



# Ushakiran Finance Limited

CIN No: L65923TG1986PLC006294

405, Raghava Ratna Towers, Chirag Ali lane, Hyderabad-500 001.  
Ph: 2320 1073, Fax: (040) 2320 4273  
E-mail: ushakiranfinance@yahoo.co.in, Website: www.uffinance.com

Date: 14.8.2024

The Department of Corporate Services,  
BSE Limited  
25<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort Mumbai – 400 001

To  
Dear Sir,

Sub: Submission of 38<sup>th</sup> Annual Report – Reg.  
Scrip Code: 511507

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We are herewith enclosing the 38<sup>th</sup> Annual Report for the year 2023-2024 and the 38<sup>th</sup> AGM will be held on 9<sup>th</sup> September, 2024, for your kind perusal and the same has been sent to the members electronically today.

Kindly take the above on your records.

Thanking you

Yours faithfully,  
For Ushakiran Finance Limited

(Sanjana Jain)  
Company Secretary

**38<sup>th</sup>**  
**ANNUAL REPORT**  
**2023-2024**



**USHAKIRAN FINANCE LIMITED**



**BOARD OF DIRECTORS**

Mr. P.R.K. Murthy	—	Independent Director
Mrs. S. Jhansi Kumari	—	Independent Director
Mr. T. R. Sekhar	—	Director
Mr. T. Adinarayana	—	Chairman

**KEY MANAGERIAL PERSONNEL**

Mrs. Sanjana Jain	—	Company Secretary
Mr. T. Ramesh Babu	—	Chief Financial Officer
Mr. Omprakash Koyalkar	—	Manager

**AUDITORS**

NSVR & Associates, LLP,  
Chartered Accountants,  
Hyderabad-500 081.

**SECRETARIAL AUDITORS**

P.S. Rao & Associates, Company Secretaries,  
Hyderabad – 500 082.

**BANKERS**

State Bank of India, Axis Bank

**REGISTERED OFFICE**

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

**REGISTRARS & SHARE TRANSFER AGENTS**

Venture Capital and Corporate Investments Private Limited  
“Aurum” Door No. 4-50/P-II/57/4f & 5f, 4th & 5th Floors, Plot No.57,  
Jayabheri Enclave Phase – II, Gachibowli, Hyderabad – 500 032.  
Phone No: 040-23818475 /23818476  
e-mail:investor.relations@vccipl.com; www.vccipl.com

**NOTICE**

NOTICE is hereby given that the Thirty Eighth Annual General Meeting of the Members of USHAKIRAN FINANCE LIMITED will be held on Monday, the 9<sup>th</sup> day of September, 2024 at 1.00 P.M., through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

**ORDINARY BUSINESS**

- 1 To receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2024, together with the Reports of Board of Directors and Auditors' thereon.
- 2 To appoint a Director in the place of Sri. T. R. Sekhar, (DIN: 02943146), who retires by rotation and being eligible, offers himself for reappointment as Director.

**SPECIAL BUSINESS**

- 3 To consider and if, thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the consideration and recommendation of the Nomination and Remuneration Committee, Board of Directors and applicable regulations of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time and provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with companies (Appointment and Remuneration of managerial personnel) Rules, 2014 made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government and such other sanctions and approvals as may be required from time to time, Sri. Omprakash Koyalkar, be and is hereby reappointed as a Manager of the Company for a period of three years with effect from 10<sup>th</sup> July, 2024 to 9<sup>th</sup> July, 2027 on a total remuneration of Rs.26,000/- (Rupees Twenty Six Thousand only) Per month with an increase of 7.5% per annum on the following terms and conditions."

I. Perquisite:

1. Car for use on Company's business at residence shall be provided and this shall not be considered as perquisite.

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

"RESOLVED FURTHER THAT the terms and conditions set out for reappointment may be altered and varied from time to time by the Board during his tenure as Manager as it may, at its discretion, deem fit so as not

to exceed the limits specified in Part II of Schedule V of the Companies Act, 2013 or any other amendments made there under in this regard.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, read with Schedule IV to the Companies Act, 2013, ('Act') and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri. T. Govardhana Rao (DIN: 07162634) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the said Act and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company, being eligible for appointment and based on the recommendations of nomination and remuneration committee and board of directors, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from 27<sup>th</sup> September, 2024 to 26<sup>th</sup> September, 2029 and not liable to retire by rotation.”

5. To consider and if, thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, read with Schedule IV to the Companies Act, 2013, ('Act') and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Sridevi Madati (DIN: 02446610) who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the said Act and in respect of whom the company has received a notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director of the Company, being eligible for appointment and based on the recommendations of nomination and remuneration committee and board of directors, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years with effect from from 27<sup>th</sup> September, 2024 to 26<sup>th</sup> September, 2029 and not liable to retire by rotation.”

By order of the Board of Directors  
For Ushakiran Finance Limited

Place : Hyderabad  
Date : 09.08.2024

(Sanjana Jain)  
Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item Nos. 3, 4 and 5 of the accompanying Notice, is annexed hereto. The Explanatory Statement also contains the relevant details of the Director as required by Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard – 2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI").
2. Ministry of Corporate Affairs ("MCA") vide its General Circular Nos.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 08, 2021, Circular No.21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 ("MCA Circulars") and SEBI Circulars SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 has permitted to conduct the Annual General Meeting through video conferencing ("VC") or other audio visual means ("OAVM") up to September 30, 2024. In compliance with the provisions of the Companies Act, 2013 (the 'Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'SEBI Listing Regulations') and MCA Circulars, the AGM of the Company is being held through VC/OAVM. The company has appointed Central Depository Services (India) Limited (CDSL) to provide Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility for the 38<sup>th</sup> Annual General Meeting and the attendant enablers for conducting of the AGM. The registered office of the Company shall be deemed to be the venue for the AGM. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI etc..) are required to send a scanned copy (PDF/JPG Format) of its Board

## USHAKIRAN FINANCE LIMITED

or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM, on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer at the email address [dvrtnam97@gmail.com](mailto:dvrtnam97@gmail.com) and to the Company at the email address viz., [ushakiranfinance@yahoo.co.in](mailto:ushakiranfinance@yahoo.co.in).

5. Members seeking any information or clarification on the accounts are requested to send queries to the Company, at least one week before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
6. The Register of Members and Share Transfer Books will remain closed from Tuesday, 3<sup>rd</sup> September, 2024 to Monday, 9<sup>th</sup> September, 2024 (both days inclusive).
7. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Share Transfer Agents, M/s. Venture Capital and Corporate Investments Private Limited in this regard.
8. The Company's Shares have been listed at BSE Limited and the listing fee has been paid up to the year 2024 - 2025.
9. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
10. To support "Green Initiative" Members are advised to register their email address in respect of shares held in physical form to the company or Registrars and Share Transfer Agents of the company. Members who have not yet registered their email addresses are requested to register with concerned depository participant in respect of shares held in demat form to enable the company to serve documents in electronic form. In case any member is desirous of obtaining hard copy of the Annual Report for the Financial Year ended March 31, 2024 and Notice of the 38<sup>th</sup> AGM of the Company, may send request to the Company's email address at [ushakiranfinance@yahoo.co.in](mailto:ushakiranfinance@yahoo.co.in). mentioning Folio No./ DP ID and Client ID.
11. Members may also note that the notice of the 38<sup>th</sup> Annual General Meeting is available on the Company's website: [www.uflfinance.com](http://www.uflfinance.com). All documents referred to in the accompanying notice and the statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection by the Members by writing an e-mail to the Company at [ushakiranfinance@yahoo.co.in](mailto:ushakiranfinance@yahoo.co.in).



12. The members of the company are requested to furnish their respective PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account detail, specimen signature) and nomination details by sending the same to the RTA of the company.
13. Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 (SS-2) on General meetings, brief profile of Sri. T. R. Sekhar, the director liable for retirement by rotation and eligible for reappointment and Sri. Omprakash Koyalkar, who is proposed to be reappointed as a Manager of the company and Sri. T. Govardhana Rao and Ms. Sridevi Madati who are proposed to be appointed as Independent Director(s) of the company, is furnished as Annexure to the notice. The tenure of second term of Sri. P.R.K. Murthy and Ms. Jhansi Kumari as Independent Director(s) of the company comes to an end on 26.9.2024.  

Except Sri. T. R. Sekhar, who is proposed to be reappointed as director and who is the Son of Sri. T. Adinarayana, Director of the company, none of the other directors or Key Managerial Personnel of the Company and their relatives are any way concerned or interested in the resolution. The board recommends for the approval of the members to pass the resolution as set out at item No.2 of the Notice as an Ordinary resolution.

Except Sri. Omprakash Koyalkar, who is proposed to be reappointed as Manager and Sri. T. Govardhana Rao and Ms. Sridevi Madati who are proposed to be appointed as Independent director(s) of the company, none of the other directors or Key Managerial Personnel of the Company and their relatives are any way concerned or interested in the resolution. The board recommends for the approval of the members to pass the resolutions as set out at item No.3, 4 and 5 of the Notice as Special resolutions.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
15. In compliance with the MCA Circulars and SEBI Circulars issued from time to time, the Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-2024 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-2024 will also be available on the Company's website [www.uffinance.com](http://www.uffinance.com) and website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com), respectively and the AGM Notice is also available on the website of CDSL <https://www.evotingindia.com>.
16. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the 38<sup>th</sup> AGM.
18. E-Voting
  - a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No.14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.20/2020 dated May 05, 2020, Circular No.02/2021 dated January 13, 2021, Circular No.19/2021 dated December 08, 2021, Circular No.21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 and Circular No. 9/2023 dated September 25, 2023 (“MCA Circulars”) and SEBI Circulars SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 has permitted to conduct the Annual General Meeting through video conferencing (“VC”) or other audio visual means (“OAVM”) up to September 30, 2024. The forth coming 38<sup>th</sup> AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  - b. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and various MCA Circulars as mentioned above, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  - c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more

shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the company as on 2<sup>nd</sup> September, 2024, being the cut-off date.

- d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- e. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the body corporate(s) can attend the AGM through VC/OAVM and cast their votes through e-voting.
- f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.uffinance.com](http://www.uffinance.com). The Notice can also be accessed from the website of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
- g. The Board has appointed Mr. D. Venkata Ratnam, Chartered Accountant, partner of M/s. Suresh and Babu, Chartered Accountants, as scrutinizer for conducting the remote e-voting and voting during the Annual General Meeting in a fair and transparent manner.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.
  - Step 2 : Access through CDSL e-Voting system in case of share holders holding shares in physical mode and non-individual shareholders in demat mode.
- i. The voting period begins on Friday, 6<sup>th</sup> September, 2024 (9:00 a.m. IST) and ends on Sunday, 8<sup>th</sup> September, 2024 (5:00 p.m. IST). During this

period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., 2<sup>nd</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi/Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.  Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e -voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWebIdeasDirectReg.jsp">https://eservices.nsd.com/SecureWebIdeasDirectReg.jsp</a>.</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com">https://www.evoting.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Logintype	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022- 4886 7000 and 022-2499 7000

**USHAKIRAN FINANCE LIMITED**

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module.
3. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>● If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.</li></ul>

- vi. After entering these details appropriately, click on “SUBMIT” tab.
- vii Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

## USHAKIRAN FINANCE LIMITED

- viii For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant Company, Ushakiran Finance Limited on which you choose to vote.
- x On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi There is also an optional provision to upload Board Resolution/Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.
- xvii Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.  
Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.,) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- \* A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- \* After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- \* The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- \* It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- \* Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [ushakiranfinance@yahoo.co.in](mailto:ushakiranfinance@yahoo.co.in), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ushakiranfinance@yahoo.co.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ushakiranfinance@yahoo.co.in. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**USHAKIRAN FINANCE LIMITED**

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**General Instructions**

1. The Scrutiniser, after scrutinising the votes cast at the meeting and through remote e-voting, unblock the votes cast in the presence of at least two witnesses, not in the employment of the company, not later than two working days of conclusion of the AGM, make a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman or to a person authorized by him in writing.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.uffinance.com](http://www.uffinance.com) and on the website of CDSL i.e., [www.evotingindia.com](http://www.evotingindia.com). The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed, within two working days of conclusion of its AGM.
3. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting i.e., on 9<sup>th</sup> September, 2024.

By order of the Board of Directors  
For Ushakiran Finance Limited

Place : Hyderabad  
Date : 09.08.2024

(Sanjana Jain)  
Company Secretary

**USHAKIRAN FINANCE LIMITED**

**Annexure**

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

<b>Particulars</b>	<b>Director</b>	<b>Manager</b>
Name	T. Raja Sekhar	Omprakash Koyalkar
Date of Birth	21/12/1982	04/04/1966
Nationality	Indian	Indian
Age	41 years	58 years
Date of first appointment	10/07/2018	10/07/2018
DIN/PAN	02943146	PAN:AUNPK7064P
Experience and expertise in specific functional areas and Brief Profile.	Since 2018 he is continuing to work as Executive Director of Sigachi Laboratories Limited. Earlier he has worked at USA for about 1 year and 2 years in India in software companies. He has also worked in a granite company for about 4 years.	He had about 31 Years of Experience in Administration and accounts. He has got very good experience in Administration and handling finance matters.
No. of equity shares held in the Company (as on 31 <sup>st</sup> March, 2024)	15004	10500
Qualifications	B.E., MS (USA),,	B.Com.,
Directorships in other Public Companies (excluding Foreign, Private and Section. 8 Companies)	Sigachi Laboratories Ltd.,	–
Membership/Chairmanship of Committees of other Public Companies	–	–
Relationships, if any, between Directors inter- se	Son of Mr. T. Adinarayana, Director	–
Remuneration Sought to be paid per annum	Sitting fees as approved by the Board of Directors	Rs.3.12 Lakhs
Remuneration last drawn per annum	–	Rs.3.04 Lakhs
Nature of appointment and Terms and conditions of reappointment	Reappointment as Non-Executive Director Liable to retire by rotation	Reappointment as Manager for a term of 3 years
Number of board meetings attended during the year	5 out of 5	–
Names of listed entities from which the person has resigned in the past three years	–	–

**USHAKIRAN FINANCE LIMITED**

**Annexure**

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

<b>Particulars</b>	<b>Independent Director</b>	<b>Independent Director</b>
Name	T. Govardhana Rao	Sridevi Madati
Date of Birth	11/11/1954	10/01/1977
Nationality	Indian	Indian
Age	69 years	47 years
Date of first appointment	Proposed to be appointed at the ensuing AGM with effect from 27.9.2024.	Proposed to be appointed at the ensuing AGM with effect from 27.9.2024.
DIN/PAN	07162634	02446610
Experience and expertise in specific functional areas and Brief Profile.	He has worked at Allahabad Bank for about 37 years in various departments and cadres and has retired as an officer of the Bank during the year 2014.	Ms. Sridevi Madati is commerce and Law graduate and she is Qualified Company Secretary & a member of ICSI (India). She has 20 years experience in corporate, secretarial affairs, legal, regulatory matters, compliance assignments. She is a Practicing Company Secretary and also an Insolvency Professional.
No. of equity shares held in the Company (as on 31 <sup>st</sup> March, 2024)	Nil	Nil
Qualifications	B.Sc., CAIIB	B.Com., FCS., LLB., Insolvency Professional
Directorships in other Public Companies (excluding Foreign, Private and Section. 8 Companies)	Sigachi Laboratories Ltd.,	Danlaw Technologies India Ltd., Sigachi Laboratories Ltd., TGV SRAAC Ltd.,
Membership/Chairmanship of Committees of other Public Companies	Member and Chairmanship of Audit Committee, Nomination and Remuneration Committee and Stakeholders relationship committee in Sigachi Laboratories Ltd.,	Member of Nomination and Remuneration Committee in Danlaw Technologies India Ltd., Sigachi Laboratories Ltd., and TGV SRAAC Ltd., Member of Audit Committee, and Corporate Social Responsibility Committee and Chairperson of Stake holders Relationship Committee in TGV SRAAC Ltd.,
Relationships, if any, between Directors inter-se	--	--
Remuneration Sought to be paid per annum	Sitting fees as approved by the Board of Directors	Sitting fees as approved by the Board of Directors

**USHAKIRAN FINANCE LIMITED**

<b>Particulars</b>	<b>Independent Director</b>	<b>Independent Director</b>
Name	T. Govardhana Rao	Sridevi Madati
Remuneration last drawn per annum	--	--
Nature of appointment and Terms and conditions of reappointment	Not liable to retire by rotation	Not liable to retire by rotation
Number of board meetings attended during the year	NA	NA
Names of listed entities from which the person has resigned in the past three years	--	--

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

**Item No. 3**

The Members may note that Mr. Omprakash Koyalkar had been appointed as a Manager of the company for a period of three years on 10<sup>th</sup> July, 2018 by the Board of Directors and his appointment was approved by members at the 32<sup>nd</sup> Annual General Meeting of the company held on 7<sup>th</sup> September, 2018 and reappointed for a further period of three years by the Board of Directors at its meeting held on 30<sup>th</sup> June 2021 with effect from 10.7.2021 to 9.7.2024 and his appointment was approved by members at the 35<sup>th</sup> Annual General Meeting of the company held on 24<sup>th</sup> September, 2021.

