

**THIRTY FOURTH ANNUAL REPORT  
FOR THE YEAR ENDED  
31ST MARCH 2019**



<b>BOARD OF DIRECTORS</b>	<b>SMT. REKHA M JAIN (Non-Executive Director)</b> <b>SMT. BHAVIKA M JAIN (Non-Executive Director)</b> <b>SMT. KUSHBU MOHAN KUMAR JAIN (Non-Executive Director)</b> <b>SRI. BHARAT KUMAR DUGHAR (Non-Executive Independent Director)</b> <b>SRI. VELU (Non-Executive Independent Director)</b> <b>SRI. NARESSH MAHENDRA KUMAR JAIN (Non-Executive Independent Director) (Upto 7<sup>th</sup> March 2019)</b>
<b>CHIEF EXECUTIVE OFFICER &amp; CHIEF FINANCIAL OFFICER</b>	<b>SRI. VIKASH MAHIPAL (From 01<sup>st</sup> January 2019)</b>
<b>SECRETARY &amp; COMPLIANCE OFFICER</b>	<b>SMT. MONIKA KEDIA</b>
<b>AUDITORS</b>	<b>M/s. KALYANASUNDARAM &amp; CO</b> <b>Chartered Accountants</b>
<b>BANKERS</b>	<b>The Karur Vysya Bank Ltd.</b>
<b>REGISTRAR &amp; TRANSFER AGENT</b>	<b>Integrated Registry Management Services Pvt Ltd</b> <b>Kences Towers, 2<sup>nd</sup> Floor, No.1,</b> <b>Ramakrishna Street, North Usman Road,</b> <b>T.Nagar, Chennai - 600 017</b> <b>Telephone: +91 44 28140801-803</b>
<b>CORPORATE IDENTIFICATION NUMBER</b>	<b>L65191TN1985PLC011503</b>
<b>REGISTERED OFFICE</b>	<b>Sapna Trade Centre, 10<sup>th</sup> Floor, 10B/2 No. 109,</b> <b>P.H Road, Chennai – 600 084</b> <b>(Shifted with effect from 17<sup>th</sup> December 2018)</b> <b>Email: upasana_shares@yahoo.com</b> <b>Contact: 9600030346</b>

### **Green Initiative in the Corporate Governance**

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

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### Notice to the Shareholders

**NOTICE is hereby given that the Thirty Fourth Annual General Meeting of the Shareholders of the Company will be held at YMCA Madras Youth Centre, No. 6/74, Ritherdon Road, Vepery, Chennai 600 007 on Monday the 30th day of September 2019 at 3.30 p.m. to transact the following businesses:**

#### ORDINARY BUSINESS

1. To consider and if deemed fit, to pass, the following as an ORDINARY RESOLUTION:

"RESOLVED THAT the Audited Financial Statement for the year ended 31st March 2019, together with the Auditors Report thereon and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted."

2. To consider and if deemed fit, to pass, the following as an ORDINARY RESOLUTION:

"RESOLVED THAT Ms. Khushbu Mohan Kumar Jain (holding DIN 07704023), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as director of the company."

3. To consider and if deemed fit, to pass, the following as an ORDINARY RESOLUTION:

"RESOLVED THAT Ms. Bhavika M Jain (holding DIN 07704015), Director, who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as director of the company."

By Order of the Board  
For **UPASANA FINANCE LIMITED**

14.08.2019  
Chennai

-SD-  
**Monika Kedia**  
Company Secretary

#### NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll instead of himself / herself and such proxy need not be a member. A Person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total voting share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The instrument appointing proxy should be deposited either at the Registered Office of the Company or at the office of the Company's Share Transfer Agents viz. Integrated Registry Management Services Private Limited, Kences Towers, 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017 at least 48 hours before the commencement of the meeting. Proxy form enclosed.

3. Regulation 12 and Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 among other things, mandates the usage of electronic payment instruments, companies whose securities are listed on the stock exchanges shall maintain requisite bank details of their investors. Schedule I of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also provides that only in cases where MICR, IFSC Code required for making electronic payment are not available or the electronic payments instructions have failed or have been rejected by the Bank, companies / R&STA can make cash payments (i.e. dividend warrants) to investors. However, even while making such payments, companies shall mandatorily print the bank account details of the investors on such electronic payments. In view of the above circular, investors may note the following advice -

A) Investors holding shares in physical mode are requested to intimate / update the bank account details viz, Bank Name, Bank Branch, Account Number, MICR No., IFSC Code along with a copy of the cancelled cheque to the company / R&STA for updating the records.

