

TWENTY FIFTH ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH 2010



BOARD OF DIRECTORS

SRI. R RAMAKRISHNAN

SRI. S E S MANI

SRI. S RAMAKRISHNAN

SENIOR MANAGER
FINANCE & SECRETARY

SRI. R KRISHNAN

BANKERS

The Karur Vysya Bank Ltd.
United Bank of India
State Bank of Mysore

AUDITORS

M/S. SUNDARAM & SRINIVASAN
Chartered Accountants
23, C P Ramaswamy Road,
Chennai - 600 018.

REGISTERED OFFICE

III Floor
Auras Corporate Center
98-A, Dr. Radhakrishnan Salai,
Mylapore, Chennai - 600 004
Tel : 044 - 2847 8605
email: upasana_shares@yahoo.com

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the TWENTY FIFTH ANNUAL GENERAL MEETING of the Shareholders of the Company will be held at the Music Academy Kasturi Srinivasan Hall (Mini Hall), New No. 168 (Old No. 306), TTK Road, Chennai 600 014 on Tuesday the 28th September 2010 at 02.00 P M to transact the following business:

Ordinary Business

1. To consider and, if thought fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:
"RESOLVED that the Audited Balance Sheet as at 31st March 2010, the Profit and Loss Account for the year ended 31st March 2010 and the Reports of the Directors and the Auditors of the Company, be and are hereby approved and adopted."
2. To consider and, if thought fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:
"RESOLVED that Sri S Ramakrishnan, who retires by rotation and being eligible for re-appointment, be and is hereby re appointed as a Director of the Company."
3. To consider and, if thought fit, to pass, with or without modification the following Resolution as an Ordinary Resolution:
"RESOLVED that M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, Auditors of the Company, (Registration No. 004207S with the Institute of Chartered Accountants of India) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the Audit."

Special Business

4. To consider and, if thought fit, to pass, with or without modification the following Resolution as a Special Resolution:
"RESOLVED that pursuant to Section 163 and other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as 'Act') approval be and is hereby accorded to shift and keep the Registers and Index of Members of the Company with effect from 1st October 2010 at the Office of the Registrar & Share Transfer Agents, viz. Integrated Enterprises (India) Limited, II Floor, Kences Towers, No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 or to such other place with in Chennai as Integrated Enterprises (India) Limited, Registrar & Share Transfer Agents, may shift the office premises, from time to time."
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 Section 372A and other applicable provisions, if any, of the Companies Act, 1956 and subject to such approvals, consents, sanctions and permissions of appropriate authorities as may be necessary, the Board of Directors of the Company be and are hereby authorised to invest, by way of subscription, purchase, acquisition or otherwise, from time to time, in the units of mutual funds registered with the Securities and Exchange Board of India (SEBI), such amounts as may be decided from time to time, provided that the aggregate amount of investments in mutual funds, so made and exists at any point of time, in aggregate, shall not exceed a sum of Rs.1500 lakhs (Rupees One Thousand Five Hundred Lakhs only) notwithstanding that the aggregate of investments and loans made and that may be made by the Company from time to time, together with the aforesaid investments, may exceed the limits prescribed under Section 372A of the Companies Act, 1956.

RESOLVED FURTHER that for the purposes of giving effect to the above, the Board of Directors of the Company be and is hereby authorized to determine the actual sum to be invested from time to time and also authorized to take all such actions and give all such directions on all matters arising out of or incidental thereto to the proposed investments (including delegating the power to any committee of directors / director / officers of the Company) and to do all such acts, deeds and things and to execute all such deeds, documents and writings as may be deemed, expedient, desirable and necessary in this regard"

By Order of the Board

Chennai
11th August, 2010

R KRISHNAN
Senior Manager - Finance & Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO AT END AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. The instrument appointing proxy should be deposited at the Office of the Company's Share Transfer Agents viz. Integrated Enterprises (India) Limited, II Floor, Kences Towers No. 1. Ramakrishna Street, North Usman Road, T. Nagar, Chennai 600 017 at least 48 hours before the commencement of the meeting.
3. The Explanatory Statement pursuant to section 173(2) of the Companies Act 1956 in respect of items under Special Business is annexed.
4. Members desiring any information as regards accounts are requested to write to the Company at least seven days before the meeting so as to enable the Management to keep the information ready