Based on the recommendations of the Nomination and Remuneration committee, the Board of Directors at its meeting held on 25<sup>th</sup> May, 2024, approved the reappointment of Mr. Omprakash Koyalkar as Manager of the company for further period of three years, w.e.f. 10<sup>th</sup> July, 2024 to 9<sup>th</sup> July, 2027 on a remuneration of Rs. 26,000/- (Rupees Twenty Six Thousand only) per month with annual increment of 7.5% per annum, and subject to the rules of the company and approval of members at the ensuing Annual General Meeting and subject to the provisions of the Companies Act, 2013. Mr. Omprakash Koyalkar holds 10,500 (Ten Thousand Five Hundred Only) equity shares constituting 0.41% of total equity share capital of the Company. The Board recommends the Special Resolution as set out at Item No.3 for the approval of the members. None of the Directors and Key Managerial Personnel of the company or their respective relatives are concerned or interested in the said Special resolution.

**Annexure:**

**I. General Information:**

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

(Rs. in lakhs)

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023	Year Ended 31.03.2022
Turnover/GrossRevenue	45.91	40.26	36.35
Profit/(Loss) before Interest, Depreciation and Tax	22.93	13.04	12.32
Net Profit/(Loss)	8.16	13.53	20.03

The effective capital of the Company based on the latest audited accounts of the Company for the year ended 31<sup>st</sup> March, 2024 was Rs.1,869.68 lakhs.

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

**II. Information about the appointee:**

1. Background details:

Mr. Omprakash Koyalkar, aged about 58 years, is Bachelor of Commerce with experience of over 31 years in Service.

2. Past remuneration: Rs.3.04 Lakhs per annum,

3. Recognition or awards: NIL

4. Job profile and his suitability: Sri. Omprakash Koyalkar is having about 31 years experience in service and he has been working as a Manager of the company since 6 years. He is suitable for the job.

5. Remuneration proposed: As mentioned in the resolution.

6. Comparative remuneration with respect to industry, size of the Company, profile of the position and person: Considering the size of the Company and the job profile of the position and the credentials, qualifications and experience of the appointee, the remuneration proposed is moderate and reasonable and compares well with that of similar companies.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any: He has no pecuniary relationship with any Directors or Key Managerial Personnel.

**III. Other Information:**

1. Reasons for loss or inadequate profits:

The reasons for inadequate profits are mainly due to lesser revenue, provisioning and NPAs etc.,

2. Steps taken or proposed to be taken for improvement:

The Company is looking forward to take all such steps and measures for improvement of margins through investments and diversification etc., which are in the best interests of the company. The Company is making all possible efforts to increase its revenue.

3. Expected increase in productivity and profits in measurable terms:

Barring unforeseen circumstances, the Company hopes to register a reasonable increase of 5%, subject to market conditions.

**IV. Disclosures:**

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

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

**Item No. 4**

Sri. T. Govardhana Rao is proposed to be appointed as an Independent Director for a term of five consecutive years, in pursuance of Sections 149,150,152 and other applicable provisions of the Companies Act 2013 ("Act") and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act proposing his candidature for the office of Director of the Company.

The Nomination and Remuneration Committee and the Board of Directors at its meetings held on 9.8.2024, considered, approved and recommended, subject to the approval of the members, to appoint Sri. T. Govardhana Rao as an Independent Director with effect from 27<sup>th</sup> September, 2024 to 26<sup>th</sup> September, 2029 hold office for a term of five consecutive years not liable to retire by rotation.

Sri. T. Govardhana Rao is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as an Independent Director. The Company has also received declaration from Sri. T. Govardhana Rao that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, Sri. T. Govardhana Rao fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He has worked at Allahabad Bank for about 37 years in various departments and cadres and has retired as an officer of the Bank during the year 2014.

None of the other directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the resolution. Hence, the board recommends to the members to pass the resolution as set out at item No.4 of the Notice as a Special resolution, for the approval of the Members.

**Item No. 5**

Ms. Sridevi Madati is proposed to be appointed as an Independent Director for a term of five consecutive years, in pursuance of Sections 149,150,152 and other applicable provisions of the Companies Act 2013 ("Act") and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in respect of whom the Company has received a Notice in writing from a member under section 160 of the Act proposing her candidature for the office of Director of the Company.

The Nomination and Remuneration Committee and the Board at its meetings held on 9.8.2024, considered and recommended, subject to the approval of the members, the appointment of Ms. Sridevi Madati as an independent director for a period of five consecutive years with effect from 27<sup>th</sup> September, 2024 to



26<sup>th</sup> September, 2029, not liable to retire by rotation. She has about 20 Years of rich Experience in corporate, secretarial affairs, legal, regulatory matters, compliance assignments. She is a Practicing Company Secretary and also an Insolvency Professional.

Ms. Sridevi Madati is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as an Independent Director. The Company has also received declaration from Ms. Sridevi Madati that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board, Ms. Sridevi Madati fulfills the conditions for the appointment as an Independent Director as specified in the Act and the Listing Regulations.

None of the other directors or Key Managerial Personnel of the Company and their relatives are any way concerned or interested in the resolution. Hence, the board recommends to the members to pass the resolution as set out at item No.5 of the Notice, as a Special resolution for the approval of the Members.

**DIRECTORS' REPORT**

To  
The Members,

Your Directors have pleasure in presenting the Thirty Eighth Annual Report on the business of your company, together with the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 along with Auditors' Report thereon.

**1. FINANCIAL HIGHLIGHTS** (Rs. In lakhs)

Particulars	2023-2024	2022-2023
Gross income	45.91	40.26
Profit/(Loss) before Depreciation, Finance Costs and Tax	22.93	13.04
Depreciation	4.35	6.01
Finance costs	—	—
Profit/(Loss) before tax	18.58	7.03
Current Tax	0.02	2.04
Deferred Tax	10.40	(8.54)
Net Profit/(Loss)	8.16	13.53

**2. OPERATING RESULTS**

Your company has generated total Gross Income of Rs.45.91 lakhs during the financial year 2023-2024 as against Rs. 40.26 lakhs during the financial year 2022-2023 and has earned a net profit of Rs.8.16 lakhs as against profit of Rs.13.53 lakhs respectively as per Indian Accounting Standards (Ind AS).

**3. DIVIDEND**

With a view to conserve resources for long term needs of the Company and inadequate profits, your directors do not recommend any dividend for the Financial Year 2023-2024.

**4. TRANSFER TO RESERVE**

The Company did not transfer any amount to the General Reserve for the Financial Year ended 31<sup>st</sup> March, 2024.

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

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

**6. CHANGES IN THE SHARE CAPITAL**

The paid up share capital of the company as on 31<sup>st</sup> March, 2024 is Rs.2,54,45,000/- consisting of 25,44,500 Equity Shares of Rs.10/- each. During the year under review, the company has not issued any fresh shares.

**7. DIRECTORS**

During the year under review, Sri. T. R. Sekhar, Director will retire at the ensuing Annual General Meeting and being eligible offers himself for re-appointment and the Board recommends his reappointment.

Further the second term tenure of Sri. P.R.K. Murthy and Smt. S. Jhansi Kumari, Independent Director(s) of the company comes to an end as at 26.9.2024 and as such the board based on the recommendation of Nomination and Remuneration Committee recommend the appointments of Sri. T. Govardhana Rao and Ms. Sridevi Madati as Independent Director(s) of the company for a period of five consecutive years with effect from 27.9.2024 to 26.9.2029 subject to the approval of members at the ensuing AGM of the company.

All the Independent Directors of your Company have given declarations under Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and the Rules made there under and also as per applicable regulations of the SEBI (LODR) Regulations, 2015. Further, they have also confirmed that they are not aware of any circumstances or situations, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge the duties with an independent judgment and without any external influence.

None of the Directors are disqualified from being appointed or holding office as Directors, as stipulated under Section 164 of the Companies Act, 2013.

#### **8. BOARD MEETINGS**

During the financial year 2023-2024, Five Board Meetings were properly convened and held on 30<sup>th</sup> May, 2023, 14<sup>th</sup> August, 2023, 10<sup>th</sup> November, 2023, 9<sup>th</sup> February, 2024 and 30<sup>th</sup> March, 2024. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

#### **9. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Board and has carried out the annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and all other committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of your Company and its minority shareholders etc., The performance evaluation of the Independent Directors was carried out by the entire Board, excluding the Independent Director being evaluated.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, the Board as a whole and the Chairman of your Company was evaluated, taking into account the views of the Manager & Non-Executive Directors. The Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the Board and Committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc.,

**10. FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS**

The Members of the Board have been provided opportunities to familiarize themselves with the Company, its Management and its operations. All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. Manager and Senior Management provide an overview of the operations and familiarize the Directors with matters related to the Company's values and commitments. They are also introduced to the organization structure, constitution of various committees, board procedures etc.,

**11. KEY MANAGERIAL PERSONNEL**

The Board designated the following as Key Managerial personnel of the Company under the provisions of the Companies Act, 2013:

Mr. Omprakash Koyalkar - Manager

Mr. T. Ramesh Babu - Chief Financial Officer

Mrs. Sanjana Jain - Company Secretary and Compliance officer

There were no changes in the office of Key Managerial personnel of the company during the year 2023-2024. The Board at its meeting held on 25.5.2024, has reappointed Mr. Omprakash Koyalkar, as Manager of the Company for a period of three years with effect from 10.7.2024, as per the recommendation of nomination and remuneration committee and subject to the approval of members at the ensuing Annual General Meeting of the company.

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

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

**13. FIXED DEPOSITS**

The Company has not accepted any Fixed Deposits and as such no principal or interest was outstanding as on the date of the balance sheet.

**14. SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

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

The Company has in place proper and adequate internal control systems commensurate with the nature of its business and size and complexity of its operations. Internal control systems comprising of policies and procedures designed to ensure reliability of financial reporting, timely feedback, compliance with policies, procedures, applicable laws and regulations. The Company is following all the applicable Accounting Standards (Ind As) for properly maintaining the books of accounts and reporting financial statements. The Audit committee actively reviews the adequacy and effectiveness of the Internal Financial control and suggests the improvements for the same.

**16. DIRECTORS' RESPONSIBILITY STATEMENT**

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

- (i) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) Appropriate accounting policies had been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year 31<sup>st</sup> March, 2024 and of the Profit and Loss of the Company for that period;
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The annual accounts have been prepared on a going concern basis;
- (v) Internal financial controls have been laid down to be followed by the company and that such internal financial controls are adequate and were operating effectively, and
- (vi) That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**17. AUDITORS**

M/s. NSVR & Associates LLP, Chartered Accountants, Hyderabad (ICAI Firm Registration No. 008801S/S200060), were appointed as statutory auditors of the Company for a period of 5 years at the 36<sup>th</sup> Annual General Meeting held on 28<sup>th</sup> September, 2022, till the conclusion of 41<sup>st</sup> Annual General Meeting.

The Statutory Auditors' were present in the last AGM held on 27<sup>th</sup> September, 2023.

**18. AUDITORS' REPORT**

There are no qualifications, or adverse remarks made by M/s. NSVR & Associates LLP, Chartered Accountants, Statutory Auditors' in their report for the Financial Year ended 31<sup>st</sup> March, 2024.

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

**19. SECRETARIAL AUDITORS**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has reappointed M/s. P.S. Rao & Associates, a firm of Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Audit report for the financial year 2023-2024 is annexed herewith as Annexure - I to this Report.

**20. SECRETARIAL AUDIT REPORT**

There are no qualifications, reservations or adverse remarks made by M/s. P.S. Rao & Associates, Practicing Company Secretaries in their report for the financial year ended 31<sup>st</sup> March, 2024.

**21. INTERNAL AUDITORS**

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

**22. AUDIT COMMITTEE**

The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013. During the year, the board has reconstituted the composition of the audit committee of the company.

The following is the composition of Audit Committee as at 31<sup>st</sup> March, 2024:

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

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

**23. NOMINATION AND REMUNERATION COMMITTEE**

The following is the constitution of Nomination and Remuneration Committee as at 31<sup>st</sup> March, 2024:

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

The Nomination and Remuneration Committee has been constituted to recommend a policy of the company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters and to frame proper systems for identification, appointment of Directors and KMPs, payment of remuneration to them and evaluation of their performance and to recommend the same to the board from time to time and any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time. The policy is also posted on the company's website [www.uflfinance.com](http://www.uflfinance.com).

#### **24. STAKE HOLDERS RELATIONSHIP COMMITTEE**

The following is the composition of Stake Holders Relationship Committee as at 31<sup>st</sup> March, 2024:

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

The Committee focuses on shareholders' grievances and strengthening of investor relations. The committee looks after the services of the Registrars and share transfer agents and recommends measures for providing efficient services to investors. The Committee specifically looks into investor complaints like transfer/transmission/transposition of shares, and other related issues. There were no complaints pending for redressal as at 31<sup>st</sup> March, 2024.

#### **25. CORPORATE SOCIAL RESPONSIBILITY**

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

#### **26. MEETING OF INDEPENDENT DIRECTORS**

The Independent Directors of the company have met separately on 30<sup>th</sup> March, 2024 inter-alia, reviewed the performance of the Chairman, Non Independent Directors and Manager. The Independent Directors in the said meeting also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board to effectively and reasonably perform its duties.

#### **27. RISK MANAGEMENT POLICY**

The Company has developed and is implementing a risk management policy which includes the identification therein of elements of risk, which in the opinion of the board may threaten the existence of the Company.

**28. VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES OF THE COMPANY**

Pursuant to the applicable provisions of the Companies Act, 2013 and applicable Regulations of SEBI (LODR) Regulations, 2015, a Vigil Mechanism for directors and employees to report genuine concerns has been established.

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

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

Your Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at workplace as per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. The policy aims to provide protection to employees at the work place and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure.

Particulars	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

During the financial year 2023-2024, the Company has not received any complaint of sexual harassment against any employees of the Company.

**30. ANNUAL RETURN**

As required pursuant to Section 92(3) read with section 134 (4)(a) of the Companies Act, 2013, a copy of the Annual Return of the Company has been placed on the Website of the Company at [www.uflfinance.com](http://www.uflfinance.com).

**31. RELATED PARTY TRANSACTIONS**

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



**32. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company being a non banking finance company registered with Reserve Bank of India, mainly deals in the business of Investments and financing activities, is exempt from complying with the provisions of Section 186 of the Companies Act, 2013. Accordingly, the disclosures of the loans given and Investments made as required under the aforesaid section have not been given in this report. However, information regarding loans and investments are detailed in the notes to the financial statements.

**33. LISTING OF EQUITY SHARES**

Your company shares are listed with the BSE Limited. The listing fee has been paid for the financial year 2024-2025.

**34. CORPORATE GOVERNANCE**

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

**35. INSIDER TRADING REGULATIONS**

The Company has adopted an 'Internal Code of Conduct' for Regulating, Monitoring and Reporting of Trades by Insiders ("the Code") in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The Code is applicable to all Directors and such Designated Employees and other connected persons who are expected to have access to unpublished price sensitive information relating to the Company. The Company Secretary is the Compliance Officer for monitoring adherence to the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)' in compliance with the PIT Regulations. This Code is displayed on the Company's website viz., [www.uffinance.com](http://www.uffinance.com).

**36. DECLARATION OF COMPLIANCE OF CODE OF CONDUCT**

The Company has adopted a Code of Business Conduct (the Code) which applies to all the employees and Directors of the Company. Under the Code, it is the responsibility of all the employees and directors to familiarize themselves with the code and comply with its standards and that the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year 2023-2024. A Declaration in this regard is annexed as Annexure - III.

**37. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Regardless of three turbulent years which perceived a global pandemic, supply chain disruptions, conflict in Ukraine and elevated interest rates to counter high inflation, India emerged as the fastest growing major economy of the world. Notwithstanding conflicts in Europe and Gaza and rising tensions in West Asia, a global recession that experts thought was imminent has not occurred. Indeed, the key indicators have turned positive: inflation is falling across all major countries; unemployment has not risen as economists thought it would; and the major central banks have put an end to monetary tightening, though they have not yet begun reducing their key interest rates.