B) Investors holding shares in demat mode are requested to intimate / update the bank account details along with other details as may be required by their concerned Depository Participant.

4. Register of Members and the Share Transfer Books of the Company will remain closed from 23rd September, 2019, to 30th September, 2019 (both days inclusive).

5. Members desiring any information as regards accounts are requested to write to the Company at least 7 days before the meeting so as to enable the Management to keep the information ready.

6. In the case of joint holders, the vote of the senior member who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

7. Members, holding shares in physical form, are requested to notify / send the following to the Registrar and Share Transfer Agent of the Company:

A) Any change in their address / mandate / bank details

B) Particulars of their bank account, in case they have not been sent earlier

C) Nomination in Form SH-13, in duplicate, as provided under Section 72 of the Companies Act, 2013, in case they have not been sent earlier

D) Share certificate(s) held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into one account

Members holding physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

8. Members, holding shares in electronic form, may please note that, as per the applicable regulations of the Depositories, the bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants issued from time to time. The Company will not entertain any direct request from such members for deletion of / change in such bank details. Further, instructions if any, already given by members in respect of shares in physical form will not be automatically applicable to the dividend payable on shares in electronic form.

Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants. Members holding shares in electronic form are requested to advise change of their address and nomination to their Depository participants.

9. Electronic copy of the Annual Report and the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of remote e-voting along with the attendance slip and proxy form are being sent to all the members whose email address are registered with the company / Depository Participant(s) for communication purposes. Physical copy of the Annual Report and Notice of the Annual General Meeting are being sent in the permitted modes of dispatch to all the shareholders.

10. Members are requested to affix their signatures at the space provided on the Attendance slip and handover the slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the annual general meeting. As a measure of economy, copies of Annual Report will not be distributed at the venue of the Annual general meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.

11. Members may also note that the Notice of the Annual General Meeting and the Annual Report will also be available on the Company's website [www.upasanafinance.com](http://www.upasanafinance.com) for download. The physical copies of such documents will also be available at the company's registered office in Chennai for inspection during normal business hours on working days. Members desiring to receive the reports in physical form, even after registering for electronic mode, may request for the same, upon which report will be dispatched free of cost. For any communication in this regard, members may send their requests to [upasana\\_shares@yahoo.com](mailto:upasana_shares@yahoo.com).

12. Voting through electronic means and at the AGM:

A) In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the annual general meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

B) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

C) A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

D) The remote e-voting period commences on 26th September, 2019 (9.00 a.m. Indian Standard Time) and ends on 29th September, 2019 (5.00 p.m. Indian Standard Time). During this period, shareholders' of the Company, holding shares whether in physical form or in dematerialized form, as on the cutoff date i.e. 23rd September, 2019 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

E) The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:-

#### Step 1: Logging in to NSDL e-Voting system

- a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.

- d) User ID details will be as per details given below:

- i) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
- ii) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
- iii) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*).

- e) Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

- iii) How to retrieve your 'initial password'?

- If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i) Click on "Forgot User Details/Password" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- ii) Physical User "Reset Password" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- iv) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- h) Now, you will have to click on "Login" button.
- i) After you click on the "Login" button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically on NSDL e-Voting system**