5. 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) Nomination in Form 2B, in duplicate as provided under Section 109A of the Companies Act, 1956, in case they have not been sent earlier
 - c) 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.
6. Please bring the Attendance Slip duly filled in and hand it over at the entrance of the meeting hall
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September 2010 to 28th September 2010 (both days inclusive)
8. The equity shares of the Company are listed with the following Stock Exchanges:

Madras Stock Exchange Limited	The Bombay Stock Exchange Limited,
Exchange Building	Phiroze Jeejeebhoy Towers
11 Second Line Beach	Dalal Street
Chennai 600 001	Mumbai 400 001.

 The listing Fees for the year 2010-2011 has been paid to the above Stock Exchanges
9. At this Annual General Meeting Sri S Ramakrishnan, Director, retires by rotation and being eligible, offers himself for re-appointment.

The particulars of Sri S Ramakrishnan, Director as required to be furnished under the Listing Agreement are provided hereunder.

Sri S Ramakrishnan, aged 65 years is an Automobile Engineering Graduate from Madras Institute of Technology, Madras and a Post-Graduate Diploma from Indian Institute of Management, Ahmedabad IIM(A). He has 41 years experience in various capacities in the field of Engineering, Treasury and Finance. Sri S Ramakrishnan is a Director in Lakshminarayana Ancillaries Limited, Chennai, UFL Properties Private Limited, Chennai, GAEA Technologies India Private Limited, Chennai and GAEA Technologies Consulting India Private Limited, Chennai. He is not a member of any committee in the above Companies. As on date, he holds 200 equity shares jointly with his wife.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No.4

The Company has appointed Integrated Enterprises (India) Limited, II Floor, Kences Towers, No. 1 Ramakrishna Street, North Usman Road T Nagar, Chennai 600 017, as the Registrar and Share Transfer Agent of (RTA) with effect from 17th February 2010, to take care of all the Investor related activities in respect of both physical and electronic holdings, in terms of the SEBI requirement. Integrated Enterprises (India) Limited, is a SEBI registered RTA, having adequate infrastructure and man - power to handle the work. To enable the RTA to carry on their day-to-day activities, it is proposed to shift and keep the Register and Index of Members at their office premises with effect from 1st October 2010.

Approval of the members by Special Resolution is sought in terms of Section 163 of the Companies Act, 1956. An advance copy of the proposed Resolution is being delivered to the Registrar of Companies, Tamil Nadu, Chennai. The Board of Directors after careful consideration recommend the Special Resolution for adoption by the members. None of the Directors is concerned or interested in this Resolution.

Item No.5

The share holders have approved for investments in Mutual Funds upto a limit of Rs.500 lakhs in the 23rd Annual General Meeting of the Company held on 29th September 2008. The Company has so far invested Rs.265.91 lakhs in Mutual Funds. Further, the Company has invested an amount of Rs.115 lakhs as inter corporate deposit. The Company has also kept an amount of Rs.145 lakhs in Fixed Deposits with Schedule Commercial Banks. It is expected that the Company may generate more surplus funds during the year. Since the existing limits may not be adequate, the Board seeks authority for an increased limit, so that the amount of outstanding investments (net of repayments) from time to time, in various schemes of Mutual Funds registered with SEBI shall not exceed Rs.1500 lakhs as set out in the Resolution. As the proposed investments will exceed the limits prescribed under Section 372A of the Companies Act, 1956 the Company is required to obtain the approval of the members by way of a Special Resolution and accordingly the Board of Directors commend the Special Resolution for adoption by the members. None of the Directors of the Company is concerned or interested in the above Resolution.

DIRECTORS' REPORT TO THE SHARE HOLDERS

The Directors present you with the Twenty Fifth Annual report together with the Audited Accounts for the year ended 31st March 2010.