**Industry Structure and Developments**

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

NBFCs remain an important constituent of India's financial sector and continue to leverage their superior understanding of regional dynamics and customized products and services to expedite financial inclusion in India. Lower transaction costs, innovative products, quick decision making, customer orientation and prompt service standards have differentiated NBFCs from banks. Considering the reach and expanse of NBFCs, these entities are well-suited to bridge the financing gap in a large country like India. Systemically important NBFCs have demonstrated agility, innovation and frugality to provide formal financial services to millions of Indians.

The global economy in financial year 2023-2024 grappled with slowdown in economic growth due to persistence of high interest rates, increasing geopolitical conflicts, sluggish international trade and climate related issues. Notwithstanding the uncertain global economic backdrop, the Indian economy continued on its strong growth trajectory in FY24 on the back of some of its key inherent strengths, viz., macro financial stability (characterised by a steadfast inflation targeting regime, adherence to fiscal consolidation roadmap, manageable current account deficit and stable exchange rate along with an adequate buffer of forex reserves), strong twin balance sheets of banks and corporates and frontloading of public capex in key sectors.

**Opportunities and Threats**

The biggest opportunity for the Indian financial system today is the Indian consumer. Demographic shifts in terms of income levels and cultural shifts in terms of lifestyle aspirations are changing the profile of the Indian consumer. Your Company being an investment Company seeks opportunities in the capital market. The volatility in stock indices in the financial year under report represents both an opportunity and challenge for the Company. Further the impact of stress in the NBFC sector spills over to this year as well, it may lead to lower

credit off take from NBFCs, which may dampen growth in consumption spending. The most significant threat for any lending activity is to constantly exhibit operational excellence and contain the loss and mitigate the risks.

#### Business Outlook

The Company is mainly engaged in the business of investment in bodies corporate in order to yield greater revenue for its stakeholders. The company is also having exposure to financing.

#### Risks and areas of concerns

In the normal course of business, finance and investment companies are exposed to various risks, namely, Credit Risk, Market Risk and Operational Risk, besides other residual risks such as Liquidity Risk, Interest Rate Risk, Strategic Risk, etc., any company which is in the business of lending, the entire proposition of the Company (providing finance to various segments of the economy) is on the fundamentals of managing the risk rather than avoiding it. Further the risk of market fluctuations will be a major risk associated with the company.

As your company's business is mainly into investment activities, the capital market developments may affect the gains and profitability of the Company. The company is also undertaking financing activity and defaults and NPAs may adversely affect profitability of the Company. The Company continuously evaluates its investments in investee companies to ensure that the same meets the objective of ensuring maximization of value to all its stakeholders in a prudent manner.

#### Internal Control Systems and Adequacy

The Company has satisfactory internal control system. The adequacy of the internal control system is reviewed by the Audit Committee of the Board of Directors. Your Company has taken proper and sufficient care for the maintenance of adequate accounting records as required by various Statutes. Internal Auditors, the Audit Committee and Statutory Auditors have full and free access to all the information and records as considered necessary to carry out their responsibilities.

#### Human Resources

The current activities of the company may not require significant human resources, however to the extent possible requisite personnel have been engaged to take care of organization need of human resources. The Company will engage requisite human resource as and when required.

#### Future Outlook

NBFCs are facing liquidity crisis and that coupled with increasing stress in the corporate segment warrants caution. In fact many corporates were dragged to NCLT under Insolvency and Bankruptcy Code which clearly manifests the stress

**USHAKIRAN FINANCE LIMITED**

the corporates are facing. Further, improvements in the capital markets may also positively impact the finance and investment companies. However, the continued deterioration in assets quality and NPA'S are haunting the finance companies.

**PERFORMANCE HIGHLIGHTS:**

During the year 2023-2024 the company has earned Gross Income of Rs.45.91 lakhs as against Rs.40.26 lakhs during the financial year 2022-2023 and has earned a net profit of Rs.8.16 lakhs for financial year 2023-2024 as against profit of Rs.13.53 lakhs during the financial year 2022-2023 respectively.

**Details of Key Financial Ratios:**

Sl. No.	Particulars	As at 31.3.2024	As at 31.3.2023	%Change
1	Debtors Turnover	NA	NA	NA
2	Inventory Turnover	NA	NA	NA
3	Interest Coverage Ratio	NA	NA	NA
4	Current Ratio (Current assets/Current liabilities)	24.77	23.46	5.58
5	Debt Equity Ratio	NA	NA	NA
6	Operating Profit Margin %(PBIT/Total Revenue)	40.47	21.90	84.80
7	Net Profit Margin %(Net Profit/Total Revenue)	17.77	42.16	(57.85)
8	Return on Net Worth %(Net Profit/Net Worth)	0.44	1.16	(62.07)

- 1) The increase in operating margin to PBIT by more than 25% is mainly due to increase in fair value gains.
- 2) The decrease in net profit margin is due to increase in fair value gains and deferred tax.
- 3) The Decrease in return on net worth is due to increase in deferred tax and increase in fair value gains and OCI.

**i. CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis that addresses expectations about the future, including but not limited to statement about Company's strategy for growth, expenditures and financial results are forward looking statements and these forward looking statements are based on certain assumptions and expectations of future events. The Company cannot guarantee that these assumptions and expectations are accurate or will be realized. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations, include among others, economic conditions affecting demand/supply and price conditions in global and domestic markets, changes in government regulations,

Tax laws and other statutes and incidental factors.

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

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

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

**39. PARTICULARS OF EMPLOYEES**

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

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company does not have any employee who is employed throughout the financial year and in receipt of remuneration of Rs.102 Lakhs or more, or employees who are employed for a part of the year and in receipt of Rs.8.50 Lakhs or more per month.

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

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

**41. BOARD DIVERSITY**

The Company has over the years been fortunate to have good people from diverse fields to serve as Directors on its Board. Pursuant to the SEBI Listing Regulations, the Nomination & Remuneration Committee of the Board ensured diversity of the Board in terms of experience, knowledge, perspective, background, gender, age and culture.

**42. REGISTRATION OF INDEPENDENT DIRECTORS IN INDEPENDENT DIRECTORS DATA BANK**

All the Independent Directors of your Company have been registered and are members of Independent Directors Data bank maintained by the Indian Institute of Corporate Affairs (IICA).

**43. MAINTENANCE OF COST RECORDS**

The Company is not required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.

**44. SECRETARIAL STANDARDS**

Your Company complies with all applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

**45. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

No application was made or any proceedings pending under the IBC, 2016 during the year ended on 31<sup>st</sup> March, 2024.

**46. STATUTORY DISCLAIMER**

RBI does not accept any responsibility or guarantee about the present position as to the financial soundness of the Company or for the correctness of any of the statements or representations made or opinions expressed by the Company and discharge of liabilities by the Company.

**47. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

Not Applicable

**48. ACKNOWLEDGEMENTS**

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

for and on behalf of the Board

Place : Hyderabad

Date : 09.08.2024

(T. Adinarayana)

Chairman

DIN:00917498

Annexure – I

P.S. RAO & ASSOCIATES  
Company Secretaries

Flat No.10, 4<sup>th</sup> Floor,  
# 6-3-347/22/2,  
Ishwarya Nilayam,  
Opp: Sai Baba Temple,  
Dwarakapuri Colony,  
Panjagutta,  
Hyderabad-500082.

**SECRETARIAL AUDIT REPORT**

For the Financial Year ended on March 31, 2024

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

To  
The Members  
**Ushakiran Finance Limited**  
405, Raghava Ratna Towers, Chirag Ali Lane,  
Hyderabad - 500001, Telangana.

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

Based on our verification of the Company’s books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2024 complied with the statutory provisions listed here under and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under.
- ii. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under.
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under.
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment. (Not applicable to the company during the audit period).

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. **(Not applicable to the Company during the audit period).**
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. **(Not applicable to the Company during the audit period).**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2018. **(Not applicable to the Company during the audit period).**
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not applicable to the Company during the audit period)** and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not applicable to the Company during the audit period).**
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - (vi) Other specifically applicable laws to the Company:
    - \* Non-Banking Financial (Non - Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.

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

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

We further report that:

- \* The Board of Directors of the Company is duly constituted with proper balance of Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.



**USHAKIRAN FINANCE LIMITED**

- \* Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- \* All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that:

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

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

**MB Suneel**

Company Secretary  
ACS No: 31197; C.P.No.14449  
PR No.710/2020  
ICSI Unique Code: P2001TL078000  
UDIN: A031197F000447756

Date : 25.05.2024  
Place : Hyderabad

Note: This report is to be read with our letter of even date which is annexed as 'Annexure A' and forms an integral part of this report.

**'Annexure A'**

To  
The Members  
Ushakiran Finance Limited  
405, Raghava Ratna Towers, Chirag Ali Lane,  
Hyderabad - 500001, Telangana.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our 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. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The 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 P. S. Rao & Associates**  
Company Secretaries

**MB Suneel**  
Company Secretary  
ACS No: 31197; C.P.No.14449  
PR No.710/2020  
ICSI Unique Code: P2001TL078000  
UDIN: A031197F000447756

Date : 25.05.2024  
Place : Hyderabad

## Annexure – II

## FORM NO. AOC-2

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

Form for Disclosure of particulars of Contracts/Arrangements entered into by the Company with the related parties referred to in sec.188 of the Companies Act, 2013.

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

(Rs. in lakhs)

Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ Transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Dates of approval by the Board, if any:	Amount
Ompakash Koyalkar, Manager	Remuneration & Perquisites	3 Years w.e.f. 10-07-2024	NA	30-06-2021	3.04
T. Ramesh Babu, Chief Financial Officer	Remuneration & Perquisites	Regular Employee	NA	30-03-2024	3.72
Sanjana Jain, Company Secretary	Remuneration & Perquisites	Regular Employee	NA	30-05-2023	3.18

Other than payment of remuneration to key managerial personnel amounting to Rs.9.94 lakhs (Rs.9.40 lakhs) there are no other contracts or arrangements with related parties.

Annexure - III

DECLARATION OF CODE OF CONDUCT

The Company has adopted a Code of Business Conduct and Ethics (the Code) which applies to all the employees and Directors of the Company. Under the Code, it is the responsibility of all the employees and directors to familiarize themselves with the code and comply with its standards.

We, hereby confirm that the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year 2023 - 2024.

For Ushakiran Finance Limited

Place : Hyderabad  
Date : 09.08.2024

(Omprakash Koyalkar)  
Manager

**USHAKIRAN FINANCE LIMITED**

Annexure – IV.

Disclosure as per Section 197 of The Companies Act, 2013 and Rule 5 (1) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(Rs. in lakhs)

Name	Age	Qualifications	Designation	Date of Commencement of employment	Experience (years)	Gross Remuneration (CTC)(Rs.)	Previous Employment	Previous Designation
Omprakash Koyalkar	58	B.Com.,	Manager	10-07-2018 (11-7-2024 Reappointed as Manager)	31	3.04	Sigachi Laboratories Ltd.,	Accountant
T. Ramesh Babu	37	M.Com.,	CFO	01-03-2020	16	3.72	Sigachi Laboratories Ltd.,	Accounts Officer
Sanjana Jain	30	B.Com., ACS.,	Company Secretary	04-05-2019	5	3.18	NA	NA

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

Not Applicable as no remuneration has been paid to the Directors during the financial Year 2023 - 2024.

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

Name	Designation	Remuneration for the year ended 31-3-2024 (Rs. in lakhs)	% increase in Remuneration
Omprakash Koyalkar	Manager	3.04	6.67
T. Ramesh Babu	CFO	3.72	4.79
Sanjana Jain	Company Secretary	3.18	6.00

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

Not Applicable as only one employee has been appointed during the financial year 2023-2024, hence increase in remuneration is not applicable.

iv) The number of permanent employees on the rolls of the company are 4 as on 31<sup>st</sup> March, 2024.

**USHAKIRAN FINANCE LIMITED**

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

There is an average increase of about 5.74% in the remuneration of KMP's during the year 2023-2024. Thus there was no exceptional circumstance for increase in the managerial remuneration in the last financial year. Other than the KMP's, only one employee has been appointed during the financial year 2023-2024, hence increase in remuneration to him is not applicable.

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

Yes - the remuneration is as per the Remuneration Policy of the Company.

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

Name	Age (years)	Qualifications and experience of employee	Designation	Date of Commencement of employment	Nature of employment	Remuneration Per Annum (Rs. in Lakhs)	Previous Employment	Relative of Director, If any	% of Share holding
K. Ajay Kumar	32	B.Com.,	Assistant	1-12-2023	Regular	0.54	-	-	-

There is no employee who is drawing annual salary of Rs.102 lakhs and more and monthly salary of Rs.8.50 lakhs and more.

NSVR & ASSOCIATES LLP  
Chartered Accountants

2nd Floor, H.No.1-89/1/42,  
Plot No.41 and 43,  
Sri Ram Nagar colony,  
Kavuri Hills, Madhapur,  
Hyderabad-500081.

Independent Auditors' Report

To  
The Members of  
Ushakiran Finance Limited,

**Report on the Audit of the Financial Statements**

**Opinion**

We have audited the accompanying financial statements of Ushakiran Finance Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2024, the Statement of Profit and Loss, (including other comprehensive income) the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information.

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 Companies Act, 2013 ("The Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2024 and its profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules made there under and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matters	How our audit addressed the key audit matter
<p><b>Investments</b></p> <p>1. The Company's investment portfolio consists of Equity Instruments and Mutual Funds. Total investment portfolio of the Company represents 94.18% of the Company's total assets.</p> <p>Investments are stated at fair value.</p> <p>In respect of the portfolio of quoted investments we do not consider these investments to be at a high risk of significant misstatement, or to be subject to a significant level of judgement because they comprise mostly liquid and quoted investments. However, due to their materiality in the context of the financial statements as a whole, they are considered to be main area which had significant impact on our overall audit strategy.</p> <p>2. The following are the impact areas for the Company.</p> <ul style="list-style-type: none"> <li>- Classification and measurement of Financial Assets (loans) and Financial Liabilities - Measurement of Loan losses (expected credit losses).</li> </ul> <p>3. Impairment Loss Allowance Management's judgments in the calculation of impairment allowances have significant impact on the financial statements. The estimates regarding impairment require a significant degree of judgement, which increased with implementation of Expected Credit Loss ("ECL") as required by Ind AS 109 relating to "Financial instruments." Management is required to determine the expected credit loss.</p>	<p>Our audit procedures for this area included:</p> <p>We assessed appropriateness of the pricing methodologies with reference to Company's accounting and valuation techniques.</p> <p>We have assessed the process and tested the operating effectiveness of the key controls, including the Company's review and approval of the estimates and assumptions used for the valuation including key authorization and data input controls.</p> <p>For quoted investments, verified with the quoted prices on the measurement date.</p> <p>Understood, the methodology implemented by management to give impact due to classification of Financial Instruments, Measurement of expected credit losses.</p> <p>We have obtained an understanding of management's assessment of impairment of loans and advances including the Ind AS 109 impairment allowance and ECL.</p>



**Information Other than the Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for other information. The other information comprises the information included in the Directors' report and Management Discussion and Analysis Report but does not include the Ind AS financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of management and board of directors 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 including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- a) Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- b) Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- c) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- e) Evaluate the overall presentation, structure and content of the financial statements, including the disclosures and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020, ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "Annexure A", to this Report, a statement on the matters specified in paragraphs 3 and 4 of the said 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 including other comprehensive income, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act.

- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “Annexure B”. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company’s internal financial controls with reference to financial reporting.
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its Directors/Manager during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the information and explanations given to us:
  - (i) The Company do not have pending litigations which would impact its financial position in its financial statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There are no funds, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - (iv) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either

individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- (v) The company hasn't declared any dividend and hence the provisions of the section 123 of the Companies Act is not applicable.
- (vi) Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

For NSVR & ASSOCIATES LLP  
Chartered Accountants  
Firm Regn No: 008801S/S200060

(V Gangadhara Rao N)  
Partner

Place : Hyderabad  
Date : 25<sup>th</sup> May, 2024

Membership No:219486  
UDIN: 24219486BKFBAl16854

**ANNEXURE – A TO THE INDEPENDENT AUDITORS' REPORT**

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of Ushakiran Finance Limited on the Financial Statements for the year ended 31<sup>st</sup> March, 2024.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment and its intangible assets.
- (b) The Property, Plant and Equipment and Investment Properties, have been physically verified by the Management at reasonable intervals, and according to the information and explanations given to us, no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its business.
- (c) According to the information and explanations given to us and on the basis of our examination of the Records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the Records, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year;
- (e) According to the information and explanations given to us and on the basis of our examination of the Records of the Company, no proceedings have been initiated against the Company during the year or are pending against the Company as at 31<sup>st</sup> March, 2024 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The Company is in the business of providing loans and has classified all the equities and mutual funds as investments under financial assets and does not have any physical inventories. Thus paragraph 3(ii)(a) is not applicable.
- (b) According to the information and explanations given to us, the Company has not been sanctioned any working capital limits from banks or financial institutions at any point of time during the year under audit.
- (iii) (a) Since the Company's principal business is to give loans, the provisions of clause 3(iii)(a) of the Order are not applicable.
- (b) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the terms and conditions of the grant of all loans and advances, investments made are not observed to be prejudicial to the Company's interest.

