3	455,127		434,941	
	(b) Short Term Provisions	4	32,330	487,457	27,277	462,218
	TOTAL			123,935,271		119,080,797
II.	ASSETS					
(1)	Non-current assets					
	(a) Non-current investments	5	-		-	
	(b) Long-term loans and advances	6	1,877,416		1,877,416	
	(c) Other non-current assets	7	-	1,877,416	-	1,877,416
(2)	Current assets					
	(a) Current investments	5	78,902,528		69,597,692	
	(b) Cash and cash equivalents	8	28,549,872		32,556,015	
	(c) Short-term loans and advances	6	13,166,329		12,525,290	
	(d) Other Current Assets	7	1,439,126	122,057,855	2,524,384	117,203,381
	TOTAL			123,935,271		119,080,797
R RAMAKRISHNAN Director		S E S MANI Director			S RAMAKRISHNAN Director	
R KRISHNAN Chief Financial Officer & Company Secretary					As per our report annexed For SUNDARAM & SRINIVASAN Regn No. 0042075 Chartered Accountants	
Chennai 20th May 2016		R SOMASUNDARAM Chief Executive Officer			P MENAKSHISUNDARAM Partner Membership Number 217914	

Statement of Profit and Loss for the year ended 31st March 2016

Rs.

SI No	Particulars	Note No	Year Ended 31-03-2016	Year Ended 31-03-2015
I	Revenue From Operations	9	12,747,254	17,467,723
II	Other Income	10	118	137
III	Total Revenue (I+II)		12,747,372	17,467,860
IV	Expenses			
	Employee benefit expense	11	5,956,299	5,704,208
	Finance Costs	12	2,500	153,971
	Other Expenses	13	1,514,092	1,370,987
	Total Expenses		7,472,891	7,229,166
V.	Profit before exceptional and extraordinary items and tax (III-IV)		5,274,481	10,238,694
VI.	Exceptional items-Provision for Diminution in value of Investments		-	798
VII.	Profit before extraordinary items and tax (V - VI)		5,274,481	10,237,896
VIII.	Extraordinary Items		-	-
IX.	Profit before tax (VII- VIII)		5,274,481	10,237,896
X	Tax expense:			
	(1) Current tax		725,000	2,250,000
	(2) Deferred tax		-	-
	(3) Earlier years		16,990	86,044
XI	Profit for the year from continuing operations (IX-X)		4,532,491	7,901,852
XII	Profit from discontinuing operations		-	-
XIII	Tax expense of discontinuing operations		-	-
XIV	Profit from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit for the year (XI + XIV)		4,532,491	7,901,852
XVI	Earnings per equity share:			
	(1) Basic		1.06	1.85
	(2) Diluted		1.06	1.85
	No of Equity Shares of Rs.10 each		4,278,000	4,278,000

R RAMAKRISHNAN
Director

S E S MANI
Director

S RAMAKRISHNAN
Director

R KRISHNAN
Chief Financial Officer & Company Secretary

As per our report annexed
For SUNDARAM & SRINIVASAN
Regn No. 004207S
Chartered Accountants

Chennai
20th May 2016

R SOMASUNDARAM
Chief Executive Officer

P MENAKSHISUNDARAM
Partner
Membership Number 217914

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016

Rs.