<u>1. FINANCIAL RESULTS</u>	2009-2010	Rs. In Lakhs 2008-2009
Income from Operations	61.90	91.40
Other Income	47.66	33.72
Profit/(Loss) before Interest & Depreciation	109.56	125.12
Less: Interest	Nil	0.55
Less: Depreciation	0.01	0.01
Profit before Tax	63.47	77.48
Less : Provision for Tax	12.76	26.43
Profit after Tax	50.71	51.05
Add: Balance brought forward	(624.43)	(665.38)
Amount available for appropriation	(573.72)	(614.32)
Less: Appropriations Transfer to Statutory Reserve	10.14	10.21
Tax relating to earlier years	Nil	(0.10)
Balance Carried Over	(583.86)	(624.43)

DIRECTORS' REPORT TO THE SHARE HOLDERS (Contd.)

2. DIVIDEND:

In view of the accumulated losses, the Directors are unable to recommend any dividend on equity shares for the year ended 31st March 2010.

3. TRADING IN EQUITY SHARES OF THE COMPANY

As the members are aware that the equity shares of the Company have been suspended from trading by the Bombay Stock Exchange Limited (BSE). At the request of the Company, BSE vide its letter dated 15th June 2010 has granted in principle approval for revocation of suspension in trading of Equity Shares of the Company subject to certain conditions. The Company has complied with the conditions and has vide its letter dated 20th July 2010 requested the BSE to revoke the suspension. The response from BSE is awaited.

4. DEMATERIALIZATION OF EQUITY SHARES

The Company's equity shares have been admitted into the Depository System of National Securities Depository Limited, Mumbai (NSDL) and Central Depository Services (India) Limited, Mumbai (CDSL). The ISIN code of the Company in the Depository system is INE819K01014. The shareholders can now dematerialise their equity shares for trading.

5. CAPITAL REDUCTION

Members had approved a scheme of Capital Reduction at the 23rd Annual General Meeting held on 29th September 2008. The scheme was subject to approval from the Reserve Bank of India (RBI) for adjusting the Statutory Reserve. The RBI vide its letter dated 3rd March 2010 has rejected the proposal to adjust the Statutory Reserve against accumulated losses. In view of the above, the Capital Reduction scheme as approved by the members was not implemented.

6. APPOINTMENT OF SHARE TRANSFER AGENT (COMMON AGENCY)

The Company has appointed Intergrated Eneterprises India Limited, II Floor, Kences Towers, No. 1, Ramakrishna Street, North Usman Road, T Nagar Chennai 600 017 as Share transfer agents to take care of all the work related to investor related activities in terms of both physical and electronic holdings.

7. MANAGEMENT DISCUSSION AND ANALYSIS

Classification by RBI

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

Business Review

The Company continues to concentrate upon recovery of overdue receivables. Even while pursuing the legal route, the Company attempts negotiations with customers for early recovery of debts. During the year, the Company has collected an amount of Rs. 61.90 lakhs during the year.

Future Outlook

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

8. DEPOSITS

There are no unclaimed deposits. There are no matured deposits claimed by the depositors, but not paid by the company.

9. DIRECTORS

Sri S Ramakrishnan, Director, retires from the Board by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

10. AUDITORS

M/s Sundaram and Srinivasan, Chartered Accountants, Chennai, retire at the ensuing Twenty Fifth Annual General Meeting and are eligible for re-appointment.

11. CORPORATE GOVERNANCE

Pursuant to Clause 49 of the listing agreement with the stock exchanges, a separate report on Corporate Governance together with a certificate from the Company's Auditors confirming the compliance of conditions of Corporate Governance is attached to this report.

12. INFORMATION AS PER SECTION 217(1)(e) OF THE COMPANIES ACT 1956

The Company is a Non-Banking Finance Company and is not engaged in manufacturing activity of any kind. The disclosure of information regarding conservation of energy and technology absorption are therefore not applicable to the company. There was no foreign exchange earning or outgo for the company during the year.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors confirm that:

- a) in the preparation of annual accounts, the applicable accounting standards have been followed with proper explanation relating to material departures.
- b) appropriate accounting policies have been selected and applied consistently, and judgments and estimates that have been made 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 financial year and of the profit of the company for that year.
- c) proper and sufficient care have been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- d) the annual accounts have been prepared on a going concern basis.