**USHAKIRAN FINANCE LIMITED**

- (c) In our opinion and according to the information and explanations given to us, in respect of loans and advances in the nature of loans (all are demand loans), the schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts in some cases are not regular during the year.
- (d) In our opinion and according to the information and explanations given to us, the total amount overdue for more than ninety days amounts to Rs.30.19 lakhs. The Company is taking reasonable steps for recovery of the principal and interest.
- (e) Since the Company's principal business is to give loans, the provisions of clause 3(iii)(e) of the Order are not applicable.
- (f) In our opinion and according to the information and explanations given to us, the Company has granted loans which are either repayable on demand or without specifying any terms or period of repayment as given below.

	(Rs. in lakhs)	
	All parties	Related
Aggregate of loans repayable on demand	Rs.100.19	-
Percentage of loans to total loans	100%	-

- (iv) The Company has not advanced loans or made investments in or provided guaranty and security to parties covered by section 185 and section 186 is not applicable to the Company. Hence reporting under paragraph 3(iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of Sections 73 to 76 of the Companies Act, 2013 and the rules framed there under. Thus Paragraph 3(v) of the order is not applicable to the Company. We are informed by the Management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.
- (vi) The Central Government of India has not prescribed the maintenance of Cost records under section 148 (1) of the Companies Act, 2013 for any of the activities of the Company. Thus paragraph 3(vi) of the order is not applicable to the Company.
- (vii)(a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Goods and Services Tax, provident fund, employees state insurance, income tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable

in respect of provident fund, employees state insurance, income tax, Goods and Services Tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears as at 31<sup>st</sup> March, 2024, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there are no statutory dues which have not been deposited as on 31<sup>st</sup> March, 2024, on account of any dispute.

(viii) According to the information and explanations given to us, the Company does not have any transactions not recorded in books of accounts that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. Accordingly, paragraph 3(viii) of the Companies (Auditor's Report) Order, 2020 ("the Order") is not applicable to the Company.

(ix) (a) The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority. Hence reporting under clause 3(ix)(b) of the Order is not applicable.

(c) The Company has not taken any term loan during the year and there are no outstanding term loans and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

(d) On an overall examination of the financial statements of the Company, no funds were raised on short term basis by the Company. Hence, reporting on clause 3(ix)(d) is not applicable.

(e) According to information and explanation given to us, the Company has not taken any fund from any entity or from any person on account of or to meet the obligations of its subsidiaries, associates or joint ventures and hence paragraph 3(ix)(e) of the Companies (Auditor's Report) Order, 2020 ("the Order") is not applicable to the Company.

(f) According to information and explanation given to us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence paragraph 3(ix)(f) of the Companies (Auditor's Report) Order, 2020 ("the Order") is not applicable to the Company.

(x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

(b) The Company has not made preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally)



- during the year under review and hence reporting under paragraph 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge, No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) To the best of our knowledge, No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle-blower complaints received by the Company during the year.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us, all transactions with related parties are in compliance with Sections 177 and 188 of the Act wherever applicable and details have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with its size and the nature of its business.
- (b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- (xvi) (a) The Company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and it has obtained registration.
- (b) The Company has conducted the non-banking financial activities with a valid Certificate of Registration ('CoR') from the RBI as per the RBI Act. The Company has not conducted any housing finance activities and is not required to obtain CoR for such activities from the RBI.
- (c) The Company is not a Core Investment Company ('CIC') and hence reporting under paragraph 3(xvi)(c) of the Order is not applicable to the Company.

- (d) There is no core investment Company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016).
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year and accordingly this clause is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that Company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) According to the information and explanations given to us and based on our examination of the records of the Company, the provisions of Corporate Social Responsibility (CSR) is not applicable to the Company. Accordingly, paragraph 3(xx)(a) of the Order is not applicable for the year.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company the provisions of Corporate Social Responsibility (CSR) is not applicable to the Company. Accordingly, paragraph 3(xx)(b) of the Order is not applicable.

For NSVR & ASSOCIATES LLP  
Chartered Accountants  
Firm Regn No: 008801S/S200060

(V Gangadhara Rao N)  
Partner

Place : Hyderabad  
Date : 25<sup>th</sup> May, 2024

Membership No:219486  
UDIN: 24219486BKFBAl16854

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

(Referred to in paragraph 2(f) of the Independent Auditors’ Report of even date to the members of Ushakiran Finance Limited on the Financial Statements for the year ended 31<sup>st</sup> March, 2024.)

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

We have audited the internal financial controls over financial reporting of Ushakiran Finance Limited (“the Company”) as of 31<sup>st</sup> March, 2024 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2024 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (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 the 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial

controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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.

For NSVR & ASSOCIATES LLP  
Chartered Accountants  
Firm Regn No: 008801S/S200060

(V Gangadhara Rao N)  
Partner

Place : Hyderabad  
Date : 25<sup>th</sup> May, 2024

Membership No:219486  
UDIN: 24219486BKFBAl16854

**USHAKIRAN FINANCE LIMITED**

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2024**

(Rs. in lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>ASSETS</b>			
<b>(1) Financial Assets</b>			
(a) Cash and Cash equivalents	2	24.71	32.01
(b) Bank Balances other than (a) above	3	6.25	5.92
(c) Receivables	4	-	-
(I) Trade Receivables		-	-
(II) Other Receivables		-	-
(d) Loans	5	63.00	63.00
(e) Investments	6	1,830.53	1,025.89
(f) Other Financial Assets	7	0.43	0.36
		<b>1,924.92</b>	<b>1,127.18</b>
<b>(2) Non-Financial Assets</b>			
(a) Deferred tax Assets (net)	8	-	18.52
(b) Investment Property	9	7.04	7.04
(c) Property, Plant and Equipment	10	9.63	13.56
(d) Other non-Financial Assets	11	2.12	-
		<b>18.79</b>	<b>39.12</b>
<b>Total Assets</b>		<b>1,943.71</b>	<b>1,166.30</b>
<b>LIABILITIES AND EQUITY</b>			
<b>Liabilities</b>			
<b>(1) Financial Liabilities</b>			
(a) Payables	12	-	-
(I) Trade Payables		-	-
(II) Other Payables		-	-
(b) Borrowings (Other than Debt Securities)		-	-
(c) Other Financial Liabilities	13	1.25	1.62
		<b>1.25</b>	<b>1.62</b>
<b>(2) Non-Financial Liabilities</b>			
(a) Provisions	14	-	0.13
(b) Other non-Financial Liabilities	15	-	-
(c) Deferred tax Liabilities (net)	16	72.78	-
		<b>72.78</b>	<b>0.13</b>
<b>(3) Equity</b>			
(a) Equity Share capital	17	274.71	274.71
(b) Other Equity	18	1,594.97	889.84
		<b>1,869.68</b>	<b>1,164.55</b>
<b>Total Liabilities and Equity</b>		<b>1,943.71</b>	<b>1,166.30</b>

The accompanying notes form an integral part of these financial statements.  
This is the Balance Sheet referred to in our report of even date.

For NSVR & ASSOCIATES LLP  
Chartered Accountants  
(Firm Regn. No.008801S/S200060)

(V Gangadhara Rao N)  
Partner  
Membership No.219486  
UDIN: 24219486BKFBAl16854

Place: Hyderabad  
Date : 25<sup>th</sup> May, 2024

For and on behalf of the Board

(T.R. Sekhar) (P.R.K. Murthy)  
Director Director  
DIN: 02943146 DIN: 02769220

(Sanjana Jain) (Omprakash Koyalkar)  
Company Secretary Manager

(T. Ramesh Babu)  
Chief Financial Officer

**USHAKIRAN FINANCE LIMITED**

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2024**

(Rs. in lakhs)

Particulars	Note No.	For the Year ended 31 <sup>st</sup> March, 2024	For the Year ended 31 <sup>st</sup> March, 2023
I. Income			
a. Revenue from operations			
i. Interest Income	19	14.83	19.70
ii. Dividend Income	20	8.81	8.13
iii. Net gain on fair value changes	21	21.93	11.26
Total Revenue from operations (I)		45.57	39.09
II. Other Income	22	0.34	1.17
III. Total Income (I+II)		45.91	40.26
IV. Expenses			
Finance Costs	-	-	-
Impairment of financial instruments	23	-	(2.51)
Net loss on fair value changes	24	-	8.17
Employee Benefits Expense	25	10.51	9.33
Depreciation and amortization expense	26	4.35	6.01
Other expenses	27	12.47	12.23
Total Expenses (IV)		27.33	33.23
V. Profit before tax (III-IV)		18.58	7.03
VI. Tax Expense			
(1) Current Tax	28	0.02	2.04
(2) Deferred Tax		10.40	(8.54)
VII. Profit/(Loss) for the period (V-VI)		8.16	13.53
VIII. Other Comprehensive Income (OCI)			
Items that will not be reclassified to profit or (loss)		777.87	(82.76)
Tax on items that will not be reclassified to profit or (loss)		(80.90)	-
Items that will be reclassified to profit or (loss)		-	-
Tax on items that may be reclassified to profit or (loss)		-	-
Items that may be reclassified subsequently to profit or (loss)		-	-
Other Comprehensive Income/(loss) for the year, net of tax		696.97	(82.76)
IX. Total Comprehensive Income/(loss) for the period(VII+VIII)		705.13	(69.23)
X. Earnings per share of Rs. 10/- each			
Basic (in Rs.)		0.32	0.53
Diluted (in Rs.)		0.32	0.53

The accompanying notes form an integral part of these financial statements.  
This is the statement of profit and loss referred to in our report of even date.

For NSVR & ASSOCIATES LLP  
Chartered Accountants  
(Firm Regn. No.008801S/S200060)

(V Gangadhara Rao N)  
Partner  
Membership No.219486  
UDIN: 24219486BKFBAl16854

Place: Hyderabad  
Date : 25<sup>th</sup> May, 2024

For and on behalf of the Board

(T.R. Sekhar) (P.R.K. Murthy)  
Director Director  
DIN: 02943146 DIN: 02769220

(Sanjana Jain) (Omprakash Koyalkar)  
Company Secretary Manager

(T. Ramesh Babu)  
Chief Financial Officer

**USHAKIRAN FINANCE LIMITED**

**Statement of Changes in Equity for the year ended 31<sup>st</sup> March, 2024**

**a) Equity share capital** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2023		Changes in equity Share Capital		As at 31 <sup>st</sup> March, 2024	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
a) Paid up Share Capital	25,44,500	254.45	-	-	25,44,500	254.45
b) Forfeited Shares	-	20.26	-	-	-	20.26
	25,44,500	274.71	-	-	25,44,500	274.71

**b) Other Equity** (Rs. in lakhs)

Particulars	Reserves and surplus			Other Comprehensive Income	Total
	Retained earnings	General Reserve	Statutory Reserve Fund		
Balance as at 31/03/2022	(35.36)	7.52	23.49	963.42	959.07
Profit/(Loss) for the year	13.53	-	-	-	13.53
Additions during the year	-	-	-	(82.76)	(82.76)
Appropriation to Reserve Fund as per 45-IC of RBI Act	(2.71)	-	2.71	-	-
Balance as at 31/03/2023	(24.54)	7.52	26.20	880.66	889.84
Profit/(Loss) for the year	8.16	-	-	-	8.16
Additions during the year	-	-	-	696.97	696.97
Appropriation to Reserve Fund as per 45-IC of RBI Act	(1.62)	-	1.62	-	-
Balance as at 31/03/2024	(18.00)	7.52	27.82	1,577.63	1,594.97

The accompanying notes form an integral part of these financial statements.  
This is the statement of changes in Other Equity referred to in our report of even date.

For NSVR & ASSOCIATES LLP  
Chartered Accountants  
(Firm Regn. No.008801S/S200060)  
(V Gangadhara Rao N)  
Partner  
Membership No.219486  
UDIN: 24219486BKFBAl16854

Place: Hyderabad  
Date : 25<sup>th</sup> May, 2024

For and on behalf of the Board

(T.R. Sekhar) Director DIN: 02943146	(P.R.K. Murthy) Director DIN: 02769220
(Sanjana Jain) Company Secretary	(Omprakash Koyalkar) Manager
(T. Ramesh Babu) Chief Financial Officer	

**USHAKIRAN FINANCE LIMITED**

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2024**

(Rs. in lakhs)

	Particulars	For the Year ended 31 <sup>st</sup> March, 2024	For the Year ended 31 <sup>st</sup> March, 2023
A	Cash Flows from Operating Activities		
	Profit/(loss) before tax	<b>18.58</b>	7.03
	Adjustments for:		
	Depreciation and amortization expense	<b>4.35</b>	6.01
	Impairment of Financial Instruments	-	(2.51)
	(Profit)/loss on sale of Property, Plant and Equipment	-	(0.87)
	Net (gain)/loss on fair value changes	<b>(21.93)</b>	(3.10)
	Operating profit before working capital changes	<b>1.00</b>	6.56
	Movements in Working Capital		
	(Increase)/Decrease in Loans	-	25.01
	(Increase)/Decrease in Other Non Financial Assets	<b>(2.31)</b>	0.56
	(Increase)/Decrease in Other Bank Balances	<b>(0.35)</b>	(2.94)
	Increase/(Decrease) in Other Financial Liabilities	<b>(0.36)</b>	0.10
	Increase/(Decrease) in Other Non-Financial Liabilities	-	-
	Cash generated from operations	<b>(2.02)</b>	29.29
	Direct Taxes Paid	<b>0.02</b>	2.04
	Net Cash flows from operating activities (A)	<b>(2.04)</b>	27.25
B	Cash flows from Investing Activities		
	(Purchase)/Sale of Property, Plant and Equipment	<b>(0.42)</b>	1.20
	Investment in Fixed Deposits in Bank	-	(0.21)
	Proceeds from sale of Investments	<b>0.06</b>	0.16
	(Purchase) of Investments (net)	<b>(4.90)</b>	(19.46)
	Net Cash flows from/(Used In) Investing Activities (B)	<b>(5.26)</b>	(18.31)
C	Cash flows from Financing Activities		
	Proceeds from Long term borrowings	-	-
	Net Cash flows from/(Used In) Financing Activities (C)	-	-
D	Net Increase/(Decrease) in Cash and Cash equivalents (A+B+C)	<b>(7.30)</b>	8.94
	Cash and Cash equivalents at the beginning of the year	<b>32.01</b>	23.07
	Cash and Cash equivalents at the ending of the year	<b>24.71</b>	32.01

The accompanying notes form an integral part of these financial statements.  
This is the Cash Flow Statement referred to in our report of even date.

For NSVR & ASSOCIATES LLP  
Chartered Accountants  
(Firm Regn. No.008801S/200060)  
(V Gangadhara Rao N)  
Partner  
Membership No.219486  
UDIN: 24219486BKFBAl16854

For and on behalf of the Board

(T.R. Sekhar) Director DIN: 02943146	(P.R.K. Murthy) Director DIN: 02769220
(Sanjana Jain) Company Secretary	(Omprakash Koyalkar) Manager

Place: Hyderabad  
Date : 25<sup>th</sup> May, 2024

(T. Ramesh Babu)  
Chief Financial Officer



## Summary of material accounting policies and other explanatory information

### 1.01 Corporate Information

Ushakiran Finance Limited is a Non-Banking Finance Company (Non Deposit taking) registered with Reserve Bank of India and the registered office located at flat No 405, Raghava Ratna towers, Chirag Ali Lane, Hyderabad-500001 and its equity shares are listed on BSE Ltd in India. It is mainly engaged in the business of investments and financing.

### 1.02 Basis of Preparation and Presentation of Financial Statements

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2024 have been prepared and presented in accordance with the Indian Accounting Standards ("Ind AS") notified under section 133 of The Companies Act, 2013 read together with Rule 3 of The Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) amendments Rules, 2016 issued by the Ministry of Corporate Affairs (MCA) and the provisions of the Companies Act 2013 (to the extent notified) have been complied.

The Financial Statements have been prepared on historical cost convention on going concern and on accrual basis of accounting except for certain financial instruments that are measured at fair value. Any directions issued by the RBI or other regulators are implemented as and when they became applicable.

### 1.03 Significant accounting judgements, estimates, and assumptions

The preparation of the financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### 1.04 Functional and presentation currency

These financial statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupees are rounded off to the nearest lakhs, unless indicated otherwise.

### 1.05 Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Ind AS financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Ind AS financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for sale in discontinued operations.