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b) After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c) Select "EVEN" of the Company.
- d) Now you are ready for e-Voting as the Voting page opens.
- e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f) Upon confirmation, the message "Vote cast successfully" will be displayed.
- g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- i) Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.,) are required to send scanned copy (PDF / JPEG format) of the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatory (ies) who are authorized to vote to the Scrutiniser through email to [evoting@akjainassociates.com](mailto:evoting@akjainassociates.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- j) In case of a member whose email IDs are not registered with the Depository Participant(s) (physical copy of the Annual Report is being sent)
  - i) Initial password is provided on the Attendance Slip for the AGM:
  - ii) The Member may follow the steps above to cast the vote.
- k) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- l) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- F) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date of 23rd September, 2019.
- G) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd September, 2019 may obtain the login ID and password by sending an email to [yuvraj@integratedindia.in](mailto:yuvraj@integratedindia.in) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- H) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- I) The Company has appointed Mr. Pankaj Mehta (M.No. A29407, CP.No. 10598), Partner, A. K. Jain & Associates, Company Secretaries in Practice, as Scrutiniser for conducting the remote e-voting process and voting through ballot papers at the AGM in a fair and transparent manner.
- J) The Scrutiniser shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutiniser shall within 3 days of conclusion of the meeting submit a consolidated scrutiniser report of the total votes cast in favour or against, if any, to the Chairman of the meeting or any other Director authorised by him in writing who shall countersign the same and declare the result of the voting forthwith.
- K) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e., 30th September 2019. The results along with the Scrutinisers Report shall be placed on the website of the Company [www.upasanafinance.com](http://www.upasanafinance.com) and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or any other director authorized by him in writing. The results shall also be communicated to the Stock Exchange viz, BSE Limited, Mumbai.
- L) Particulars of directors seeking re-appointment in this Annual General Meeting as required to be furnished under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Name of the Director	Ms. Khushbu Mohan Kumar Jain	Ms. Bhavika M Jain
Date of Birth	01.03.1984	05.07.1981
Date of Appointment on the Board as a Director	04.10.2017	04.10.2017
Qualification	MA Fine Arts	MBA
List of Outside Directorships held	Nil	Nil
Chairman / Member of the committees of the Board of Directors of the Company	Nil	Member of the following Committees of the Company: 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders Relationship Committee
No. of shares held in the Company	10,00,000	11,95,312

By Order of the Board  
For **UPASANA FINANCE LIMITED**

14.08.2019  
Chennai

-SD-  
Monika Kedia  
Company Secretary

### BOARD'S REPORT TO THE SHAREHOLDERS

The Directors have pleasure in presenting the Thirty Fourth Annual Report, together with the audited accounts for the year ended 31st March 2019.

#### 1. FINANCIAL HIGHLIGHTS

(Rs. in Lakhs)

Particulars	2018-19	2017-18
Income from Operations	105.73	108.30
Less: Expenditure	42.21	70.14
Profit Before Tax and Extraordinary Items	63.52	38.16
Less: Extraordinary Items	-	-
Less: Current Tax	19.82	9.82
Less: Earlier Tax	-	-
Profit After Tax	43.70	28.34

#### 2. OPERATIONS

a) Income: The income from operations of the company for the year under review was Rs. 105.73 lakhs as against Rs. 108.30 lakhs during the previous year.

b) Profit after tax: The profit after tax of the company for the year under review was Rs. 43.70 lakhs as against Rs. 28.34 lakhs during the previous year.

#### 3. MANAGEMENT DISCUSSION AND ANALYSIS

a) Classification by Reserve Bank of India (RBI): The Company is registered with RBI as Non Deposit taking Non-Banking Financial Company (NBFC-ND) and has a valid certificate of Registration.

b) Business Review: The Company is currently carrying on the business of short term and long term financing to both corporate and non-corporate entities. Further the Company continues to concentrate upon recovery of overdue receivables. Even while pursuing the legal route, the company attempts negotiations with customers for early recovery of debts.

c) Future Outlook: The Company is confident of doing better business in the form of short term and long term financing.

#### 4. DIVIDEND

In order to plough back the profits, your directors do not recommend any dividend for the year under review.

#### 5. TRANSFER TO RESERVES

An amount of Rs. 8,73,977/- (Previous year Rs. 5,66,748/-) has been transferred to Special Reserve as per the requirement under Section 45 IC of the Reserve Bank of India Act, 1934. The company has not transferred any amount to the general reserves.

#### 6. EXTRACT OF ANNUAL RETURN

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

#### 7. CORPORATE GOVERNANCE

Clause 15(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) (LODR) Regulations 2015 prescribes that, Clause 27 (submission of Quarterly Corporate Governance Report) of LODR Regulations is not applicable for Companies having paid up equity share capital not exceeding Rs.10 Crores and

Net worth not exceeding Rs.25 Crores as on the last day of the previous year. As the Equity Share Capital of Upasana Finance Limited is Rs. 4.28 Crores and Net worth is Rs. 7.84 Crores as on 31st March 2019, Clause 27 is not applicable to the Company.