DIRECTORS' REPORT TO THE SHARE HOLDERS (Contd.)

14. PERSONNEL:

None of the employees of the Company are in receipt of remuneration in excess of limits prescribed under Section 217(2A) of the Companies Act, 1956.

15. GENERAL:

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

CHENNAI
11th August 2010

R RAMAKRISHNAN
DIRECTOR

S RAMAKRISHNAN
DIRECTOR

SUNDARAM & SRINIVASAN
Chartered Accountants

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

CERTIFICATE

To the members of Upasana Finance Limited, Chennai 600 004

We have examined the Compliance of the conditions of Corporate Governance by Upasana Finance Limited, Chennai ("The Company") for the year ended 31st March 2010, as stipulated in Clause 49 of the Listing Agreements of the said Company with Stock Exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreements

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SUNDARAM & SRINIVASAN
Regd. No. 004207S
CHARTERED ACCOUNTANTS

Chennai
Date: 11th August 2010

P MENAKSHISUNDARAM
PARTNER
Membership No. 217914

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03-2010
(As required by Clause 49 of the Listing Agreement with the Stock Exchanges)

1. Company's Philosophy on Code of Governance
The company believes in abiding by the Laws of the Land
2. Board of Directors
 - a. Composition and Category of Directors

The Board comprises of 3 Non-Executive Directors all of them are independent. All information as required under Annexure 1A to Clause 49 is being made available to the Board.

There is no pecuniary relationship / transaction with any of the Directors other than reported elsewhere.

- b. Attendance of each Director at the Meetings of the Board of Directors and the last Annual General Meeting.

During the financial year 2009-2010 the Board met 5 times on 29th April 2009, 28th July 2009, 12th August 2009, 29th October 2009 and 29th January 2010. The following table gives details pertaining to attendance of Directors at the board meetings and at the last annual general meeting and number of companies and committees where they are Director/Member:

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03-2010 (Contd.)

Name of the Director	Attendance		No. Of Directorships in public Limited companies (including this Company)	Committee memberships (including this Company)	
	Board	AGM		Chairman	Member
Sri R Ramakrishnan	5	Yes	2	3	1
Sri S Ramakrishnan	4	Yes	2	Nil	2
Sri S E S Mani	5	Yes	1	Nil	2

c. Code of Conduct

The Board of Directors of the Company have laid down a Code of Conduct applicable for all the Board Members and the Senior Management of the Company. This Code of Conduct is given in the Annual Report. Further, all Board Members and the Senior Management of the Company have affirmed their adherence to the Code. A declaration signed by Sri S Ramakrishnan, Director to this effect is enclosed at the end of this Report.

3. Audit Committee

The Audit Committee of the Board comprises of three Directors with all of them being independent viz. Sri R Ramakrishnan, Sri S E S Mani and Sri S Ramakrishnan with Sri R Ramakrishnan as its Chairman.

Meetings and attendance during the year

Five Meetings of the Audit Committee were held during the year on 29th April 2009, 28th July 2009, 12th August 2009, 29th October 2009 and 29th January 2010.

Name of the Director	No. of meetings attended
R Ramakrishnan	5
S Ramakrishnan	4
S E S Mani	5

The Chairman of the Audit Committee was present at the Annual General Meeting held on 29th September 2009. Sri R Krishnan, Senior-Manager Finance and Secretary, acts as Secretary of the Audit Committee

Brief Description and terms of reference:

The Terms of Reference of Audit Committee cover the matters specified for Audit Committees under clause 49 of the Listing Agreements as well as in Section 292 of the Companies Act, 1956. The role of Audit Committee is as prescribed under clause 49(II)(D) of the Listing Agreement.

4. Remuneration / Compensation Committee

The Company has not set up a Remuneration Committee. The Directors have waived even the sitting fees and do not receive any remuneration.

5. Investor/ Shareholder Grievance Committee

The Share Transfer and Investor/Shareholder Grievance Committee of the Board comprises of Sri R Ramakrishnan, Chairman, Sri S E S Mani and Sri S Ramakrishnan, as members. The Committee deals inter alia with redressal of Investors/ shareholders complaints. Sri R Krishnan, Senior Manager Finance and Secretary of the Company is the Compliance Officer of the Company. During the year, 22 queries/complaints were received from shareholders / investors and other agencies, all of which have been resolved. The Company has no transfer application pending for registration as on 31st March 2010.