Particulars	Year ended MARCH 31,2016		Year ended MARCH 31,2015	
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Net Profit before Tax		5,274,481		10,237,896
Adjustments For:				
Diminution in Value of Mutual Fund	-		798	
Tax relating to earlier years	(16,990)		(86,044)	
Profit on sale of Mutual Funds	(279,310)		-	
		(296,300)		(85,246)
Operating Profit before Extra ordinary items & Working Capital changes:		4,978,181		10,152,650
Adjustments For Changes in Working Capital :				
Loans and Advances and other current assets	533,219		(309,939)	
Other Current Liabilities and provisions	321,983		513,821	
		855,202		203,882
Cash Generated From Operations		5,833,383		10,356,532
Less: Direct Taxes Paid		814,000		1,498,000
NET CASH FROM OPERATING ACTIVITIES	(a)	5,019,383		8,858,532
B. CASH FLOW FROM INVESTING ACTIVITIES:				
Sale of Investments		7,673,310		3,700,000
Purchase of Investments		(16,698,836)		(10,827,143)
				-
				-
NET CASH USED IN INVESTING ACTIVITIES	(b)	(9,025,526)		(7,127,143)
C. CASH FLOW FROM FINANCING ACTIVITIES:				
NET CASH USED IN FINANCING ACTIVITIES	(c)	-		-
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS	(a+b+c)	(4,006,143)		1,731,389
CASH AND CASH EQUIVALENTS -Opening Balance		32,556,015		30,824,626
CASH AND CASH EQUIVALENTS-Closing Balance		28,549,872		32,556,015
CASH AND CASH EQUIVALENTS include:				
i) Cash on hand		7,696		5,642
With Scheduled Banks:				
ii) Current Accounts		408,694		2,979,373
iii) Deposit Accounts		28,133,482		29,571,000
		28,549,872		32,556,015

R RAMAKRISHNAN
Director

S E S MANI
Director

S RAMAKRISHNAN
Director

R KRISHNAN
Chief Financial Officer & Company Secretary

As per our report annexed
For SUNDARAM & SRINIVASAN
Regn No. 004207S
Chartered Accountants

Chennai
20th May 2016

R SOMASUNDARAM
Chief Executive Officer

P MENAKSHISUNDARAM
Partner
Membership Number 217914

UPASANA FINANCE LIMITED, CHENNAI 600 004.				Rs	
Notes to Financial Statements as at 31st March 2016					
1 Share Capital					
SI No	Particulars	As at 31-03-2016		As at 31-03-2015	
a	Authorised 5,00,000 Cumulative Redemable Preference Shares of Rs.100 each 50,00,000 Equity Shares of Rs.10 each	50,000,000		50,000,000	
		50,000,000		50,000,000	
		100,000,000		100,000,000	
b	Issued 42,78,000 Equity Shares of Rs. 10 each	42,780,000		42,780,000	
c	Subscribed and Paid-up 42,78,000 Equity Shares of Rs. 10 each fully paid up	42,780,000		42,780,000	
d Reconciliation of number of shares					
SI No	Equity Shares	As at 31-03-2016		As at 31-03-2015	
		No of Shares	Value in Rs.	No of Shares	Value in Rs.
1	Balance at the beginning of the year	4,278,000	42,780,000	4,278,000	42,780,000
2	Add: Shares issued during the year	-	-	-	-
3	Bonus Shares issued during the year	-	-	-	-
4	Balance as at the end of the year	4,278,000	42,780,000	4,278,000	42,780,000
e Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company					
SI No	Name of the Share Holder	As at 31-03-2016		As at 31-03-2015	
		No of Shares	Shares as % of Total No of Shares	No of Shares	Shares as % of Total No of Shares
1	Sri. Suresh Krishna, Chennai	687,650	16.08	687,650	16.08
2	Smt. Usha Krishna, Chennai	1,395,950	32.63	1,395,950	32.63
3	Smt. Arathi Krishna, Chennai	458,300	10.71	458,300	10.71
4	Smt. Arundathi Krishna, Chennai	458,300	10.71	458,300	10.71
5	Oriental Bank of Commerce, New Delhi			220,947	5.16
	Sub Total	3,000,200	70.13	3,221,147	75.29
6	Total No of shares of the Company	4,278,000	100.00	4,278,000	100.00
f Shares allotted as fully paid up by way of Bonus shares during 5 years immediately preceding March 31, 2016 Equity shares allotted as fully paid up bonus shares by capitalization of capital redemption reserve is NIL					
g Shares held by holding company and subsidiary of holding company					
S No	Particulars	As at 31-03-2016	As at 31-03-2015		
	Nil				
2 Reserves & Surplus					
a Capital Reserve					
S No	Particulars	As at 31-03-2016	As at 31-03-2015		
1	Balance as at the beginning of the year	395,998	395,998		
2	Add: Transfer from Statement of Profit and Loss	-	-		
	Sub Total	395,998	395,998		
3	Less: Amount utilized	-	-		
4	Balance as at the end of the year	395,998	395,998		
b Capital Redemption Reserve					
S No	Particulars	As at 31-03-2016	As at 31-03-2015		
1	Balance as at the beginning of the year	10,000,000	10,000,000		
2	Add: Transfer from Statement of Profit and Loss	-	-		
	Sub Total	10,000,000	10,000,000		
3	Less: Amount utilized	-	-		
4	Balance as at the end of the year	10,000,000	10,000,000		
c Securities Reserve					
S No	Particulars	As at 31-03-2016	As at 31-03-2015		
1	Balance as at the beginning of the year	29,800,948	29,800,948		
2	Add: Transfer from Statement of Profit and Loss	-	-		
	Sub Total	29,800,948	29,800,948		
3	Less: Amount utilized	-	-		
4	Balance as at the end of the year	29,800,948	29,800,948		