External valuers are involved, wherever considered necessary. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy, as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

#### **1.06 Summary of material accounting policies**

On 31<sup>st</sup> March 2023, the Ministry of Corporate Affairs notified Companies (Indian Accounting Standards) Amendment Rules, 2023 amending the Companies (Indian Accounting Standards) Rules, 2015. The amendments come into force with effect from 1<sup>st</sup> April 2023, i.e., Financial Year 2023-24. One of the major changes is in Ind AS 1 'Preparation of Financial Statements, which requires companies to disclose in their financial statements 'material accounting policies' as against the erstwhile requirement to disclose 'significant accounting policies'. The word 'significant' is substituted by 'material'.

Accounting policy information is expected to be material if users of an entity's financial statements would need it to understand other material information in the financial statements.

The Company applied the guidance available under paragraph 117B of Ind AS 1, Presentation of Financial Statements in evaluating the material nature of the accounting policies.

The following are the material accounting policies for the Company:

#### **1.07 Property, plant and equipment**

The cost of an item of property, plant and equipment are recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Freehold land is carried at historical cost less any accumulated impairment losses. Items of property, plant and equipment (including capital-work-in progress) are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any.

Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, non-refundable duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

#### **Subsequent expenditure**

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

**Depreciation**

Depreciation on items of PPE is provided on written down value basis, computed on the basis of useful lives as mentioned in Schedule II to the Companies Act, 2013. Depreciation on additions/disposals is provided on a pro-rata basis i.e., from/up to the date on which asset is ready for use/ disposed-off.

**1.08 Investment property**

Investment property is property (land or a building or part of a building or both) held to earn rentals or for capital appreciation or both, rather than for:

- (a) Use in the production or supply of goods or services or for administrative purposes; or
- (b) Sale in the ordinary course of business.

Recognition and measurement:

An investment property shall be recognised as an asset when and only when:

- (a) It is probable that the future economic benefits that are associated with the investment property will flow to the entity; and
- (b) The cost of the investment property can be measured reliably.

An investment property shall be measured initially at its cost. Transaction costs shall be included in the initial measurement. The company adopted cost model prescribed in Ind AS 16 for accounting its investment property. The fair value of investment property has been determined by the Management.

**Cost Model**

After recognition as an asset, an item of investment property shall be carried at its cost less any accumulated depreciation and any accumulated impairment losses.

**Depreciation**

Depreciation on items of Investment Property is provided on written down value basis, computed on the basis of useful lives mentioned in Schedule II to the Companies Act, 2013. Depreciation on additions/disposals is provided on a pro-rata basis i.e., from/up to the date on which asset is ready for use/ disposed-off. The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Land is non-depreciable asset as per the Schedule II of the Companies Act, 2013.

**1.09 Financial instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of other entity.

**a. Financial Assets****Initial recognition and measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Subsequent measurement**

For purposes of subsequent measurement, financial assets are classified as under:

- Debt instruments at amortised cost;
- Debt instruments and derivatives at fair value through profit or loss (FVTPL);
- Equity instruments measured at fair value through other comprehensive income (FVTOCI);

**Equity Instruments**

All equity investments under the scope of Ind AS 109 are measured at fair value. The Company classified all equity instruments at FVTOCI, and accordingly all fair value changes on the equity instruments, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss.

**Derecognition**

A financial asset (or, where applicable, apart of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e., removed from the Company's balance sheet) when:

- a) The rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass - through' arrangement; and either (i) the Company has transferred substantially all the risks and rewards of the asset, or
  - (ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the

asset, nor transferred control of the asset, the Company continues to recognize the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

#### **Impairment of Financial Assets**

The company assesses at each reporting period/balance sheet date whether a financial asset or a group of financial assets is impaired.

In accordance with Ind AS 109, the company uses "Expected Credit Loss" (ECL) model, for evaluating impairment of Financial Assets other than those measured at Fair Value Through Profit and Loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date);
- Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument);

The company follows simplified approach for recognition of impairment loss allowance on loans given, trade receivables and under the simplified approach, the company does not track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECL at each reporting date right from its initial recognition. The company uses a provision matrix to determine impairment loss allowance on loans given and trade receivables. The provision matrix is based on its historically observed default rates over the expected life of loans given and trade receivables and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated.

For other assets, the company uses 12-month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

The Company recognises loss allowances for Expected Credit Losses (ECLs) on the financial instruments like Loans and Advances to customers, Trade and other receivables.

#### **Credit-impaired financial assets**

A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Credit-impaired financial assets are referred to as Stage 3 assets. Evidence of credit-impairment includes observable data about the following events:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or past due event;
- the lender of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession that the lender would not otherwise consider;
- the disappearance of an active market for a security because of financial difficulties.

**Definition of default**

The Company considers the following as constituting an event of default:

- the borrower is past due more than 90 days on any material credit obligation to the Company; or
- the borrower is unlikely to pay its credit obligations to the Company in full.

**Significant increase in credit risk**

The Company monitors all financial assets that are subject to the impairment requirements to assess whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk the Company will measure the loss allowance based on lifetime rather than 12-month ECL.

**b. Financial liabilities**

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value i.e., loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts.

Subsequent measurement

The measurement of financial liabilities depends on their classification.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading, unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to the statement of profit and loss.

However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss.

#### De-recognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

#### **Reclassification of financial assets and liabilities**

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no re-classification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a re-classification is made only if there is a change in the business model for managing those assets. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the re-classification prospectively from the re-classification date, which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

#### **1.10 Cash and cash equivalents**

Cash and bank balances comprise of cash balance in hand, in current accounts with banks, and other short-term deposits. For this purpose, "short-term" means investments having maturity of three months or less from the date of investment, and which are subject to an insignificant risk of change in value. Bank overdrafts that are repayable on demand and form an integral part of our cash management are included as a component of cash and cash equivalents for the purpose of



the statement of cash flows. The Company is not having any overdraft facility/ limits from any bank/financial institution.

#### **1.11 Impairment of non-financial assets**

The carrying amounts of the Company's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment.

If any such indication exists, then the asset's recoverable amount is estimated. For good will and intangible assets that have in definite lives or that are not yet available for use, an impairment test is performed each year at March 31. The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflow of other assets or groups of assets (the "cash-generating unit").

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e., the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generated Units (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years. An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would

have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

An impairment loss is recognized in the statement of profit and loss if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in respect of cash-generating unit are allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to reduce the carrying amount of the other assets in the unit on a pro-rata basis.

#### **1.12 Employee benefits**

##### **Short term employee benefits**

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Company is not having any defined contribution plans and defined benefit plans at present.

#### **1.13 Provisions, Contingent Liabilities and Contingent Assets**

##### **Provisions**

A provision is recognized in the statement of profit and loss if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

##### **Contingent liabilities and contingent assets**

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognized in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognized in the period in which the change occurs.

##### **Onerous contracts**

A provision for onerous contracts is recognised in the statement of profit and loss when the expected benefits to be derived by the Company from a contract

are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

**Reimbursement rights**

Expected reimbursements for expenditures required to settle a provision are recognised in the statement of profit and loss only when receipt of such reimbursements is virtually certain. Such reimbursements are recognised as a separate asset in the balance sheet, with a corresponding credit to the specific expense for which the provision has been made.

**1.14 Revenue from contracts with customers**

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts and returns. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives/discounts. Accumulated experience is used to estimate and provide for the discounts/right of return, using the expected value method.

As per Ind AS 109, Financial Instruments, Interest income from financial assets is recognised on accrual basis, other than non performing/Credit Impaired assets, using effective interest rate method (EIR). Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time proportionate basis, by reference to the principle outstanding and at the effective interest rate applicable. Interest Income on Fixed Deposits is recognized on time proportionate basis taking into account the amount outstanding and the applicable interest rate.

Dividend income from investments is recognized when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

**Net gain/loss on fair value changes**

Any differences between the fair values of financial assets classified as fair value through the profit or loss held by the Company on the balance sheet date is recognised as an unrealised gain/loss. In cases there is a net gain in the aggregate, the same is recognised in "Net gains on fair value changes" under Revenue from operations and if there is a net loss the same is disclosed under "Expenses" in the statement of Profit and Loss.

Similarly, any realised gain or loss on sale of financial instruments measured at FVTPL is recognised in net gain/loss in the statement of Profit and Loss.

However, net gain/loss on derecognition of financial instruments classified as amortised cost is presented separately under the respective head in the Statement of Profit and Loss.

### **1.15 Tax Expenses**

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income.

#### **Current tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions, where appropriate.

#### **Deferred tax**

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities and assets are recognized for all taxable temporary differences and deductible temporary differences.

Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in OCI or in equity in correlation to the underlying transaction).

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) is not applicable to the Company, it has chosen an option to pay corporate tax under section 115BAA at the rate of 22% plus applicable surcharge and cess subject to compliance with certain conditions.

#### **1.16 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, tax and any deferrals or accruals of past or future cash receipts or payments. The cash flows are prepared for the operating, investing and financing activities of the Company.

#### **1.17 Earning per share**

##### **Basic earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year.

The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

##### **Diluted earnings per share**

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

#### **1.18 Segment reporting**

The Company is engaged in “investments and financing” and the same constitutes a single reportable business segment as per Ind AS 108.

#### **1.19 Determination of fair value**

The Company’s accounting policies and disclosures require the determination of fair value, for certain financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes

based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

**Investments in equity and debt securities and units of mutual funds**

The fair value of marketable equity and debt securities is determined by reference to their quoted market price at the reporting date. For debt securities where quoted market prices are not available, fair value is determined using pricing techniques such as discounted cash flow analysis.

In respect of investments in mutual funds, the fair values represent net asset value as stated by the issuers of these mutual fund units in the published statements. Net asset values represent the price at which the issuer will issue further units in the mutual fund and the price at which issuers will redeem such units from the investors.

Accordingly, such net asset values are analogous to fair market value with respect to these investments, as transactions of these mutual funds are carried out at such prices between investors and the issuers of these units of mutual funds.

**1.20 New standards adopted by the company**

**Ind AS 1 – Presentation of financial information**

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements. The Company does not expect this amendment to have any significant impact in its financial statement.

**Ind AS 12 – Income Taxes**

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences. The Company does not expect this amendment to have any significant impact in its financial statements.

**Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are “monetary amounts in financial statements that are subject to measurement uncertainty”. Entities develop accounting estimates if accounting policies require items in financial information to be measured in a way that involves measurement uncertainty. The company does not expect this amendment to have any significant impact in its financial statements.

**1.21 New Accounting pronouncements**

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

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**Notes to Financial Statements**

**Note 2: Cash and Cash Equivalents**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Cash on hand	0.27	0.30
Cheques in hand	-	0.60
Balances with banks:		
(a) In Current accounts	4.43	6.11
(b) In Fixed deposits (less than 3 months)	20.01	25.00
<b>Total</b>	<b>24.71</b>	<b>32.01</b>

**Note 3: Bank Balances other than Cash and Cash Equivalents**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Term deposits with Banks	6.25	5.92
<b>Total</b>	<b>6.25</b>	<b>5.92</b>

**Note 4: Receivables**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(I) Trade receivables		
Trade Receivables considered good - Secured	-	-
Trade Receivables considered good - Unsecured	-	-
Trade Receivables which have significant increase in Credit Risk	-	-
Trade Receivables - Credit impaired	-	-
(II) Other Receivables		
Receivables considered good - Secured	-	-
Receivables considered good - Unsecured	-	-
Receivables which have significant increase in Credit Risk	-	-
Receivables - Credit impaired	-	-
<b>Total</b>	<b>-</b>	<b>-</b>



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**Trade Receivables ageing schedule as at 31<sup>st</sup> March, 2024**

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 Months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iv) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(v) Less : Impairment loss allowance	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(vii) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(viii) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-

**Trade Receivables ageing schedule as at 31<sup>st</sup> March, 2023**

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 Months	6 months to 1 year	1 to 2 years	2 to 3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-	-	-	-	-	-	-
(ii) Undisputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Receivables which have significant increase in credit risk	-	-	-	-	-	-	-
(iv) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
(v) Less : Impairment loss allowance	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables - considered good	-	-	-	-	-	-	-
(vii) Disputed Trade Receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(viii) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
<b>Total</b>	-	-	-	-	-	-	-

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**Note 5: Loans**

(Rs. in lakhs)

Particulars	<b>As at 31<sup>st</sup> March, 2024</b>	As at 31 <sup>st</sup> March, 2023
At Ammortised Cost		
Loans to Related Parties/KMP's	-	-
Loans Receivables considered good - Secured	-	-
Loans Receivables considered good - Unsecured	<b>70.00</b>	70.00
Loans Receivables which have significant increase in Credit Risk	-	-
Loans Receivables - credit impaired	<b>30.19</b>	30.19
Total (A)	<b>100.19</b>	100.19
Less: Provisions		
Provision for Impairment on Loans	<b>37.01</b>	37.01
Provision for Standard Assets	<b>0.18</b>	0.18
Total (B)	<b>37.19</b>	37.19
Total Loans (A-B) - Net	<b>63.00</b>	63.00

**Note 6: Investments**

(Rs. in lakhs)

Particulars	<b>As at 31<sup>st</sup> March, 2024</b>	As at 31 <sup>st</sup> March, 2023
Investments outside India	-	-
Investments in India		
A. Investments Carried at fair value through OCI		
Investments in Quoted Equity Instruments	<b>1,727.18</b>	944.41
Investments in Un Quoted Equity Instruments	-	-
	<b>1,727.18</b>	944.41
B. Investments designated at fair value through Profit & Loss		
Investments other than Equity	<b>103.35</b>	81.48
Total Investments	<b>1,830.53</b>	1,025.89

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**Note 6(i): Investments**

(Rs. in lakhs)

Sl. No.	Investments in Equity Instruments Quoted, at Fair Value	No. of Shares as at 31.03.2024	As at 31 <sup>st</sup> March, 2024 (Amount)	No. of Shares as at 31.03.2023	As at 31 <sup>st</sup> March, 2023 (Amount)
1	ACC Limited Equity Shares of Rs.10/- each	221	5.43	221	3.68
2	Arvind Fashions Limited Equity Shares of Rs.4/- each	400	1.79	400	1.12
3	Arvind Limited Equity Shares of Rs.10/- each	2,000	5.50	2,000	1.71
4	Aurobindo Pharma Limited Equity Shares of Rs.1/- each	100	1.07	100	0.52
5	Bank of India Equity Shares of Rs.10/- each	500	0.66	500	0.37
6	Bank of Maharashtra Equity Shares of Rs.10/- each	2,000	1.18	2,000	0.50
7	Bhaskar Agro Chemicals Limited Equity Shares of Rs.10/- each	1,000	0.59	1,000	0.72
8	Bharath Heavy Electricals Limited Equity Shares of Rs.2/- each	375	0.91	375	0.26
9	Bhudevi Infra Projects Limited Equity Shares of Rs.10/- each	43,900	11.93	43,900	3.73
10	BKV Industries Limited Equity Shares of Rs.1/- each	4,200	0.54	4,200	0.36
11	Brightcom Group Limited Equity Shares of Rs.2/- each	2,083	0.29	2,083	0.30
12	Central Bank of India Equity Shares of Rs.10/- each	680	0.39	680	0.16
13	Everest Organics Limited Equity Shares of Rs.10/- each	1,044	1.23	1,044	0.99
14	GAIL (India) Limited Equity Shares of Rs.10/- each	7,200	12.98	7,200	7.58
15	Gateway Distriparks Limited Equity Shares of Rs.10/- each	4,448	4.47	4,448	2.79
16	GIC Housing Finance Limited Equity Shares of Rs.10/- each	400	0.81	400	0.62
17	GMR Airports Infrastructure Limited Equity Shares of Rs.1/- each	2,200	1.75	2,200	0.89
18	GMR Power and Urban Infra Limited Equity Shares of Rs.5/- each	220	0.09	220	0.04
19	Godrej Consumer Products Limited Equity Shares of Rs.1/- each	4,200	51.88	4,200	40.67
20	Gujarat State Petronet Limited Equity Shares of Rs.10/- each	1,718	6.07	1,718	4.54
21	Haldyn Glass Limited Equity Shares of Rs.1/- each	1,000	1.43	1,000	0.63
22	HDFC Bank Limited Equity Shares of Rs.1/- each	6,430	92.64	6,430	103.51
23	Heidelberg Cement India Limited Equity Shares of Rs.10/- each	2,000	3.90	2,000	3.21
24	Hemadri Cements Limited Equity Shares of Rs.10/- each	49,478	45.16	34,600	1.38
25	Hindalco Industries Limited Equity Shares of Rs.1/- each	522	2.91	522	2.12
26	Hindustan Unilever Limited Equity Shares of Rs.1/- each	1,660	37.18	1,660	42.48