6. General Meetings

Details of the location, date and time of the last three Annual General Meetings (AGM) and the details of the resolutions passed or to be passed by Postal Ballot:

Year	Location	Date	Time
2008-2009	The Music Academy (Mini Hall), Chennai	29/09/2009	02.45 P.M.
2007-2008	The Music Academy (Mini Hall), Chennai	29/09/2008	10.00 A.M.
2006-2007	The Music Academy (Mini Hall), Chennai	26/09/2007	10.00 A.M.

All the resolutions set out in the respective notices were passed by the shareholders. No Postal Ballots were required to be used for voting at these meetings

Brief background, Functional experience of the Director seeking appointment / re-appointment is provided in the Notice calling for the Annual General Meeting.

7. Disclosure

Transactions where Directors may have pecuniary interest

All details relating to financial and commercial transactions where Directors may have pecuniary interest are provided to the Board, and the interested Directors neither participate in the discussion, nor do they vote on such matter. In matters other than those involving pecuniary interest, the Directors are considered to be interested to the extent of their shareholding in the Company and the following is the status of their shareholding as on 31st March 2010.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03-2010 (Contd.)

Name of the Director	Number of Equity Shares	% of Holding
R Ramakrishnan	-	-
S Ramakrishnan	200	0.0046
S E S Mani	800	0.0187

Materially significant related party transactions during the year ended 31st March 2010

There are no materially significant related party transactions made by the company with its Promoters, Directors, their subsidiaries, relatives etc. that may have potential conflict with the interests of the Company at large. The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly and approval obtained.

Accounting Treatment

The Company follows Accounting Standards prescribed, by the Central Government in consultation with National Advisory Committee on Accounting Standards, under the Companies (Accounting Standards) Rules, 2006 and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standard.

Details of non-compliance by the Company, penalties, and strictures imposed on the Company by the Stock Exchange or SEBI or any authority on any matter related to capital markets during the last three years.

During the year ended 31st March 2005, a letter was received from The Bombay Stock Exchange Limited with regard to non-compliance of the Listing Agreement and suspension of trading of our securities in the Bombay Stock Exchange Limited. The Company has suitably replied the letter to revoke the suspension of the trading of the securities in the Bombay Stock Exchange Limited. The Bombay Stock Exchange Limited has informed the company that they will not be able to consider the Company's request for revocation of suspension till the time the Company wipes out its accumulated losses and signs with both depositories. The Company proposed to utilize the Share Premium account, Capital Redemption Reserve account, Capital Reserve Account and Statutory Reserve account to set off the accumulated losses as of 31/03/2008. The proposal was approved by the Members in the Twenty Third Annual General Meeting held on 29th September 2008. The Madras Stock Exchange and The Bombay Stock Exchange Limited, where the shares are listed have given their no objection for the proposal. The Reserve Bank of India, Chennai 600 001 vide its letter dated 3rd March 2010 had rejected the proposal of the Company for utilizing the Statutory Reserve account to set off the accumulated losses. In view of the above the Capital Reduction scheme was not implemented.

However, at the request of the Company, the Bombay Stock Exchange Limited (BSE) vide its letter dated 15th June 2010 has granted in principle approval for revocation of suspension in trading of Equity Shares of the Company subject to certain conditions. The Company has complied with the conditions and has vide its letter dated 20th July 2010 requested the BSE to revoke the suspension. The response from BSE is awaited.

8. Means of Communication

The Company mails the Annual Report every year, individually to all the shareholders. The Management Discussion and Analysis Report forms a part of this Annual Report.