d Special Reserve					
S No	Particulars	31-03-2016	31-03-2015		
1	Balance as at the beginning of the year	42,359,765	40,779,395		
2	Add: Transfer from Statement of Profit and Loss	906,498	1,580,370		
	Sub Total	43,266,263	42,359,765		
3	Less: Amount utilized	-	-		
4	Balance as at the end of the year	43,266,263	42,359,765		
e Surplus in Statement of Profit and Loss					
S No	Particulars	31-03-2016	31-03-2015		
1	Balance as at the beginning of the year	(8,278,339)	(14,599,821)		
2	Profit for the Year	4,532,491	7,901,852		
3	Balance available for appropriation (1+2)	(3,745,848)	(6,697,969)		
	Appropriations:				
4	Transfer to Special Reserve under section 45-IC of Reserve Bank of India Act, 1934.	906,498	1,580,370		
5	Amount appropriated during the year	906,498	1,580,370		
6	Balance as the end of the year (3-5)	(4,652,346)	(8,278,339)		
	Total Reserves and Surplus (a+b+c+d+e)	78,810,863	74,278,372		
3 Other liabilities					
		Long Term/ Non-current		Short Term./Current	
		As at	As at	As at	As at
		31-03-2016	31-03-2015	31-03-2016	31-03-2015
1	Statutory Dues	-	-	106,333	115,949
2	Outstanding Liabilities	-	-	348,793	318,991
3	Non Statutory dues	-	-	1	1
	Total	-	-	455,127	434,941
4 Provisions					
		Long Term/Non Current		Short Term/Current	
		As at	As at	As at	As at
		31-03-2016	31-03-2015	31-03-2016	31-03-2015
	Employee Benefits				
a.	Provision for Leave Salary	149,803	139,744	1,896	1,769
b.	Provision for Gratuity	1,707,148	1,420,463	30,434	25,508
		1,856,951	1,560,207	32,330	27,277
5 Investments					
		Long Term/Non Current		Short Term/Current	
		As at	As at	As at	As at
		31-03-2016	31-03-2015	31-03-2016	31-03-2015
1.	Non-Trade (Valued At Cost unless otherwise stated)				
	Investments in Mutual Funds - Unquoted				
a.	488,540.675 (Last year 9,26,918.677) units of Rs.10 each in Sundaram Ultra Short Term Fund, Chennai - Institutional Dividend Reinvestment.	-	-	4,904,281	9,304,281
b.	34,96,190.466 (Last year 33,07,478.224) units of Rs.10/- each in Sundaram Mutual Ultra, Chennai - Daily Dividend Direct	-	-	35,115,389	33,219,980
c.	62,551.214 (Last year 62,551.214) units of Rs.10/- each in Kotak Bond Scheme Plan A - Growth (Regular Plan), Mumbai	-	-	2,000,000	2,000,000
d.	1,07,237.959 (Last year 1,07,237.959) units of Rs.10/- each in Sundaram Bond Saver Regular Growth, Chennai	-	-	3,500,000	3,500,000
e.	15,39,967.770 (Last year 14,27,740.260) units of Rs.10/- each in Sundaram Ultra Short Term Fund Regular Daily Dividend, Chennai	-	-	15,456,656	14,330,229
f.	Nil (Last year 2,99,400) units of Rs.10/- each in LIC NOMURA Mutual Fund, Mumbai	-	-	-	2,994,000
g.	5,94,034.789 (Last year 1,44,070.436) units of Rs.10/- each in Sundaram Money Fund, Direct Plan - Growth, Chennai	-	-	17,927,000	4,250,000
				78,903,326	69,598,490
	LESS : Provision for Diminution in NAV in respect of Sundram Ultra Short Term Fund, Chennai Institutional Dividend Reinvestment			798	798
		-	-	78,902,528	69,597,692
a.	Aggregate Value of Quoted Investments	-	-		
b.	Aggregate Value of Unquoted Investments	78,902,528	69,597,692		
	Total (a+b)	78,902,528	69,597,692		
c.	Aggregate provision for diminution in value of	798	798		
d.	Net Asset Value (NAV) of Mutual Fund Units	81,593,798	71,144,065		

