

MINUTES OF THE PROCEEDINGS OF THE TWENTY NINTH ANNUAL GENERAL MEETING of USHAKIRAN FINANCE LIMITED, held at H.No. 8-3-976/23A, Shalivahana Nagar Colony, Shalivahana Nagar Community Hall, Yellareddyguda, (Adjacent to Srinagar Colony), Hyderabad – 500 073, Telangana, at 10.00 A.M., on Tuesday, the 29<sup>th</sup> day of September, 2015.

---

**DIRECTORS PRESENT:**

1. Shri T. Adinarayana, Chairman
2. Shri. P. Radhakrishna Murthy
3. Shri. Y. Balakrishna Murthy
4. Smt. S. Jhansi Kumari

**IN ATTENDANCE:**

Mr. N. Swaroop Kumar - Manager

**BY INVITATION:**

Sri. L. Janardhan Rao - Proprietor of Janardhanrao Deshmukh & Co., Auditors

Members Present: 20 shareholders in person

With the permission of Members present, Sri. T. Adinarayana, the Chairman and other Directors of the company and Auditor occupied the chairs.

The Chairman welcomed all the members present and having found the requisite quorum being present declared the meeting properly constituted and he called the Meeting to order.

The Chairman informed that the Company has not received any proxies.

The Chairman announced that Register of Directors and Key Management Personnel along with their Shareholdings under Section 170 and Register of Contracts under Section 189 of the Companies Act, 2013 are kept open and accessible during the continuance of the meeting. The Chairman further informed that the Registers as required under the Companies Act, 2013 are kept at the meeting for inspection of the members till the conclusion of the meeting.

Thereafter the Chairman has commenced the proceedings and addressed the members.

The Notice convening the Annual General Meeting with the permission of the members present was taken as read.



The Chairman requested Mr. N. Swaroop Kumar, Manager to read the Auditor's Report and Directors' Report dated 29<sup>th</sup> May, 2015 and the Manager has read out the same.

The Chairman requested the members present to express their views raise queries and ask questions, if any, on the accounts of the Company for the year under review.

Some members present then raised certain queries and sought clarifications on some matters which were duly replied by the Chairman.

The Chairman informed that in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company had provided e-voting facilities to the Members and enabled e voting facility through CDSL from 9 AM., on 26<sup>th</sup> September, 2015 till 5 PM., on 28<sup>th</sup> September, 2015, in respect of Ordinary and Special Business to be transacted at the Annual General Meeting.

He further informed that Mr. D. Venkata Ratnam, Practicing Chartered Accountant, was appointed as Scrutinizer for conducting the e-voting and ballot process in a fair and transparent manner.

He also informed that the members present in the meeting who have not been able to cast their votes through e-voting may cast their votes through physical ballot forms which will be made available to the members attending this Annual General Meeting. He has informed that Mr. D. Venkata Ratnam, Chartered Accountant, Scrutinizer for e voting and poll through the ballot process is present at the Annual General Meeting and requested him to look after the ballot process, which was assented to by the members present at the meeting.

The ballot forms were distributed amongst the Members present at the meeting. The Chairman then requested the members present to cast their votes and announced that the combined result shall be declared within the stipulated time ie., within 2 working days from the conclusion of the Annual General Meeting, at the registered office of the Company at 405, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad – 500 001, after receipt of Scrutiniser's report and the same would also be uploaded on the Company's website and will also be intimated to BSE Limited. As advised by the Chairman, the Scrutiniser then conducted the voting procedures after showing empty ballot box to the Members. The voting commenced thereafter and after casting the votes by the members present in the meeting, the Scrutiniser closed the voting around 12 Noon and took custody of the ballot box in his control.

As there was no other business to transact, Sri. N. Swaroop Kumar, Manager gave a hearty vote of thanks and then the Chairman declared the Meeting as concluded.



**VOTING RESULTS OF RESOLUTIONS PROPOSED AT THE 29<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY HELD ON 29<sup>th</sup> SEPTEMBER, 2015.**

The Scrutinizer Mr. D. Venkata Ratnam, Chartered Accountant, submitted the report on the Business conducted at the 29<sup>th</sup> Annual General Meeting of the company held on 29<sup>th</sup> September, 2015 vide his report dated 30<sup>th</sup> September, 2015 and mentioned the results as under:

Item No. In the Notice	Ordinary/ Special Resolution	Votes cast in favour of the Resolution		Votes cast in against the Resolution		Status
		No. of Votes	% of total Votes	No. of Votes	% of total Votes	
1	Ordinary Business - Ordinary Resolution	432006	100	NIL	NIL	Passed as an Ordinary Resolution
2	Ordinary Business - Ordinary Resolution	432006	100	NIL	NIL	Passed as an Ordinary Resolution
3	Ordinary Business- Ordinary Business	432006	100	NIL	NIL	Passed as an Ordinary Resolution
4	Special Business - Special Business	432006	100	NIL	NIL	Passed as Special Resolution

The Resolutions for the Ordinary Business and Special Business as set out from item No.1 to 4 in the Notice of the 29<sup>th</sup> Annual General Meeting, duly approved by the Members with requisite majority are recorded hereunder as part of the proceedings of the 29<sup>th</sup> Annual General Meeting of the company held on 29<sup>th</sup> September, 2015:



Ordinary Business

Item No. 1

Ordinary Resolution.

Adoption of Audited Balance Sheet, Statement of Profit & Loss, Cash Flow Statement, Reports of Directors and Auditors for the Financial Year ended 31<sup>st</sup> March, 2015:

"RESOLVED THAT the Balance Sheet as at 31<sup>st</sup> March, 2015 and Statement of Profit & Loss, Cash Flow Statement for the period ended on that date along with the Reports of Directors and Auditors be and are hereby considered, approved and adopted."

Item No. 2

Ordinary Resolution

Re-appointment of Sri. Y.B.K. Murthy as director who retires by rotation.

"RESOLVED THAT Sri.Y.B.K. Murthy (holding DIN:01197090), director of the Company, who retires by rotation at this Annual General Meeting, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

Item No. 3

Ordinary Resolution.

Reappointment (Ratification of the Appointment) of Auditors:

"RESOLVED THAT the appointment of M/s Janardhanrao Deshmukh & Co., Chartered Accountants (who were appointed by the Members as Statutory Auditors of the Company, for a period of 3 years, from the conclusion of the Twenty Eighth Annual General Meeting up to the conclusion of Thirty First Annual General Meeting), be and is hereby ratified until the conclusion of next Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company."

Special Business

Item No. 4

Special Resolution.

Adoption of new Articles of Association of the Company:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being



inforce), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

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

All the above resolutions have been approved unanimously.

Place: Hyderabad

Date: 5-10-2015

CHAIRMAN

// Certified True Copy//

// Attested by//

For Ushakiran Finance Limited



  
(N. Swaroop Kumar)  
Manager