The quarterly, half yearly and annual results are published in Trinity Mirror (English) and Makkal Kural (Tamil). These are not sent individually to the Shareholders

9. General Shareholder Information

1	Annual General Meeting Date and Time and Venue	28th September 2010, 02.00 P M. The Music Academy Kasturi Srinivasan Hall (Mini Hall) New No. 168 (Old No. 306), TTK Road, Chennai 600 014.
2	Financial Calendar 2010-2011 First Quarter Results Half-Yearly Results Third Quarter Results Annual Results for the year ending 31st March 2011	On or before 14.08.2010 On or before 14.11.2010 On or before 14.02.2011 On or before 14.05.2011
3	Book Closure date	20/09/2010 to 28/09/2010
4	Listing of Equity Shares on Stock Exchanges	Madras and Bombay Stock Exchanges The Company has paid the listing fees to the Stock Exchanges.
5	Registrar and Transfer Agents	All the share related work were done in house till 16th February 2010. Integrated Enterprises (India) Limited, Kences Towers, II Floor No. 1 Rmakrishna Street, North Usman Road, T Nagar, Chennai 600 017 are acting as common agency for all investor servicing activities relating to both electronic and physical segment effective 17th February 2010.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03-2010 (Contd.)

6	Stock Code	Madras Stock Exchange - UPASANFIN Bombay Stock Exchange - 511764
7	Share Transfer System Listing of Equity Shares on Stock Exchanges	All the transfer of shares in physical form are processed and approved by the Share Transfer and Shareholder / Investor Grievance Committee Share Transfers / Remat requests are processed within a period of 30 days from the date of receipt. Demat requests are processed with in a period of 10 days from the date of receipt. In compliance with the Listing / SEBI Guidelines, a practising Company Secretary carried out Secretarial Audit on "Dematerialised Equity Shares and Equity Shares in physical form" every quarter and the necessary Reports are filed with the Stock Exchanges. The Equity Shares in Dematerialised form and Physical form tally with the issued/paid-up and issued capital of the Company. A practising Company Secretary carries out a Due Diligence survey, pertaining to share transfers every six months and necessary certificates to that effect are issued and the same are filed with the Stock Exchanges.
8	Pattern of Shareholding as on 31st March 2010	Data in statement form Enclosed
9	Distribution of Shareholding as on 31st March 2010	Data in statement form Enclosed
10	Share Performance/ Share Price Data High/Low	The trading in Equity Shares of the Company is suspended by the Bombay Stock Exchange.
11	Dematerialisation of Shares Details of public funding obtained in the last three years Outstanding GDRs/ADRs/Warrants or any convertible instruments Registrar and Share Transfer Agent of the Company	Shares of the Company can be held in electronic form. 600 equity shares is held in dematerialized form with NSDL and CDSL as on 31st March 2010. No capital has been raised in the last three years. Not issued Integrated Enterprises (India) Limited, Kences Towers, II Floor No. 1 Ramakrishna Street, North Usman Road, T Nagar, Chennai 600 017 Telephone 044 28140801 803 Fax : 044-28142479, 2814 3378 E-mail corpserv@iepindia.com
12	Address for communication	III Floor, Auras Corporate Centre, No.98 A, Dr Radhakrishnan Salai, Mylapore, Chennai 600 004. Phone : 044- 28478605
13	Compliance Officer	Sri R Krishnan Senior Manager Finance & Secretary III Floor, Auras Corporate Centre, No.98 A, Dr Radhakrishnan Salai, Mylapore, Chennai 600 004. Phone: 044-28478605
14	Exclusive E-mail id for redressal of investor complaints	In terms of Clause 47(f) of the Listing Agreement, investors may use the E-mail id: upasana_shares@yahoo.com for redressal of complaints.
15	Website	No Website is available

10. NON - MANDATORY REQUIREMENTS

1) The Board

All the Independent Directors contribute effectively to the business carried on by the Company. In the opinion of the Board, it is not necessary to limit the aggregate tenure of each of the Directors.

2) Remuneration Committee

No Director receives any remuneration from the Company. The Directors have waived even the sitting fees.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03-2010 (Contd.)

3) Shareholder Rights

The quarterly/half-yearly/annual results, after they are taken on record by the Board of Directors, are forthwith sent to the Stock Exchanges with whom the Company has listing arrangements. The results, in prescribed format are published in The Trinity Mirror (English) and Makkal Kural (Tamil) Newspapers.

4) Audit Qualification

There is no Audit Qualification by the Statutory Auditors.