Rs.

Notes to Financial Statements as at 31st March 2016

Rs.

6 Loans and advances (Unsecured, Consided good unless stated otherwise)					
Particulars		Non Current		Current	
		As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
A	Loans and Advances to Related Party (refer note on related party)	-	-	11,500,000	11,500,000
	(A)	-	-	11,500,000	11,500,000
B	Other loans and advances				
	Advance Income-tax(net of provision for taxation)	-	-	1,663,954	1,024,678
	Balance with statutory/government authorities	1,877,416	1,877,416	-	-
	Advances recoverable in Cash or in kind	-	-	-	612
	Service Tax Set-off Receivable	-	-	2,375	-
	(B)	1,877,416	1,877,416	1,666,329	1,025,290
	Total (A+B)	1,877,416	1,877,416	13,166,329	12,525,290

7 Other Assets (Unsecured, considered good unless stated otherwise)					
Particulars		Non Current		Current	
		As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
a	Interest accrued on Deposits	-	-	1,439,126	2,524,384
		-	-	1,439,126	2,524,384

8 Cash and Cash Equivalents					
Particulars		Non Current		Current	
		As at 31-03-2016	As at 31-03-2015	As at 31-03-2016	As at 31-03-2015
Cash and Cash Equivalants					
a	Balances with Bank				
	i) Current Account	-	-	408,694	2,979,373
	Cheque / drafts on hand	-	-	-	-
	Cash on hand	-	-	7,696	5,642
	Sub-total	-	-	416,390	2,985,015
b	Other Bank Balances				
	Deposits with original maturity for more than 12 months	-	-	-	-
	Deposits with original maturity for more than 3 months but less than 12 months	-	-	28,133,482	29,571,000
	Sub-total	-	-	28,133,482	29,571,000
	Total	-	-	28,549,872	32,556,015