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27	Ices Software Limited Equity Shares of Rs.10/- each	<b>2,800</b>	<b>0.28</b>	2,800	0.28
28	ICICI Bank Limited Equity Shares of Rs.2/- each	<b>1,650</b>	<b>17.89</b>	1,650	14.47
29	IDFC First Bank Limited Equity Shares of Rs.10/- each	<b>1,389</b>	<b>1.08</b>	1,389	0.76
30	IDFC Limited Equity Shares of Rs.10/- each	<b>1,389</b>	<b>1.55</b>	1,389	1.09
31	Indian Oil Corporation Limited Equity Shares of Rs.10/- each	<b>1,500</b>	<b>2.49</b>	1,500	1.17
32	Indraprastha Gas Limited Equity Shares of Rs.2/- each	<b>2,000</b>	<b>8.51</b>	2,000	8.57
33	Indusind Bank Limited Equity Shares of Rs.10/- each	<b>500</b>	<b>7.67</b>	500	5.34
34	Infosys Limited Equity Shares of Rs.5/- each	<b>1,840</b>	<b>27.31</b>	1,840	26.27
35	Jindal Saw Limited Equity Shares of Rs.2/- each	<b>500</b>	<b>2.12</b>	500	0.73
36	JIO Financial Services Limited Equity Shares of Rs.10/- each	<b>4,860</b>	<b>17.03</b>	-	-
37	Kotak Mahindra Bank Limited Equity Shares of Rs.5/- each	<b>1,806</b>	<b>32.07</b>	1,806	31.31
38	Laurus Labs Limited Equity Shares of Rs.2/- each	<b>500</b>	<b>1.96</b>	500	1.47
39	LIC Housing Finance Limited Equity Shares of Rs.2/- each	<b>2,000</b>	<b>11.83</b>	2,000	6.57
40	Lloyds Engineering Works Limited Equity Shares of Rs.1/- each	<b>2,344</b>	<b>1.15</b>	-	-
41	Mahindra & Mahindra Limited Equity Shares of Rs.5/- each	<b>2,400</b>	<b>45.09</b>	2,400	27.81
42	Mahindra Lifespace Developers Limited Equity Shares of Rs.10/- each	<b>381</b>	<b>2.15</b>	381	1.34
43	McLeod Russel India Limited Equity Shares of Rs.5/- each	<b>1,000</b>	<b>0.25</b>	1,000	0.17
44	Nagarjuna Fertilizers and Chemicals Limited Equity Shares of Rs.1/- each	<b>23,980</b>	<b>2.21</b>	23,980	2.23
45	Nagarjuna Oil Refinery Limited Equity Shares of Rs.1/- each	<b>21,800</b>	<b>0.22</b>	21,800	0.22
46	NBCC (India) Limited Equity Shares of Rs.1/- each	<b>1,000</b>	<b>1.14</b>	1,000	0.35
47	NCC Blue Water Products Limited Equity Shares of Rs.10/- each	<b>2,400</b>	<b>0.27</b>	2,400	0.14
48	NCC Limited Equity Shares of Rs.2/- each	<b>8,000</b>	<b>19.27</b>	8,000	8.50
49	NCL Industries Limited Equity Shares of Rs.10/- each	<b>7,500</b>	<b>13.80</b>	7,500	13.36
50	NHPC Limited Equity Shares of Rs.10/- each	<b>3,000</b>	<b>2.66</b>	3,000	1.21
51	Oil & Natural Gas Corporation Limited Equity Shares of Rs.5/- each	<b>672</b>	<b>1.76</b>	672	1.01
52	Phytochem (India) Limited Equity Shares of Rs.10/- each	<b>7,100</b>	<b>2.39</b>	7,100	2.33
53	Power Grid Corporation of India Limited Equity Shares of Rs.10/- each	<b>773</b>	<b>2.09</b>	580	1.31
54	Premium Capital Market & Investments Limited Equity Shares of Rs.10/- each	<b>13,300</b>	<b>0.40</b>	13,300	0.20
55	Raymond Limited Equity Shares of Rs.10/- each	<b>500</b>	<b>9.03</b>	500	6.11

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56	REC Limited Equity Shares of Rs.10/- each	1,333	5.94	1,333	1.54
57	Reliance Communications Limited Equity Shares of Rs.5/- each	860	0.01	860	0.01
58	Reliance Industries Limited Equity Shares of Rs.10/- each	4,860	145.21	4,690	109.34
59	SBI Home Finance Limited Equity Shares of Rs.10/- each	200	0.03	200	0.03
60	Sigachi Industries Limited Equity Shares of Rs.1/- (Rs. 10/-) each	16,87,500	954.45	1,68,750	379.87
61	Snowman Logistics Limited Equity Shares of Rs.10/- each	500	0.36	500	0.16
62	Southern Petrochemical Industries Corporation Limited Equity Shares of Rs.10/- each	1,000	0.72	1,000	0.57
63	Sree Rayalseema Hi-Strength Hypo Limited Equity Shares of Rs.10/- each	5,639	26.28	5,639	23.20
64	Sri Lakshmi Engineering Industries Limited Equity Shares of Rs.10/- each	58,200	0.77	58,200	0.77
65	Steel Authority of India Limited Equity Shares of Rs.10/- each	1,500	2.00	1,500	1.24
66	Summit Securities Limited Equity Shares of Rs.10/- each	6	0.07	6	0.03
67	Suzlon Energy Limited Equity Shares of Rs.2/- each	1,000	0.38	1,000	0.08
68	Tata Consultancy Services Limited Equity Shares of Rs.1/- each	35	1.34	35	1.12
69	Tata Motors Limited Equity Shares of Rs.2/- each	1,000	9.79	1,000	4.21
70	TCFC Finance Limited Equity Shares of Rs.10/- each	500	0.31	500	0.15
71	TGV SRAAC Limited Equity Shares of Rs.10/- each	500	0.41	500	0.49
72	The Anup Engineering Limited Equity Shares of Rs.10/- each	74	2.35	74	0.74
73	The Bombay Dyeing and Manufacturing Company Limited Equity Shares of Rs.2/- each	2,500	3.87	2,500	1.42
74	The Great Eastern Shipping Company Limited Equity Shares of Rs.10/- each	720	7.17	720	4.63
75	The Karnataka Bank Limited Equity Shares of Rs.10/- each	2,942	6.73	2,942	4.00
76	TTK Healthcare Limited Equity Shares of Rs.10/- each	200	2.95	-	-
77	T.V. Today Networks Limited Equity Shares of Rs.5/- each	700	1.48	700	1.27
78	Union Bank of India Equity Shares of Rs.10/- each	330	0.50	330	0.22
79	Vindhya Telelinks Limited Equity shares of Rs.10/- each	1,091	24.12	1,091	19.07
80	Wipro Limited Equity Shares of Rs.2/- each	149	0.70	149	0.54
81	Yes Bank Limited Equity Shares of Rs.2/- each	3,400	0.79	3,400	0.51
	Total (A)		1,727.18		944.41

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Mutual Funds - at Fair Value

(Rs. in lakhs)

Sl. No.	Investments in Mutual Funds Instruments Quoted, at Fair Value	No. of Units as at 31.03.2024	As at 31 <sup>st</sup> March, 2024 (Amount)	No. of Units as at 31.03.2023	As at 31 <sup>st</sup> March, 2023 (Amount)
1	UTI - Banking & Financial Services Fund- Regular Plan Reinvestment of IDCW Units of Rs. 10/- each	41,207.165	24.57	41,207.165	19.39
2	UTI - Mid Cap Fund - Direct Plan Growth Units of Rs. 10/- each	2,099.427	5.80	2,099.427	4.08
3	UTI - MID Cap Fund - Regular Plan - Re-Investment of IDCW Units of Rs. 10/- each	31,496.741	37.40	31,496.741	26.57
4	UTI - Value Fund - Direct Plan Growth Units of Rs. 10/- each	1,156.175	1.70	1,156.175	1.23
5	UTI Banking & Financial Services Fund - Direct Plan Growth Units of Rs. 10/- each	6,179.044	10.64	6,179.044	8.31
6	UTI - Ultra Short Term duration Fund - Direct Plan Growth Units of Rs. 1,000/- each	480.924	19.89	480.924	18.52
7	IRB Invt Fund Units of Rs. 102/- each	5,000.000	3.35	5,000.000	3.38
	Total (B)		103.35		81.48
	Grand Total (A+B)		1,830.53		1,025.89

**Note 7: Other Financial Assets**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Telephone Deposits	0.04	0.04
Rental Deposit	0.11	0.11
Fixed Deposit with Bank	0.23	0.21
Other Receivables	0.05	-
Total	0.43	0.36

**Note 8: Deferred Tax Assets (Net)**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deferred Tax Assets (Net)	-	18.52
Total	-	18.52

**Note 9: Investment Property** (Rs. in lakhs)

Description	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value	
	Opening Balance	Additions	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2023	Charge for the Period	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024
Land	7.04	-	-	-	-	-	7.04	7.04
Total	7.04	-	-	-	-	-	7.04	7.04

(Rs. in lakhs)

Description	Gross Carrying Value			Accumulated Depreciation			Net Carrying Value	
	Opening Balance	Additions	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2022	Charge for the Period	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2023
Land	7.04	-	-	-	-	-	7.04	7.04
Total	7.04	-	-	-	-	-	7.04	7.04

**Note 10: Property, Plant and Equipment**

(Rs. in lakhs)

Description	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Opening Balance	Additions	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	Charge for the Period	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024
Furniture	0.06	-	-	0.06	0.01	-	-	0.01	0.05	0.05
Equipment	0.78	-	-	0.78	0.47	0.04	-	0.51	0.31	0.27
Vehicles	19.66	-	-	19.66	6.48	4.12	-	10.60	13.18	9.06
Computers	0.30	0.42	-	0.72	0.28	0.19	-	0.47	0.02	0.25
Total	20.80	0.42	-	21.22	7.24	4.35	-	11.59	13.56	9.63

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(Rs. in lakhs)

Description	Gross Carrying Value				Accumulated Depreciation				Net Carrying Value	
	Opening Balance	Additions	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022	Charge for the Period	Sales/ Adjustments	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2022	As at 31 <sup>st</sup> March, 2023
Furniture	0.06	-	-	0.06	0.01	-	-	0.01	0.05	0.05
Equipment	0.78	-	-	0.78	0.45	0.02	-	0.47	0.33	0.31
Vehicles	19.99	-	0.33	19.66	0.49	5.99	-	6.48	19.50	13.18
Computers	0.30	-	-	0.30	0.28	-	-	0.28	0.02	0.02
Total	21.13	-	0.33	20.80	1.23	6.01	-	7.24	19.90	13.56



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**Note 11: Other Non-Financial Assets**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Income Tax Refund Due for F.Y. 2023-2024	2.12	-
<b>Total</b>	<b>2.12</b>	<b>-</b>

**Note 12: Payables**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(I) Trade Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
(II) Other Payables		
(i) total outstanding dues of micro enterprises and small enterprises	-	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Trade Payables ageing schedule as at 31<sup>st</sup> March, 2024**

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

**Trade Payables ageing schedule as at 31<sup>st</sup> March, 2023**

(Rs. in lakhs)

Particulars	Outstanding for following periods from due date of payment					
	Not Due	Less than 1 year	1 to 2 years	2 to 3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Others	-	-	-	-	-	-
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-	-

**USHAKIRAN FINANCE LIMITED**

**Note 13: Other Financial Liabilities** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Salaries Payable	-	-
Other Payables	1.25	1.62
<b>Total</b>	<b>1.25</b>	<b>1.62</b>

**Note 14: Provisions** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Income Tax for FY 2022-2023	-	0.13
Others	-	-
<b>Total</b>	<b>-</b>	<b>0.13</b>

**Note 15: Other Non-Financial Liabilities** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Statutory dues	-	-
Others	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 16: Deferred Tax Liability (Net)** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deferred Tax Liability (Net)	72.78	-
<b>Total</b>	<b>72.78</b>	<b>-</b>

**Note 17: Share Capital** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
a) Authorized Share Capital 40,00,000 Equity Shares of Rs. 10/- each	400.00	400.00
b) Issued & Subscribed Capital 33,54,700 Equity Shares of Rs. 10/- each	335.47	335.47
c) Paid up Capital 25,44,500 Equity Shares of Rs. 10/- each	254.45	254.45
d) Forfeited Shares	20.26	20.26
<b>Total</b>	<b>274.71</b>	<b>274.71</b>

**a) Reconciliation of Number of Shares:** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	Amount	Amount	Amount	Amount
Number of Shares and share capital at the beginning of the year	25,44,500	254.45	25,44,500	254.45
Add : Shares issued during the year	-	-	-	-
Number of Shares and share capital at the end of the year	<b>25,44,500</b>	<b>254.45</b>	25,44,500	254.45

**USHAKIRAN FINANCE LIMITED**

**b) Terms/Rights attached**

The Company has issued only one class of shares having par value of Rs. 10/- per share. Each holder of equity shares who has paid total amount of Rs. 10/- per share is entitled to one vote per share. In the event of Liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Aggregate number of equity shares issued for consideration other than cash/Bonus shares during the period of five years immediately preceding the reporting date: Nil

**c) Details of shareholders holding more than 5% shares**

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of shares	% Holding	No. of shares	% Holding
Krishnaraj Securities Private Limited	<b>6,12,550</b>	<b>24.07%</b>	6,12,550	24.07%
T. Adinarayana	<b>3,32,633</b>	<b>13.07%</b>	3,32,633	13.07%
Andhra Pradesh Industrial Development Corporation Ltd.,	<b>1,92,900</b>	<b>7.58%</b>	1,92,900	7.58%

**d) Shares held by promoters at the end of the year**

Date	Promoter Name	No. of Shares	% of total shares	% Change during the year
31.03.2023	As per table below	11,89,262	46.74	-
31.03.2024		11,89,266	46.74	

**Annexure: Shareholding of Promoters**

Sl. No.	Promoter Name	As at 31 <sup>st</sup> March, 2023		As at 31 <sup>st</sup> March, 2024		% change
		No. of Shares	% of shares	No. of Shares	% of shares	
1	T. Adinarayana	3,32,633	13.07	<b>3,32,633</b>	<b>13.07</b>	-
2	T. Bhagya Lakshmi	1,07,364	4.22	<b>1,07,364</b>	<b>4.22</b>	-
3	T.H.P.S. Kumar	11,515	0.45	<b>11,515</b>	<b>0.45</b>	-
4	Y. Nayudamma	5,000	0.20	<b>5,000</b>	<b>0.20</b>	-
5	T. Nanda Krishna	29,400	1.16	<b>29,400</b>	<b>1.16</b>	-
6	K. Rajamani	2,500	0.10	<b>2,500</b>	<b>0.10</b>	-
7	Ravindranath Taagore .T	2,500	0.10	<b>2,500</b>	<b>0.10</b>	-
8	S. Chidambaranathan	5,000	0.20	<b>5,000</b>	<b>0.20</b>	-
9	Smita Sinha	2,500	0.10	<b>2,500</b>	<b>0.10</b>	-
10	Amit Raj Sinha	2,500	0.10	<b>2,500</b>	<b>0.10</b>	-
11	Dharani Devi .C	2,500	0.10	<b>2,500</b>	<b>0.10</b>	-
12	T. L. Pravallika	32,000	1.26	<b>32,000</b>	<b>1.26</b>	-
13	T. Archana	16,300	0.64	<b>16,300</b>	<b>0.64</b>	-
14	T. Raja Sekhar	15,000	0.59	<b>15,004</b>	<b>0.59</b>	-
15	Sigachi Chloro Chemicals Private Limited	10,000	0.39	<b>10,000</b>	<b>0.39</b>	-
16	Krishnaraj Securities Private Limited	6,12,550	24.07	<b>6,12,550</b>	<b>24.07</b>	-
	<b>Total</b>	<b>11,89,262</b>	<b>46.74</b>	<b>11,89,266</b>	<b>46.74</b>	-

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**Note 18: Other Equity** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Retained earnings	<b>(18.00)</b>	(24.54)
General Reserve	<b>7.52</b>	7.52
Statutory Reserve Fund as per 45-IC of RBI Act	<b>27.82</b>	26.20
Other Comprehensive Income	<b>1,577.63</b>	880.66
<b>Total</b>	<b>1,594.97</b>	889.84

**Note 19: Revenue from Operations** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
a) Interest Income		
(i) Interest on Loans & Advances	<b>13.56</b>	18.54
(ii) Interest on Fixed Deposits	<b>1.27</b>	1.16
<b>Total</b>	<b>14.83</b>	19.70