## 8. DIRECTORS AND KEY MANAGERIAL PERSONNEL

The composition of the company's board is in conformity with the applicable provisions of the Companies Act, 2013 with regard to Independent Directors and women directors as on 31st March 2019.

Ms. Khushbu Mohan Kumar Jain (DIN: 07704023), Director is liable to retire by rotation at the ensuing Annual General Meeting, being eligible offers herself for re-appointment.

Ms. Bhavika M Jain (DIN: 07704015), Director is liable to retire by rotation at the ensuing Annual General Meeting, being eligible offers herself for re-appointment.

Mr. Naresh Mahendra Kumar Jain (DIN: 08102162), Independent Director of the company has resigned with effect from 07.03.2019. The Board expresses its sincere appreciation / gratitude for services rendered by him.

Necessary resolution for the re-appointment of Directors liable to retire by rotation is being placed for approval of the members at the AGM. The board recommends their re-appointment as directors of the Company. A brief resume of theirs and other relevant information is furnished in the notice convening the AGM.

## 9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:-

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The directors have selected such accounting policies and applied them consistently, and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that year.
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) The directors have prepared the annual accounts on a going concern basis.
- e) The directors have laid down internal financial controls which are adequate and are operating effectively.
- f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 10. DECLARATION BY INDEPENDENT DIRECTORS

All the independent directors have submitted the declaration of independence, as required pursuant to section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence as laid down section 149(6) of the Companies Act, 2013. In the opinion of the board, the independent directors fulfill the conditions specified in the Act and the rules made there under for appointment as independent directors and confirm that they are independent of the management.

## 11. BOARD MEETINGS

Thirteen Board Meetings were held during the Current Financial year on 4th April 2018, 16th April 2018, 18th April 2018, 29th May 2018, 18th June 2018, 27th July 2018, 14th August 2018, 14th November 2018, 17th December 2018, 1st January 2019, 14th February 2019, 19th February 2019 and 7th March 2019 and the gap between two meetings were not more than 120 days.

S.No	Name of Director	No. of Meetings	
		Entitled to attend	Attended
1	Ms. Bhavika M Jain	13	13
2	Ms. Rekha M Jain	13	13
3	Ms. Khushbu Mohan Kumar Jain	13	13
4	Mr. Bharat Kumar Dughar	13	13
5	Mr. Velu	13	13
6	Mr. Naresh Mahendra Kumar Jain*	12	12

\*Resigned with effect from 7th March 2019

## 12. COMMITTEES OF THE BOARD

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



**a) Audit Committee**

The Committee as on 31st March 2019 comprised of the following Directors as its Members:

Name of Member	Designation In Committee	Category
Mr. Bharat Kumar Dughar*	Chairman	NEID
Mr. Velu**	Member	NEID
Ms. Bhavika M Jain	Member	NED

\* Appointed as Chairman of the Committee with effect from 7th March 2019.

\*\* Appointed as a Member of the Committee with effect from 7th March 2019

Mr. Naresh Mahendra Kumar Jain (DIN: 08102162), had ceased to be the Chairman cum Member of the Committee pursuant to his resignation as an Independent Director of the Company with effect from 07.03.2019.

The terms of reference of the Audit Committee interalia include the recommendation for appointment, remuneration and terms of appointment of auditors of the company, examinations of the financial statement and the auditors' report thereon and other matters specified for audit committees under Section 177 of the Companies Act, 2013 and SEBI Listing Regulations, 2015.

The Committee met four times during the financial year on 29th May 2018, 14th August 2018, 14th November 2018 and 14th February 2019. The details of attendance in Committee meetings are as follows:

S. No	Name of Director	Designation In Committee	Category	No. of Meetings	
				Entitled to attend	Actually attended
1	Mr. Bharat Kumar Dughar*	Chairman	NEID	4	4
2	Ms. Bhavika M Jain	Member	NED	4	4
3	Mr. Naresh Mahendra Kumar Jain**	Chairman	NEID	4	4
4	Mr. Velu***	Member	NEID	0	0

\* Appointed as Chairman of the Committee with effect from 7th March 2019.

\*\* Resigned with effect from 7th March 2019.