Notes to Financial Statements for the year ended 31st March 2016		Rs	
Note No	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
9	Revenue from Operations		
a) i)	Interest Income	3,639,510	3,983,144
ii)	Bad Debts recovered	1,000,000	5,550,000
	Sub Total	4,639,510	9,533,144
b)	Other financial services		
i)	Service Charges - Business Auxillary Service	5,491,538	4,889,274
	LESS		
	Service Tax	684,940	537,838
	Service Charges - Business Auxillary Service (Net)	4,806,598	4,351,436
ii)	Dividend Income	3,021,836	3,583,143
iii)	Net gain on sale of investments	279,310	
	Sub Total	8,107,744	7,934,579
	Total	12,747,254	17,467,723
10	Other Income		
	Brokerage Earned	118	137
	Total	118	137
11	Employee Benefit Expenses		
a)	Salaries,Wages,Bonus and Allowances	4,973,335	4,514,030
b)	Provident and Other Funds	895,412	1,110,726
c)	Welfare expenses	87,552	79,452
	Total	5,956,299	5,704,208
12	Finance Cost		
a)	Interest expense	2,500	153,971
	Total	2,500	153,971
13	Other Expenses		
a)	Rent	-	4,000
b)	Rates & Taxes	15,587	15,527
c)	Advertisement	86,170	108,264
d)	Insurance	47,689	50,512
f)	Repairs & Maintenance - others	-	-
e)	Provision for Diminution in Mutual Fund Units		
e)	Miscellaneous Expenses (refer note no.14)	1,364,646	1,192,684
	Total	1,514,092	1,370,987
14	Miscellaneous Expenses		
a)	Remuneration to Auditors (refer note no.15)	25,720	25,000
b)	Remuneration to Internal Auditor	7,500	7,500
c)	Travelling and Conveyance	196,696	185,360
d)	Printing and Stationery	87,050	72,645
e)	Bank Charges	2,697	2,894
f)	Postage and Telephone	182,746	176,327
g)	Legal Expenses	410,750	252,000
h)	Demat Expenses	114,452	120,942
i)	Listing Fees	200,000	110,000
j)	Others	137,035	240,016
	Total	1,364,646	1,192,684
15	Remuneration to Auditors consist of:		
a)	Auditors	10,000	10,000
b)	For Taxation Matters	5,000	5,000
c)	For Company Law Matters	-	-
d)	For Management Services	-	-
e)	For Reimbursement of expenses	10,720	10,000
	Total	25,720	25,000

Notes to Financial Statements for the year ended 31st March 2016

Rs

Note No	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
16	Information furnished in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve bank) Directions , 1998		
	Break-up of Loans availed		
	Loand and Advances availed	-	-
	Unclaimed other Public Depoits	-	-
	Break-up of Loans and advances made		
	Unsecured	11,500,000	11,500,000
	Break-up of Investments		
	Current Investments- other than related parties - Mutual Fund units	78,902,528	69,597,692
	Long Term other than related parties - Mutual Fund Units	-	-
	Gross Non-performing Assets	-	-
	Net Non-performing Assets	-	-
17	Details as required by AS 15		
	PROVIDENT FUND		
	Contribution to Provident Fund is made to the Provident Fund Organisation.		
	Employer's Contribution to Provident Fund recognised as Expense	221,691	207,098
	SUPERANNUATION		
	Contribution to the Superannuation Fund is made to the scheme maintained by Life Insurance Corporation of India.		
	Employer's Contribution to Superannuation Fund recognised as Expense	315,180	286,020
	GRATUITY		
	Provision for gratuity is made on the basis of actuarial valuation made at the end of financial year.		
	The following tables summarise the components of the net benefit expenses recognised in the statement of profit and loss and the funded status and amounts recognised in the balance sheet for Gratuity		
	Statement of Profit and Loss		
	Net employee benefit expense (recognised in Employee Cost)		
	Current Service cost	70,689	62,656
	Interest cost on benefit obligation	112,786	95,390
	Expected return on plan assets	-	-
	Benefits paid	-	-
	Net actuarial (gain)/Loss recognised in the year	108,136	239,680
	Past service cost	-	-
	Liability not accounted as on 31.03.2016	-	-
	Net benefit expense	291,611	397,726
	Actual return on plan assets	-	-
	Balance Sheet		
	Details of Provision for Gratuity		
	Present value of Defined benefit obligation	1,445,971	1,048,245
	Fair value of plan assets	-	-
	Difference	1,445,971	1,048,245
	Unrecognised past service cost	-	-
	Plan Liability (recognised in Balance Sheet)	1,445,971	1,048,245
	Changes in present value of the defined benefit obligation are as follows :		
	Present value of Defined benefit obligation as at April 1,2015	1,445,971	1,048,245
	Interest Cost	112,786	95,390
	Current Service Cost	70,689	62,656
	Past Service Cost	-	-
	Benefits paid	-	-
	Actuarial loss/(gain) on obligation	108,136	239,680
	Defined benefit obligation as at March 31,2016	1,737,582	1,445,971
	Changes in the fair value of plan assets are as follows:		
	Fair value of plan assets as at April 1, 2015	-	-
	Expected return	-	-
	Contribution by employer	-	-
	Benefits paid	-	-
	Actuarial gain	-	-
	Fair value of plan assets as at March 31, 2016	-	-
	The gratuity scheme is unfunded and the actuarial liability is displayed in the Balance Sheet		
	Leave Salary - Compensated Absences		
	The Company also extends defined benefit plans in the form of Compensated absences to employees.		

