



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

By Speed Post Ack. Due

Corporate Relations Department,
BSE Limited,
Floor 25, Phirohe Jee Jee Bhai Towers,
Dalal Street,
Mumbai – 400 001

Date : 13.08.2016

Dear Sir,

Sub: Submission of Notice of 30th Annual General Meeting to be held on 27th September, 2016
-reg.

Ref: Scrip Code: 511507

We wish to inform that at the Board of Directors meeting held on 13th August, 2016 the Board of Directors have approved the Notice of 30th Annual General Meeting of the Company to be held on Tuesday, the 27th September, 2016 and we are herewith enclosing the copy of notice for your kind perusal and records.

Thanking You,

Yours faithfully,
for Ushakiran Finance Limited


Manager

Encl: as above

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of USHAKIRAN FINANCE LIMITED will be held on Tuesday the 27th day of September, 2016 at 10.00 A.M., at H.No.:8-3-976/23A, Shalivahana Nagar Colony, Shalivahana Nagar Community Hall, Yellareddyguda, (Adjacent to Srinagar Colony), Hyderabad – 500 073 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2016, together with the Reports of Directors' and Auditors' thereon.
2. To appoint a Director in place of Sri. T. Adinarayana, (holding DIN: 00917498), who retires by rotation and being eligible, offers himself for reappointment.
3. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and 142 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 consent of the Company be and is hereby accorded to ratify the appointment of M/s. Janardhanrao Deshmukh & Co., Chartered Accountants, (Firm Registration No.005979S), as statutory auditors of the company to hold office till the conclusion of the 31st Annual General Meeting of the Company to be held in the year 2017 and the Board of Directors be and is hereby authorized to fix their remuneration, in accordance with the recommendation of the Audit committee and in consultation with the auditors.”

SPECIAL BUSINESS:

Re-classification of the promoters of the company

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

Special Resolution:

“RESOLVED that pursuant to Regulation 31A and other relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof), the approval of the Company be and is hereby accorded for re-classification of the following members, the existing promoters of the company who are not associated with the company either directly or indirectly from promoter to Non-Promoter category.

Sl.No.	Name of the Member	No. of Shares	% of holding
1	Navneethraja	2500	0.10
2	K. Nirmal Sewani	2500	0.10
3	Nitinraj Sinha	2500	0.10
	Total:	7500	0.29

RESOLVED FURTHER that the above promoters along with its promoter group entities and person acting in concert do/will not:

- Have any special rights through formal or informal agreements.
- Hold more than 10% of the paid-up capital of the Company.
- Act as a Key Managerial person for a period of more than three years from the date of Shareholders approval.

On meeting of the above conditions the above promoters / members shall cease to be the promoters of the company, subject to the approval of BSE Limited/SEBI.

RESOLVED FURTHER that the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER that the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Director or to any Director of the Company or any other officer(s) or employee(s). The Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms /returns with the Ministry of Corporate Affairs/Stock Exchanges/other authorities concerned.”

By order of the Board of Directors
for Ushakiran Finance Limited



(G. Sandeep Kumar)
Company Secretary

Place: Hyderabad
Date : 13.08.2016

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such a proxy need not be a member of the Company.
2. A person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy provided that such person shall not act as a Proxy for any other member.
3. The instruments of proxies in order to be effective must be deposited with the Company at its Registered Office not less than 48 hours before the commencement of the meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company an attested copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of Joint Shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Members desiring any information regarding the accounts are requested to write to the Company at least 7 days before the date of the meeting so as to enable the Management to keep the information ready.
7. The Members/Proxies attending the meeting are requested to bring the enclosed Attendance Slip and deliver the same at the entrance of the Meeting Hall.
8. Members are requested to bring their respective copies of the Annual report for reference during the Annual General Meeting.
9. The Register of Members and Share Transfer Books will remain closed from 21st September, 2016 to 27th September, 2016 (both days inclusive).
10. The Company's Shares have been listed at BSE Limited, and the listing fee has been paid up to 2016-2017.
11. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the Share Transfer Agent/Company.
12. The annual report for the financial year 2015-16 is being sent through email to those members who have registered their email addresses with the Company/depository participants. The annual report is also available on our website, i.e. www.uflfinance.com. The physical copy of the annual report has been sent to those members who have either opted for the same or have not registered their email addresses with the Company/depository participant. The members will be entitled to a physical copy of the annual report for the financial year 2015-16, free of cost, upon sending a request to the Company Secretary, Ushakiran Finance Limited, 405, Raghava Ratna Towers, Chirag Ali Lane, Hyderabad-500 001.
13. Members who hold shares in physical form can nominate any person in respect of all the shares held by them singly or jointly. Members who holds shares in single name are advised, in their own interest to avail of the nomination facility. Members holding shares in dematerialized form may contact their respective depository participant(s) for recording nomination in respect of their shares.
14. All the documents referred to in the Notice will be available to the members at the Registered Office of the Company between 10.30 A.M., to 12.30 P.M., on all working days from the date hereof up to the date of the Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / STA.
16. Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015, brief profile of the Director proposed to be re-appointed, is furnished here under:

Mr. T. Adinarayana, is aged about 63 years, is a qualified Chartered Accountant, Cost Accountant and Company Secretary and also did his graduation in Law. He has worked at Andhra Pradesh State Financial Corporation for about 9 years and had about 8 years

experience as a Chartered Accountant and about 16 years experience in Bulk Drugs and Intermediates Manufacturing Unit. He is the Chairman and Managing Director of Sigachi Laboratories Limited and also a director in Krishnaraj Securities Private Limited. He is a member of Stakeholders relationship committee in Sigachi Laboratories Limited. He is holding 3,25,385 Equity Shares of Rs.10/- each in the company.

Keeping in view his vast experience the Board recommends the re-appointment of Mr. T. Adinarayana, as a Director liable for retirement by rotation, for the approval of share holders of the Company.

Except Mr. T. Adinarayana, being an appointee and Mr. Y.B.K. Murthy, Director who is related to him, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item No.2.

17. E- Voting:

- a. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members with the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
- b. The results of the e-voting and result of the physical voting at the meeting will be declared within 48 hours of conclusion of the meeting and the results along with the scrutinizer's report shall be placed on the website of the Company.
- c. The voting rights of members shall be in proportion to their shareholding in the paid up equity share capital of the company as on 20th September, 2016, being the cut-off date.
- d. The members of the Company, holding shares either in physical form or in dematerialized form, as on 20th September, 2016, being the cutoff date, may cast their vote (for or against) electronically.
- e. The facility for voting through poll shall be made available at the meeting and the members attending the meeting who have not already cast their vote electronically through e-voting shall be able to exercise their voting right at the Meeting.
- f. The members who have cast their vote by e-voting prior to the meeting may also, attend the meeting but shall not be entitled to cast their vote again.
- g. The Company has appointed Mr. D. Venkata Ratnam, Chartered Accountant, as scrutinizer for conducting the remote e-voting and also the physical ballot process in the Annual General Meeting in a fair and transparent manner.

h. Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical poll will be treated as invalid.

i. The e-voting period will commence on 24th September, 2016 (09:00 hrs) and will end on 26th September, 2016 (17.00 hrs). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting as mentioned here under:

Members receiving Notice of 30th Annual General Meeting by e- mail from M/s. Venture Capital and Corporate Investments Private Limited, Registrars and Share Transfer Agents of the company or in case of members receiving the physical copy of Notice of 30th Annual General Meeting (for members whose e-mail ids are not registered with the company/depositories):

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

The instructions for shareholders voting electronically are as under:

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

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).
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- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company, Ushakiran Finance Limited on which you choose to vote.
- (xi) 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.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print out of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password earlier used then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help

section or write an email to helpdesk.evoting@cdslindia.com or call toll free No.1800 200 5533.

A. General Instructions:

- i. The Chairman of the Meeting shall at AGM venue, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- ii. The Scrutinizer shall after the conclusion of voting at AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Meeting or a person authorized by him in writing.
- iii. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.uflfinance.com and on the web site of CDSL www.evotingindia.com immediately and will be communicated to the BSE Limited within 48 hours from the conclusion of the AGM.

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

Item No. 4

The members may note that the above mentioned 3 members are either directly or indirectly are not associated with the company since a long time and as such these promoters to be classified as Non-Promoters and as such they will not be promoters of the Company upon the passing of this resolution, subject to the approval of BSE Limited/SEBI, if any. They do not hold any interest in the company other than their shareholding. The above said 3 promoters together hold 7,500 (0.29%) equity shares of Rs.10 each in aggregate as on date.


None of the (i) Directors, (ii) Key Managerial Personnel, (iii) relatives of the persons mentioned in (i) and (ii), are concerned or interested in the said resolution.

The Board recommends the resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

Your Directors recommend the Resolution for your approval as Special Resolution.

By order of the Board of Directors
For Ushakiran Finance Limited


(G. Sandeep Kumar)
Company Secretary

Place: Hyderabad
Date : 13.08.2016