**Note 20: Dividend Income** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
a) Dividend Income		
(i) From Equity	<b>8.81</b>	8.13
(ii) From Mutual Funds	-	-
<b>Total</b>	<b>8.81</b>	8.13

**Note 21: Net Gain on Fair Value Changes other than Equity** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
On Mutual Funds	<b>21.93</b>	11.26
<b>Total</b>	<b>21.93</b>	11.26

**Note 22: Other Income** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
a) Profit on Sale of Property, Plant & Equipment	-	0.87
b) Other Interest	<b>0.34</b>	0.30
<b>Total</b>	<b>0.34</b>	1.17

**Note 23: Impairment of Financial Instruments** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
On loans	-	(2.51)
<b>Total</b>	-	(2.51)

**USHAKIRAN FINANCE LIMITED**

**Note 24: Net Loss on Fair Value Changes other than Equity** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
on Mutual Funds	-	8.17
<b>Total</b>	<b>-</b>	<b>8.17</b>

**Note 25: Employee Benefits Expense** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Salaries	<b>10.26</b>	9.10
Staff welfare expenses	<b>0.25</b>	0.23
<b>Total</b>	<b>10.51</b>	<b>9.33</b>

**Note 26: Depreciation & Amortisation Expense** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Depreciation	<b>4.35</b>	6.01
<b>Total</b>	<b>4.35</b>	<b>6.01</b>

**Note 27: Other Expenses** (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Electricity Charges	<b>0.28</b>	0.27
Rent	<b>1.48</b>	1.48
Insurance	<b>0.22</b>	0.20
Advertisement Expenses	<b>0.54</b>	0.52
Annual custody fee	<b>0.34</b>	0.33
Audit Fee & Expenses	<b>0.53</b>	0.48
Bank Charges	<b>0.04</b>	0.02
Books & Periodicals	<b>0.08</b>	0.02
Computer Maintenance	<b>0.07</b>	0.12
Conveyance Expenses	<b>0.05</b>	0.17
Internet & Broadband Charges	<b>0.09</b>	0.08
Listing Fees	<b>3.84</b>	3.54
Membership Fee	<b>0.24</b>	0.30
Miscellaneous expenses	<b>0.83</b>	0.67
Office Maintenance Charges	<b>0.45</b>	0.33
Postage & Telegrams	<b>0.01</b>	0.01
Printing & Stationery	<b>0.67</b>	0.63
Professional Charges	<b>0.87</b>	1.16
Secretarial Audit Fee	<b>0.25</b>	0.25
Share Transfer Fee	<b>0.91</b>	0.78
Telephone Charges	<b>0.14</b>	0.13
Vehicle Maintenance	<b>0.11</b>	0.63
Website Maintenance Charges	<b>0.43</b>	0.11
<b>Total</b>	<b>12.47</b>	<b>12.23</b>

**USHAKIRAN FINANCE LIMITED**

**Note 28: Tax Expense**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Current Tax	-	2.21
Prior Period Tax	<b>0.02</b>	(0.17)
<b>Total</b>	<b>0.02</b>	2.04

**Note 29: Auditors Remuneration**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Audit fee	<b>0.53</b>	0.47
Reimbursement of out of pocket expenses	-	0.01
<b>Total</b>	<b>0.53</b>	0.48

**Note 30: Earnings per Share**

(Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Earnings		
Profit/(loss) attributable to equity holders Shares	<b>8.16</b>	13.53
Number of shares at the beginning of the year	<b>25,44,500</b>	25,44,500
Add: Equity Shares issued	-	-
Less: Buy back of Equity shares	-	-
Total number of equity shares outstanding at the end of the year	<b>25,44,500</b>	25,44,500
Weighted average number of equity shares outstanding during the year – Basic	<b>25,44,500</b>	25,44,500
Add: Weighted average number of equity shares arising out of outstanding stock options (net of the stock options forfeited) that have dilutive effect on the EPS		
Weighted average number of equity shares outstanding during the year – Diluted	<b>25,44,500</b>	25,44,500
Earnings per share of par value Rs.10/- – Basic (in Rs.)	<b>0.32</b>	0.53
Earnings per share of par value Rs.10/- – Diluted (in Rs.)	<b>0.32</b>	0.53

**Note 31: Related Parties**

In accordance with the provisions of IndAS 24 “Related Party Disclosures” and the Companies Act, 2013, Company’s Directors, Members of the Company’s Management and Key Managerial Personnel are as below:

**USHAKIRAN FINANCE LIMITED**

Sl.No.	Name of the Related Party	Nature of Relationship
1	Sri. T.Adinarayana	Director
2	Sri. P.R.K. Murthy	Independent Director
3	Mrs. S. Jhansi Kumari	Independent Director
4	Sri. T. R. Sekhar	Director
5	Mrs. Sanjana Jain	Company Secretary
6	Sri. Omprakash Koyalkar	Manager
7	Sri. T. Ramesh Babu	Chief Financial Officer

**Related Party Transactions**

(Rs. in lakhs)

Sl.No.	Nature of Transaction	FY 2022-24	Total	FY 2021-23	Total
	Directors Remuneration/ Salary and Perquisites	-	-	-	-
Fee for attending Board/Committee meetings					
1	T. Adinarayana	-	-	-	-
2	P.R.K. Murthy	-	-	-	-
3	S. Jhansi Kumari	-	-	-	-
4	T.R. Sekhar	-	-	-	-
5	Sanjana Jain, Company Secretary	<b>3.18</b>	<b>3.18</b>	3.00	3.00
6	Omprakash Koyalkar, Manager	<b>3.04</b>	<b>3.04</b>	2.85	2.85
7	T. Ramesh Babu, CFO	<b>3.72</b>	<b>3.72</b>	3.55	3.55

Enterprises related to promoters/directors or their relatives:

M/s. Sigachi Laboratories Limited and M/s. Krishnaraj Securities Private Limited.

**Note 32: Employee benefits**

Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. The Company is not having any defined contribution plans and defined benefit plans at present.

**USHAKIRAN FINANCE LIMITED**

**Note 33: Income Taxes**

a. Income tax expense/(benefit) recognized in the statement of profit and loss:  
Income tax expense/(benefit) recognized in the statement of profit and loss consists of the following:

(Rs. in lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March	
	2024	2023
Current tax expense		
Domestic	<b>0.02</b>	2.04
Deferred tax expense/(benefit) Domestic	<b>10.40</b>	(8.54)
Total income tax expense/(benefit) recognized in the statement of profit and loss	<b>(10.42)</b>	(6.50)

b. Reconciliation of Effective tax rate

(Rs. in lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March	
	2024	2023
Profit before income taxes	<b>18.58</b>	7.03
Enacted tax rate in India	<b>25.168%</b>	25.168%
Computed expected tax (benefit)/expense	<b>4.68</b>	1.77
Effect of:		
Expenses not deductible for Tax purposes	<b>1.10</b>	1.51
Expenses deductible for Tax purposes	<b>(0.64)</b>	(0.70)
Items not subjected to Tax purposes	<b>(5.52)</b>	(0.37)
Adjustments on account of earlier tax periods	-	(0.17)
Income tax (benefit)/expense	-	2.04
Effective tax rate	-	28.98%

c. Deferred Tax Assets & Liabilities

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below:

(Rs. in lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March	
	2024	2023
Deferred tax (assets)/liabilities: opening	<b>(18.52)</b>	(9.98)
Property, Plant and Equipment	<b>1.04</b>	0.67
Fair value of investments through FVTPL	<b>2.28</b>	-
Fair value of investments through OCI	<b>80.90</b>	-
Others	<b>7.08</b>	(9.21)
Net deferred tax (assets)/liabilities	<b>72.78</b>	(18.52)



**USHAKIRAN FINANCE LIMITED**

d. Movement in deferred tax assets and liabilities during the year ended  
31<sup>st</sup> March, 2024 & 2023

(Rs. in lakhs)

Particulars	As at 1 <sup>st</sup> April, 2023	Recognized in statement of profit and loss	Recognized in equity	As at 31 <sup>st</sup> March, 2024
Deferred tax (assets)/liabilities	(18.52)	-	-	(18.52)
Property, plant and equipment	-	1.04	-	1.04
Fair value of investments through FVTPL	-	2.28	-	2.28
Fair value of investments through OCI	-	80.90	-	80.90
Others	-	7.08	-	7.08
Net deferred tax (assets)/liabilities	(18.52)	91.30	-	72.78

(Rs. in lakhs)

Particulars	As at 1 <sup>st</sup> April, 2023	Recognized in statement of profit and loss	Recognized in equity	As at 31 <sup>st</sup> March, 2023
Deferred tax (assets)/liabilities	(9.98)	-	-	(9.98)
Property, plant and equipment	-	0.67	-	0.67
Others	-	(9.21)	-	(9.21)
Net deferred tax (assets)/liabilities	(9.98)	(8.54)	-	(18.52)

**Note 34: Investments**

Investments consist of investments in Mutual funds measured at Fair value through Profit & Loss Account and investment in equity instruments measured at Fair Value through Other Comprehensive Income. The election made at the time of transition to Ind AS is irrevocable.

The details of such Investments in Mutual Funds, Debentures, Bonds, Preference Shares other than Equity and Equity as of 31<sup>st</sup> March, 2024 and 31<sup>st</sup> March, 2023 are as follows:

Financial Instruments Measured at Fair Value

(Rs. in lakhs)

As at 31 <sup>st</sup> March, 2024	Cost	Fair Value	Level 1	Level 2	Level 3	Total
Financial Assets Measured at FVTPL						
Investments in Mutual Funds	44.97	103.35	103.35	-	-	103.35
Investments in Bonds	-	-	-	-	-	-
Total	44.97	103.35	103.35	-	-	103.35

(Rs. in lakhs)

As at 31 <sup>st</sup> March, 2023	Cost	Fair Value	Level 1	Level 2	Level 3	Total
Financial Assets Measured at FVTPL						
Investments in Mutual Funds	45.03	81.48	81.48	-	-	81.48
Investments in Bonds	-	-	-	-	-	-
Total	45.03	81.48	81.48	-	-	81.48

**USHAKIRAN FINANCE LIMITED**

(Rs. in lakhs)

As at 31 <sup>st</sup> March, 2024	Cost	Fair Value	Level 1	Level 2	Level 3	Total
Financial Assets Measured at FVTOCI						
Investments in Equity Instruments						
Listed Equity Shares	91.93	1,727.18	1,727.18	-	-	1,727.18
Unlisted Equity Shares	-	-	-	-	-	-
<b>Total</b>	<b>91.93</b>	<b>1,727.18</b>	<b>1,727.18</b>	<b>-</b>	<b>-</b>	<b>1,727.18</b>

(Rs. in lakhs)

As at 31 <sup>st</sup> March, 2023	Cost	Fair Value	Level 1	Level 2	Level 3	Total
Financial Assets Measured at FVTOCI						
Investments in Equity Instruments						
Listed Equity Shares	87.02	944.41	944.41	-	-	944.41
Unlisted Equity Shares	-	-	-	-	-	-
<b>Total</b>	<b>87.02</b>	<b>944.41</b>	<b>944.41</b>	<b>-</b>	<b>-</b>	<b>944.41</b>

**Valuation Methodologies of Financial Instruments measured at fair value:**

**Mutual Funds**

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors. Such instruments are classified as Level 1.

**Equity Shares**

Equity shares are fair valued based on their quoted market prices at the end of reporting period. The quoted market price used for financial asset held by the Company is the current bid price. Such instruments are classified as Level 1 and unlisted shares are classified as Level 3.

**Note 35: Financial Instruments**

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments, with carrying amounts that are reasonable approximations of fair values.

Fair value hierarchy of financial assets and financial liabilities measured at amortised cost.

(Rs. in lakhs)

As at 31 <sup>st</sup> March, 2024	Level 1	Level 2	Level 3	Total
Financial assets				
Loans	-	-	63.00	63.00
Total financial assets	-	-	63.00	63.00
Financial liabilities				
Borrowings	-	-	-	-
Total financial liabilities	-	-	-	-

**USHAKIRAN FINANCE LIMITED**

(Rs. in lakhs)

As at 31 <sup>st</sup> March, 2023	Level 1	Level 2	Level 3	Total
Financial assets				
Loans	-	-	63.00	63.00
Total financial assets	-	-	63.00	63.00
Financial liabilities				
Borrowings	-	-	-	-
Total financial liabilities	-	-	-	-

(Rs. in lakhs)

Particulars	Level	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
		Carrying Value	Fair Value	Carrying Value	Fair Value
<b>ASSETS</b>					
<b>Financial Assets</b>					
Cash and cash equivalents	1	24.71	24.71	32.01	32.01
Bank balances other than (a) above	1	6.25	6.25	5.92	5.92
Investments – Quoted	1	1,830.53	1,830.53	1,025.89	1,025.89
Investments – Unquoted	3	-	-	-	-
Trade receivables	3	-	-	-	-
Loans	3	63.00	63.00	63.00	63.00
Other Financial assets	3	0.43	0.43	0.36	0.36
<b>Financial Assets</b>		<b>1,924.92</b>	<b>1,924.92</b>	1,127.18	1,127.18
<b>Financial Liabilities</b>					
Trade payables		-	-	-	-
Other Financial liabilities	3	1.25	1.25	1.62	1.62
<b>Financial Liabilities</b>		<b>1.25</b>	<b>1.25</b>	1.62	1.62

**Short Term Financial Assets and Liabilities**

For financial assets and financial liabilities that have a short-term maturity (less than twelve months), the carrying amounts are a reasonable approximation of their fair value. Such instruments include: cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, deposits and other financial liabilities.

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Maturity Analysis of Assets and Liabilities

(Rs. in lakhs)

	As at 31 <sup>st</sup> March, 2024			As at 31 <sup>st</sup> March, 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>ASSETS</b>						
(1) Financial Assets						
(a) Cash and cash equivalents	24.71	-	24.71	32.01	-	32.01
(b) Bank Balances other than (a) above	6.25	-	6.25	5.92	-	5.92
(c) Receivables						
(I) Trade Receivables	-	-	-	-	-	-
(II) Other Receivables	-	-	-	-	-	-
(d) Loans	-	63.00	63.00	-	63.00	63.00
(e) Investments	-	1,830.53	1,830.53	-	1,025.89	1,025.89
(f) Other Financial Assets	-	0.43	0.43	-	0.36	0.36
	<b>30.96</b>	<b>1,893.96</b>	<b>1,924.92</b>	37.93	1,089.25	1,127.18
(2) Non-Financial Assets						
(a) Deferred tax Assets (net)	-	-	-	-	18.52	18.52
(b) Investment Property	-	7.04	7.04	-	7.04	7.04
(c) Property, Plant and Equipment	-	9.63	9.63	-	13.56	13.56
(d) Other non-Financial Assets	-	2.12	2.12	-	-	-
	-	<b>18.79</b>	<b>18.79</b>	-	39.12	39.12
<b>Total Assets</b>	<b>30.96</b>	<b>1,912.75</b>	<b>1,943.71</b>	37.93	1,128.37	1,166.30
<b>LIABILITIES</b>						
(1) Financial Liabilities						
(a) Payables						
(I) Trade Payables	-	-	-	-	-	-
(II) Other Payables	-	-	-	-	-	-
(b) Borrowings (Other than Debt Securities)	-	-	-	-	-	-
(c) Other Financial Liabilities	1.25	-	1.25	1.62	-	1.62
	<b>1.25</b>	-	<b>1.25</b>	1.62	-	1.62
(2) Non-Financial Liabilities						
(a) Provisions	-	-	-	0.13	-	0.13
(b) Other non-Financial Liabilities	-	-	-	-	-	-
(c) Deferred tax Liability (net)	-	72.78	72.78	-	-	-
	-	<b>72.78</b>	<b>72.78</b>	0.13	-	0.13
<b>Total Liabilities</b>	<b>1.25</b>	<b>72.78</b>	<b>74.03</b>	1.75	-	1.75

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Impairment on Financial Instruments (Rs. in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
On Financial Instruments measured at amortised cost:		
Loans	-	(2.51)
Others	-	-
Total	-	(2.51)

**Note 36: Financial Risk Management**

The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The financial risks are managed in accordance with the Company's risk management policy which has been approved by its Board of Directors. The Company's Board of Directors has overall responsibility for managing the risk profile of the Company. The purpose of risk management is to identify potential problems before they occur, so that risk-handling activities may be planned and invoked as needed to manage adverse impacts on achieving objectives.

The Company has exposure to the following risks arising from Financial Instruments:

Risk	Exposure arising from
Credit Risk	Cash and cash equivalents, other bank balances, trade & other receivables, Loans, financial assets measured at amortised cost
Liquidity Risk	Financial liabilities
Market Risk - Foreign Exchange	—
Market Risk - Interest Rate	Investments in debt securities
Market Risk - Price	Investments in equity Shares measured, at FVTOCI and Mutual Funds measured at FVTPL

**(A) Credit Risk**

Credit risk is the risk of financial loss to the Company, if a customer or counterparty to a financial instrument fails to meet its contractual obligations that arises principally from the Company's trade and other receivables, loans given, cash and cash equivalents, other bank balances and financial assets measured at amortised cost.