\*\*\* Appointed as a Member of the Committee with effect from 7th March 2019.

**b) Nomination and Remuneration Committee**

The Committee as on 31st March 2019 comprised of the following Directors as its Members:

Name of Member	Designation In Committee	Category
Mr. Bharat Kumar Dughar*	Chairman	NEID
Mr. Velu**	Member	NEID
Ms. Bhavika M Jain	Member	NED

\* Appointed as Chairman of the Committee with effect from 7th March 2019.

\*\* Appointed as a Member of the Committee with effect from 7th March 2019

Mr. Naresh Mahendra Kumar Jain (DIN: 08102162), had ceased to be the Chairman cum Member of the Committee pursuant to his resignation as an Independent Director of the Company with effect from 07.03.2019.

The Committee met three times during the financial year on 4th April 2018, 18th June 2018 and 1st January 2019.

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

The details of attendance in Committee meetings are as follows:

S. No	Name of Director	Designation In Committee	Category	No. of Meetings	
				Entitled to attend	Actually attended
1	Mr. Bharat Kumar Dughar*	Chairman	NEID	3	3
2	Ms. Bhavika M Jain	Member	NED	3	3
3	Mr. Naresh Mahendra Kumar Jain**	Chairman	NEID	3	3
4	Mr. Velu***	Member	NEID	0	0

\* Appointed as Chairman of the Committee with effect from 7th March 2019.

\*\* Resigned with effect from 7th March 2019.

\*\*\* Appointed as a Member of the Committee with effect from 7th March 2019.

**c) Stakeholders Relationship Committee**

The Committee as on 31st March 2019 comprised of the following Directors as its Members:

Name of Member	Designation In Committee	Category
Mr. Bharat Kumar Dughar*	Chairman	NEID
Mr. Velu**	Member	NEID
Ms. Bhavika M Jain	Member	NED

\* Appointed as Chairman of the Committee with effect from 7th March 2019.

\*\* Appointed as a Member of the Committee with effect from 7th March 2019

Mr. Naresh Mahendra Kumar Jain (DIN: 08102162), had ceased to be the Chairman cum Member of the Committee pursuant to his resignation as an Independent Director of the Company with effect from 07.03.2019.

The Committee met twice during the financial year on 29th May 2018 and 14th February 2019. The details of attendance in Committee meetings are as follows:

S. No	Name of Director	Designation In Committee	Category	No. of Meetings	
				Entitled to attend	Actually attended
1	Mr. Bharat Kumar Dughar*	Chairman	NEID	2	2
2	Ms. Bhavika M Jain	Member	NED	2	2
3	Mr. Naresh Mahendra Kumar Jain**	Chairman	NEID	2	2
4	Mr. Velu***	Member	NEID	0	0

\* Appointed as Chairman of the Committee with effect from 7th March 2019.

\*\* Resigned with effect from 7th March 2019.

\*\*\* Appointed as a Member of the Committee with effect from 7th March 2019.

**13. VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

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

**14. BOARD EVALUATION**

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

**15. SEPERATE MEETING OF INDEPENDENT DIRECTORS**

As stipulated by the Code for Independent Directors under the Companies Act, 2013 a separate meeting of the Independent Directors of the Company was held to review the performance of the Board as a whole taking into account the views of the non-executive director. The independent Directors also reviewed the quality, content and timeliness of the flow of information between the Management and the Board and its committees, which is necessary to effectively and reasonably perform and discharge their duties.

**16. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

None of the employees draws remuneration of Rs. 8,50,000/- or above per month and Rs.1,02,00,000/- or above per year. Hence, details of the employees of the Company as required pursuant to 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not furnished.

Having regard to the provisions of Section 136(1) read with its relevant proviso of the Companies Act, 2013, the disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, is appended as Annexure III to this report and is available for inspection at the registered office of the company during working hours. Any member interested in obtaining such information may write to the Company and the same will be furnished without any fee and free of cost.

**17. AUDITORS****a) STATUTORY AUDITORS**

M/s. Kalyanasundaram & Co, Chartered Accountants (FRN: 0001676S), were appointed as Statutory Auditors of the Company in the 32nd Annual General Meeting of the Company held on 23rd December 2017 until the conclusion of 37th Annual General Meeting. Pursuant to notification of the Companies