5) Training of Board Members/Mechanism for evaluating non-executive Board Members

All the Non-Executive Directors are having rich experience and expertise in functional areas like finance and banking. All of them actively take part in the deliberations at the Board Meetings and contribute effectively to the business. In the opinion of the Board neither training of Board Members nor any evaluation is required.

6) Whistle Blower Policy

The Company has a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of business conduct and ethics. However, a policy framework will be established at the appropriate time.

11. Auditor's Certificate on Corporate Governance

As required by Clause 49 of the listing agreement, the Auditor's Certificate is given as an annexure to the Director's Report.

Distribution of Shareholding as on 31st March 2010

Number of Shares	Shareholders		Shareholders	
	Nos.	%	Nos.	%
Up to 100	4,725	84.61	4,72,500	11.05
101 250	366	6.55	73,200	1.71
251 500	308	5.51	1,13,100	2.64
501 1000	124	2.22	96,100	2.25
100 5000	47	0.84	92,900	2.17
5001 10000	5	0.09	37,500	0.88
1001 and above	10	0.18	33,92,700	79.30
Total	5,585	100.00	42,78,000	100.00

Categories/Pattern of Shareholding as on 31st March 2010

Category	Shares	%Holding
Promoters	30,00,200	70.13
Directors	400	0.01
Financial	3,07,200	7.18
Private Corporates	25,500	0.60
Non - Resident Indians	71,800	1.68
Resident Individuals	8,72,900	20.40
Total	42,78,000	100.00

11th August 2010

To

The members of Upasana Finance Limited

DECLARATION TO THE MEMBERS PURSUANT TO CLAUSE 49(I) (D) (ii) OF THE LISTING AGREEMENT

I, S Ramakrishnan, Director, hereby declare that all Board members and senior management personnel have affirmed with the Code of Business Conduct and Ethics formulated by the Company for the financial year ended 31st March 2010.

S Ramakrishnan
Director

CODE OF BUSINESS CONDUCT AND ETHICS

PHILOSOPHY ON CODE OF GOVERNANCE

Upasana Finance Limited (UFL), in line with TVS philosophy, truly believes in independence, responsibility, transparency, professionalism, accountability and code of ethics, which are the basic tenets of corporate governance. UFL always believes to achieve optimum performance at all levels in adopting and adhering to best corporate governance practices. UFL has always focused on corporate governance as a means to maximize long-term stakeholders value through disciplined and sustained growth and value creation.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31-03-2010 (Contd.)

CODE

This Code of Business Conduct and Ethics helps to ensure compliance with legal requirements and standards of business conduct. The Board of Directors (the Board') has adopted a Code of Business Conduct and Ethics (the Code') for all Board members and Senior Management personnel viz. all members of management one level below executive directors, including all functional heads. Company Secretary is the Compliance Officer for the purposes of the Code.

HONESTY & INTEGRITY

All Board members and Senior Management personnel shall conduct their activities, on behalf of UFL and on their personal behalf, with honesty, integrity and fairness; act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated; act in the best interests of UFL and UFL shareholders and fulfill the fiduciary obligations; and not engage in any conduct likely to bring discredit upon UFL

CONFLICT OF INTEREST

All Board members and Senior Management personnel shall not engage in any business, relationship or activity, which may be in conflict with interest of UFL or the group companies

CORPORATE OPPORTUNITIES

All Board members and Senior Management personnel shall not exploit for their own personal gain, opportunities that are discovered through the use of UFL property, information or position unless the opportunity is disclosed fully in writing to the Board and the Board declines to pursue such opportunity.

CONFIDENTIAL INFORMATION

All Board members and senior Management personnel shall maintain confidentiality of information (price sensitive or otherwise) they receive while being in office of UFL and ensure always information security policy of UFL.

CONFIDENTIAL INFORMATION OF OTHERS

UFL is required to abide by the terms of the relevant non-disclosure agreement and limit its use to the specific purposes for which it was disclosed and to disseminate it only to others with a need to know the information. All Board members and Senior Management personnel shall not attempt to obtain any competitor's confidential information by improper means.