Notes to Financial Statements for the year ended 31st March 2016 (Contd.)

Note No	Particulars	Year Ended 31-03-2016	Year Ended 31-03-2015
	The employee Benefits towards Compensated absences are provided based on actuarial valuation made at the end of the year. Employee benefits towards Compensated absences recognised in the Statement of Profit and Loss as follows:		
	a) Current service cost	28,303	21,801
	b) Interest Cost	6,310	5,124
	c) Actuarial loss/(gain) on obligation	96,796	110,977
	d) Total	131,409	137,902
	Actuarial Assumptions: The Principal assumptions used in determining gratuity benefit obligation and determining company's liability towards employee benefits under compensated absences are furnished below: Discount rate	7.60%	7.80%
	The estimates of future salary increases, considered in actuarial valuation take account of inflation, seniority, promotion, attrition and relevant factors, such as supply and demand in the employment market		
18	Related Party Transactions		
	i) Where Control exists	-	-
	ii) Other related parties with whom transactions have been entered into during the year		
	a) Individuals owning directly/indirectly an interest in Voting Power		
	i) Suresh Krishna ii) Usha Krishna	-	-
	iii) Arathi Krishna iv) Arundathi Krishna		
	b) Enterprises over which above person(s) exercise significant influence		
	i) Sundram Fasteners Limited, Chennai		
	a) Services rendered	4,806,598	4,351,436
	ii) TVS Upasana Limited (formerly known as Upasana Engineering Limited), Chennai		
	a) Inter Corporate Deposit Outstanding	11,500,000	11,500,000
	b) Interest income	1,150,000	1,150,000
	c) Interest receivable	1,035,000	1,035,000
	iii) TVS Infotech Limited, Chennai		
	a) Services availed	14,500	14,500
	iii) Key Managerial Personnel		
	i) R Somasundaram, Chief Executive Officer		
	ii) R Krishnan, Chief Financial Officer & Company Secretary		
19	Accounting Policies / compliance of Accounting Standards issued by the Institute of Chartered Accountants of India.	Annexure	
20	Previous year's figures have been regrouped wherever necessary to conform to current year's classification.		

R RAMAKRISHNAN

Director

S E S MANI

Director

S RAMAKRISHNAN

Director

R KRISHNAN

Chief Financial Officer & Secretary

R SOMASUNDARAM

Chief Executive Officer

As per our report annexed

For SUNDARAM & SRINIVASAN

Regn No. 004207S

Chartered Accountants

Chennai

20th May 2016

P MENAKSHISUNDARAM

Partner

Membership Number 217914

Annexure to Notes on Financial Statements for the year ended 31st March 2016**Notes on Accounting Policies/ Compliance of Accounting Standards prescribed by The Institute of Chartered Accountants of India****AS 1 Disclosure of accounting policies**

The Company is following accrual basis of accounting for both income and expenses.

AS 2 Valuation of Inventories

The Company has no Inventory. Hence this standard is not applicable.