Exposure to credit risk is mitigated through regular monitoring of collections, counterparty's creditworthiness and diversification in exposure.

**Exposure to Credit Risk**

The carrying amount of financial assets represents maximum amount of credit exposure. The maximum exposure to credit risk is as per the table below, it being total of carrying amount of cash and cash equivalents, other bank balances, trade and other receivables, loans given and financial assets measured at amortised cost. The unsecured loans also includes loans secured partly which may not be liquid.

**USHAKIRAN FINANCE LIMITED**

(Rs. in lakhs)

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2024</b>	<b>As at 31<sup>st</sup> March, 2023</b>
Maximum exposure to credit risk	<b>94.39</b>	101.29

**Expected Credit Loss (ECL) on Financial Assets**

The Company continuously monitors all financial assets subject to ECL. In order to determine whether an instrument is subject to 12 month ECL or life time ECL (LTECL), the Company assesses whether there has been a significant increase in credit risk or the asset has become credit impaired since initial recognition. The Company applies following quantitative and qualitative criteria to assess whether there is significant increase in credit risk or the asset has been credit impaired:

- Historical trend of collection from counterparty
- Company's contractual rights with respect to recovery of dues from counterparty
- Credit rating of counterparty and any relevant information available in public domain

ECL is a probability weighted estimate of credit losses. It is measured as the present value of cash shortfalls (i.e., the difference between the cash flows due to the Company in accordance with contract and the cash flows that the Company expects to receive).

**The Company has following types of financial assets that are subject to the expected credit loss:**

**(i) Trade and other receivables**

Exposures to customers' loan outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of collection from counterparties on timely basis reflects low level of credit risk. As the Company has a contractual right to such receivables as well as the control over such funds due from customers, the Company does not estimate any credit risk in relation to such receivables. The company do not have any trade receivables as at 31.03.2024 and as at 31.03.2023.

**(ii) Cash and cash equivalents and other bank balances**

The Company holds cash and cash equivalents and other bank balances. The credit worthiness of such banks and financial institutions is evaluated by the Management on an ongoing basis and is considered to be high.

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“Financial Instruments: Disclosures”:

(a) Category-wise classification for applicable financial assets:

(Rs. in lakhs)

Sl. No.	Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
I	<b>Measured at fair value through profit or loss (FVTPL):</b>		
	(i) Investment in equity instruments	-	-
	(ii) Investment in preference shares	-	-
	(iii) Investment in bonds/debentures	-	-
	(iv) Investment in mutual funds	103.35	81.48
	(v) Investment in government securities	-	-
	(vi) Investment in security receipt (net)	-	-
	(vii) Investment in units of fund	-	-
	(viii) Loans	-	-
	<b>Sub-total (I)</b>	<b>103.35</b>	81.48
II	<b>Measured at amortised cost:</b>		
	(i) Loans	63.00	63.00
	(ii) Trade receivables	-	-
	(iii) Other receivables	-	-
	(iv) Other financial assets	0.43	0.36
	(v) Cash and cash equivalents and bank balances	30.96	37.93
	<b>Sub-total (II)</b>	<b>94.39</b>	101.29
III	<b>Measured at fair value through other comprehensive income (FVTOCI):</b>		
	(i) Investment in bonds/Debentures	-	-
	(ii) Investment in government securities-	-	-
	(iii) Investment in equity instruments	1,727.18	944.41
	(iv) Investment in pass through certificates	-	-
	(v) Derivative financial instruments	-	-
	(vi) Investment in units of fund	-	-
	<b>Sub-total (III)</b>	<b>1,727.18</b>	944.41
	<b>Total (I+II+III)</b>	<b>1,924.92</b>	1,127.18

**(B) Liquidity Risk**

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Company might be unable to meet its payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Company on acceptable terms.

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To limit this risk, management has adopted a policy of managing assets with liquidity in mind and monitoring future cash flows and liquidity on a regular basis. The Company has developed internal control processes for managing liquidity risk.

The Company maintains a portfolio of highly marketable and diverse assets that are assumed to be easily liquidated in the event of an unforeseen interruption in cash flows. The Company assesses the liquidity position under a variety of scenarios, giving due consideration to stress factors relating to both the market in general and specifically to the company.

As of 31<sup>st</sup> March, 2024 and 2023, the Company had unutilized credit limits from banks of NIL and NIL respectively.

As of 31<sup>st</sup> March, 2024, the Company had working capital (current assets less current liabilities) of Rs.29.71 lakhs including cash and cash equivalents of Rs.24.71 lakhs, as of 31<sup>st</sup> March, 2023, the Company had working capital of Rs.36.31 lakhs including cash and cash equivalents of Rs.32.01 lakhs.

**Exposure to Liquidity Risk**

The table below analyses the Company's financial liabilities into relevant maturity pattern based on their contractual maturities for all financial liabilities.

(Rs. in lakhs)

Particulars	Less than 1 months	1 to 3 months	3 months to 1 years	Between 1 and 3 years	Between 3 and 5 years	Total
As at 31 <sup>st</sup> March, 2024						
Financial Liabilities						
Other financial liabilities	0.42	-	0.83	-	-	1.25
As at 31 <sup>st</sup> March, 2023						
Financial Liabilities						
Other financial liabilities	0.27	0.19	1.16	-	-	1.62
As at 31 <sup>st</sup> March, 2022						
Financial Liabilities						
Other financial liabilities	0.34	-	1.18	-	-	1.52
As at 31 <sup>st</sup> March, 2021						
Financial Liabilities						
Other financial liabilities	1.01	-	1.61	-	-	2.62
As at 31 <sup>st</sup> March, 2020						
Financial Liabilities						
Other financial liabilities	1.02	-	0.49	-	-	1.51

**(C) Market Risk**

Market risk is the risk of loss of future earnings, fair values or future cash flows related to financial instruments that may result from adverse changes in market rates and prices (such as foreign exchange rates, interest rates, other prices). The Company is exposed to market risk primarily related to currency risk, interest rate risk and price risk. The Company is not having any exposure to any type of borrowings.



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**(i) Currency Risk**

The Company does not have any foreign currency denominated assets. Accordingly, the exposure to currency risk will not arise.

**(ii) Interest Rate Risk**

The Company is not much exposed to the interest rate risk due to lack of investments in Debt Securities mainly. The interest rate risk arises due to uncertainties about the future market interest rate on these investments.

**(iii) Price Risk**

Price risk is the risk that the value of the financial instruments will fluctuate as a result of changes in market prices and related market variables including interest rate for investments in debt oriented mutual funds and debt securities, whether caused by factors specific to an individual investment, its issuer or the market. The Company's exposure to price risk arises from investments in equity securities, units of mutual funds which are classified as financial assets at Fair Value through Other Comprehensive Income and Fair Value through Profit and Loss respectively and is as follows:

(Rs.in lakhs)

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2024</b>	<b>As at 31<sup>st</sup> March, 2023</b>
Exposure to Price risk		
Equity	<b>1727.18</b>	944.41
Mutual Funds	<b>103.35</b>	81.48

To manage its price risk arising from investments in equity securities, debt securities, units of mutual funds the company diversifies its portfolio.

**Sensitivity Analysis**

The table below sets out the effect on OCI/profit or loss due to reasonable possible increase/ decrease in prices of 10%:

(Rs.in lakhs)

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2024</b>	<b>As at 31<sup>st</sup> March, 2023</b>
Exposure to Price risk		
10% increase in the pricesEquity	<b>172.72</b>	94.44
Mutual Funds	<b>10.34</b>	8.15
10% decrease in the pricesEquity	<b>(172.72)</b>	(94.44)
Mutual Funds	<b>(10.34)</b>	(8.15)

**d) Operational risk**

Operational risk is the risk arising from inadequate or failed internal processes, people or systems, or from external events. The Company manages operational risks through comprehensive internal control systems and procedures laid down around various key activities in the Company viz., customer service, finance function etc.,

**Note 37: Capital Management**

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The funding requirements are met through equity and operating cash flows. The Company's capital comprises Equity Share Capital, Retained Earnings and other equity attributable to equity holders.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2024 and March 31, 2023.

**Note 38: Provisions, Contingent Liabilities and Commitments**

(Rs.in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Contingent Liabilities:</b>		
a. Claims against the company:	Nil	Nil
b. Bank Guarantees:	Nil	Nil
c. Partly paid shares:	Nil	Nil
<b>Commitments</b>		
a. Undisbursed Commitment	Nil	Nil

**Note 39:** The Company is mainly engaged in the business of Investments and financing and all other activities of the company revolve around the main business and as such, there are no separate reportable segments.

**Note 40: Ratio Analysis**

Sl.No.	Particulars	2023-2024	2022-2023	% of Variance
1	Current Ratio	24.77	23.46	5.58
2	Debt Equity Ratio	-	-	-
3	Debt Service coverage ratio	-	-	-
4	Return on Equity Ratio	0.03	0.05	(40.00)
5	Inventory Turnover Ratio	-	-	-
6	Trade Receivables turnover ratio	-	-	-
7	Trade payables turnover ratio	-	-	-
8	Net capital turnover ratio	1.55	1.11	39.64
9	Net profit ratio	0.18	0.34	(47.06)
10	Return on Capital employed	0.01	0.01	-
11	Return on investment	-	0.01	(100.00)

- The decrease in return on Equity ratio by more than 25% is due to increase in deferred tax.
- The increase in Net capital turnover ratio by more than 25% is mainly due to better working capital management.
- The decrease in Net profit ratio by more than 25% is due to increase in deferred tax.
- The decrease in return on investment by more than 25% is due to increase in deferred tax and increase in Fair value gains and OCI.

**Note 41:** The company has no amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) as at 31<sup>st</sup> March, 2024 and as at 31<sup>st</sup> March, 2023.

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Dues to micro enterprises and small enterprises:			
Sl. No	Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
i	the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year;	-	-
ii	the amount of interest paid by the Company in terms of section 16 of MSMED Act, 2006, along with the amounts of the payment made to the suppliers beyond the appointed day during the year;	-	-
iii	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006;	-	-
iv	the amount of interest accrued and remaining unpaid at the end of each accounting year;	-	-
v	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006.	-	-

footnote: No enterprise has been identified as a “supplier” under the micro, small and medium enterprises Development Act, 2006. The aforesaid identification has been done on the basis of information, to the extent provided by the vendors to the company.

**Note 42:** The fair value of Investment property as at **31.03.2024 Rs.9.60 lakhs** and as at 31.03.2023 Rs.9.60 lakhs.

**Note 43:** Miscellaneous

(I) Registration obtained from other financial sector regulators : No registration has been obtained from other financial sector regulators.

(II) Penalties imposed by RBI and other regulators : No penalties have been imposed by RBI or other regulators during the year: Nil  
(Previous Year: Nil).

**Note 44: Other statutory Information**

- a. The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

- b. The Company does not have any transactions with struck off companies.
- c. The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- d. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- e. The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall
  - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - ii. provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- f. The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall
  - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- g. The Company has not entered in to any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- h. The Company has not been declared as willful defaulter by any bank or financial institution or other lender.
- i. No Scheme of Arrangements has been approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013, during the year.

**Note 45:**

The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

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**Note 46:**

**SCHEDULE TO THE BALANCE SHEET FOR THE YEAR ENDED 31.03.2024**

The following additional information is disclosed in the terms of Master Direction - Non-Banking Financial Company – Non Systematically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016 issued vide Master Direction DNBR. PD. 008/03.10.119/2016-17 dated September 01, 2016 as amended.

Liabilities	PARTICULARS (Rs. in lakhs)			
	31.03.2024		31.03.2023	
	Amount Outstanding	Amount Overdue	Amount Outstanding	Amount Overdue
1. Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid				
(a) Debentures: Secured	—	—	—	—
Unsecured	—	—	—	—
(Other than falling within the meaning of public deposits)				
(b) Deferred Credits	—	—	—	—
(c) Term Loans	—	—	—	—
(d) Inter-corporate loans and borrowings	—	—	—	—
(e) Commercial Paper	—	—	—	—
(f) Public Deposits	—	—	—	—
(g) Other Loans	—	—	—	—
<b>Assets</b>		Amount Outstanding		Amount Outstanding
2. Break-up of Loans and Advances including Bills receivables (other than those included in (4) Below)				
(a) Secured		—		—
(b) Unsecured	100.19	—	100.19	—
3. Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities				
(i) Lease assets including lease rentals under				
Sundry Debtors:				
(a) Financial Lease	NIL	NIL	NIL	NIL
(b) Operating Lease	NIL	NIL	NIL	NIL
(ii) Stock on hire including hire charges under				
Sundry Debtors:				
(a) Assets on hire	NIL	NIL	NIL	NIL
(b) Repossessed Assets	NIL	NIL	NIL	NIL
(iii) Hypothecation loans/other loans counting towards AFC activities				
(a) Loans where assets have been repossessed	NIL	NIL	NIL	NIL
(b) Loans other than (a) above	NIL	NIL	NIL	NIL

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4. Break up of investments:							
Current investments:							
1. Quoted		—			—		
(i) Shares (a) Equity		—			—		
(b) Preference		—			—		
(ii) Debentures and Bonds		—			—		
(iii) Units of Mutual Funds		—			—		
(iv) Government securities		—			—		
(v) Others (please specify)		—			—		
2. Unquoted							
(i) Shares (a) Equity		—			—		
(b) Preference		—			—		
(ii) Debentures and Bonds		—			—		
(iii) Units of Mutual Funds		—			—		
(iv) Government securities		—			—		
(v) Others (please specify)		—			—		
Long Term Investments:							
1. Quoted							
(i) Shares (a) Equity		1727.18			944.41		
(b) Preference		—			—		
(ii) Debentures and Bonds		—			—		
(iii) Units of Mutual Funds		103.35			81.48		
(iv) Government securities		—			—		
(v) Others (please specify)		—			—		
2. Unquoted							
(i) Shares (a) Equity		—			—		
(b) Preference		—			—		
(ii) Debentures and Bonds		—			—		
(iii) Units of Mutual Funds		—			—		
(iv) Government securities		—			—		
(v) Others (please specify)		—			—		
5. Borrower group-wise classification of assets financed as in (2) and (3) above.							
Category		Amount (net of provisions)			Amount (net of provisions)		
1. Related Parties		Secured	Unsecured	Total	Secured	Unsecured	Total
(a) Subsidiaries		—	—	—	—	—	—
(b) Companies in the same group		—	—	—	—	—	—
(c) Other related Parties		—	—	—	—	—	—
2. Other than related parties		—	63.00	63.00	—	63.00	63.00
Total		—	63.00	63.00	—	63.00	63.00
6. Investor group wise classification of all investments in shares and securities (both quoted and unquoted)							

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Category				
1. Related Parties	Market Value/Break up or fair value or NAV	Book value (net of Provisions)	Market Value/Break up or fair value or NAV	Book value (net of Provisions)
(a) Subsidiaries	—	—	—	—
(b) Companies in the same group	—	—	—	—
(c) Other related Parties	—	—	—	—
2. Other than related parties	1830.53	1830.53	1025.89	1025.89
Total	1830.53	1830.53	1025.89	1025.89
7. Other Information				
Particulars				
i) Gross Non-performing Assets				
a) Related Parties	—	—	—	—
b) Other than related Parties	30.19	—	30.19	—
ii) Net Non-performing Assets				
a) Related Parties	Nil	Nil	Nil	Nil
b) Other than related Parties	Nil	Nil	Nil	Nil
iii) Assets acquired in satisfaction of debt (during the year)				
	Nil	Nil	Nil	Nil

Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2016.

**Note 47:** The Financial Statements were approved for issue by the Board of Directors on 25<sup>th</sup> May, 2024.

**Note 48:** Previous year's figures have been regrouped/reclassified wherever necessary to conform to the current year's presentation.

Per our report of even date annexed  
For NSVR & ASSOCIATES LLP  
Chartered Accountants  
(Firm Regn. No:008801S/S200060)

For and on behalf of the Board

(T.R. Sekhar)  
Director  
DIN: 02943146

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

(V Gangadhara Rao N)  
Partner  
Membership No.219486  
UDIN: 24219486BKFBAI16854

(Sanjana Jain)  
Company Secretary

(Omprakash Koyalkar)  
Manager

Place : Hyderabad  
Date : 25<sup>th</sup> May, 2024

(T. Ramesh Babu)  
Chief Financial Officer

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**USHAKIRAN FINANCE LIMITED**  
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