AS 3 Cash flow statements

The Cash Flow Statement has been prepared under indirect method and the same is attached.

AS 4 Contingencies and Events occurring after the balance sheet date

There are no events occurring after the Balance Sheet Date that require adjustment or disclosure.

AS 5 Net Profit or loss for the period, prior period items and changes in accounting policies

There are no prior period items. There are no changes in the accounting policies of the Company from the previous year.

AS 6 Depreciation Accounting

This standard has been omitted with effect from 30th March 2016.

AS 7 Accounting for Construction Contracts

The above standard is not applicable to the Company, as it is not engaged in the business of construction.

AS 8 Accounting for Research and Development

This standard has been withdrawn with effect from 1-4-2003.

AS 9 Revenue Recognition

Interest income is recognized using the time proportion method based on the rates implicit in the transaction.

AS10 Property, Plant & Equipment.

The Company has no fixed assets.

AS11 Accounting for effects of changes in foreign exchange rates

The Company has no foreign exchange transactions.

AS12 Accounting for Government Grants

The Company has not received any grant from the Government

AS13 Accounting of Investments

Investments are accounted at the cost of acquisition which includes stamp fee etc.

AS14 Accounting for Amalgamation

No Amalgamation was made during the year.

AS15 Accounting for Employee Benefits

Please refer to Note No.17 of Notes to Financial statements

AS16 Borrowing Cost

There is no borrowing cost attributable to qualifying assets.

AS17 Segment Reporting

The Company is engaged in the business of financing and accordingly there are no separate reportable segments.

AS18 Related party disclosures

Please refer to Note No 18 of Notes to Financial Statements.

AS19 Account for Leases

The Company has not given or taken any assets on lease during the year.

AS20 Earnings per share (EPS)

Basic earnings per share are disclosed in the Statement of Profit and Loss. There is no diluted earnings per share as there are no dilutive potential equity shares.

Particulars	2015-2016	2014-2015
Basic / Diluted EPS before considering Extra-ordinary items (Rs.)	1.06	1.85
Basic / Diluted EPS after considering Extra-ordinary items (Rs.)	1.06	1.85
Weighted average number of shares	4,278,000	4,278,000
Face Value per share (fully Paid up)	Rs. 10/-	Rs. 10/-

AS21 Consolidated financial statements

This Standard is not applicable to the Company.

AS22 Accounting for taxes on Income

Provision for Income Tax is made as per the provisions of Income Tax Act, 1961. The Company has Deferred Tax Asset. However as a measure of prudence no Deferred Tax asset has been recognised during the year

AS23 Accounting for Investments in associates

This Standard is not applicable to the Company as the Company has no Associate.

AS24 Discontinuing Operations

The company has not discontinued any operations during the year.

AS25 Interim financial Reporting

Quarterly financial results are published in accordance with the guidelines issued by SEBI. The recognition and measurement principles as laid down in the Standard are followed with respect to such results. Quarterly financial results are also subjected to a limited review by the Auditors as required by SEBI.

AS26 Accounting for Intangible Assets

The Company has no intangible assets.

AS27 Financial Reporting of Interests in Joint Ventures

The Company has no Joint Ventures.

AS28 Impairment of Assets

The Company has no impaired assets.

AS29 Provisions, Contingent Liabilities and Contingent Assets

Liabilities Disputed and Not provided for

	As at 31/03/2016	As at 31/03/2015
	Rs.	Rs.
(i) Income Tax	7,48,080	7,54,891

AS30 Financial Instruments : Recognition and Measurement

a) AS 30 was issued by the Institute of Chartered Accountants of India (ICAI) in 2007 but has not yet been notified by the Government.

b) Institute of Chartered Accountants of India (ICAI) has clarified that to the extent of account treatments covered by any of the existing notified accounting standards (for eg. AS 11, As 13 etc..) the existing accounting standards would continue to prevail over AS 30.

c) The operation of AS 30 is not applicable to the Company.