PROTECTION OF ASSETS

All Board members and Senior Management personnel must protect UFL's assets and shall not use the same for personal benefit, unless approved by the Board.

REGULATIONS

All Board members and Senior Management personnel shall comply with all applicable laws, rules, regulations and guidelines, including obligations under Take-over and Insider Trading Regulations and shall report actual non-compliances, if any, of law, this Code, or other UFL policies or procedures to the Board

WAIVERS

Any waiver of this Code may be made only by the Board and will be promptly disclosed, having regard to the business practices, or the legal and regulatory framework applicable, the Board will review, revise or update the Code, as it deems appropriate.

AFFIRM COMPLIANCE

All Board members and Senior Management personnel shall affirm compliance with the Code on an annual basis.

SUNDARAM & SRINIVASAN
Chartered Accountants

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

AUDITORS' REPORT TO THE MEMBERS OF UPASANA FINANCE LIMITED, CHENNAI 600 004 FOR THE YEAR ENDED 31ST MARCH, 2010

1. We have audited the attached Balance Sheet of M/s. Upasana Finance Limited, Chennai 600 004 as at 31st March, 2010, the Profit and Loss Account and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit
2. We have conducted the audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, (the Act) we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order to the extent applicable.

AUDITORS' REPORT TO THE MEMBERS OF UPASANA FINANCE LIMITED, CHENNAI 600 004 FOR THE YEAR ENDED 31ST MARCH, 2010 (Contd.)

4. Further to our comments in the Annexure referred to in paragraph 3 above, we state that:
- i) We have obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - ii) In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
 - iii) The Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - iv) In our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in Sub Section (3C) of Section 211 of the Act.
 - v) On the basis of written representations received from directors of the company, as on 31st March 2010 and taken on record by the Board of Directors, we report that no director is disqualified from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act as on the said date;
 - vi) In our opinion and to the best of our information and according to the explanations given to us, the said Accounts read together with the statement on Significant Accounting Policies and other notes thereon give the information required by the Act, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010;
 - b) in the case of the Profit & Loss Account, of the profit for the year ended on that date; and
 - c) in the case of the Cash Flow Statement, of the cash flow for the year ended on that date.

For SUNDARAM & SRINIVASAN
Regd. No. 004207S
CHARTERED ACCOUNTANTS

P MENAKSHISUNDARAM
PARTNER
Membership No.217914

Chennai
Date:11th August 2010

ANNEXURE REFERRED TO IN PARA 3 OF OUR REPORT OF EVEN DATE

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.
(b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
(c) The Company did not dispose of any asset during the year under review.
2. Being a Non-banking Finance Company the matters in connection with verification, reporting and other related matters on inventory are not applicable.
3. (a) During the year the company has not availed loans from any company, firm, body corporate or individual mentioned in the Register maintained under Section 301 of the Act.
(b) The Company has not granted any secured or unsecured loan, to companies, firms or other parties listed in the Register maintained under Section 301 of the Act.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit no major weakness has been noticed in the internal control procedures.
5. In our opinion and according to the information and explanations given to us, there are no transactions that need to be entered into the Register maintained under Section 301 of the Act.
6. The Company has not accepted any deposit from the public during the year.
7. The Company has no internal audit system. However, we are of the opinion that the existing internal control procedures and internal checks are sufficient considering the nature of business and size of the Company.
8. Being a Non-banking Finance Company the requirement as to maintenance of cost records as prescribed by the Central Government under Section 209(1)(d) of the Act is not applicable to the Company.

ANNEXURE REFERRED TO IN PARA 3 OF OUR REPORT OF EVEN DATE (Contd.)

9. (a) According to the records provided to us, the Company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Investor Education and Protection Fund, Income Tax, Sales Tax and other applicable statutory dues with the appropriate authorities.
 - (b) According to information and explanations given to us, no undisputed amount payable in respect of Income tax, Service Tax and Sales tax were in arrears, as at 31st March 2010 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no disputed income-tax, wealth tax, sales tax, customs duty, excise duty, services tax and cess that was not paid to the concerned authorities.
10. The Company has accumulated loss at the end of financial year. However, the Company has not incurred any cash loss during the year and in the immediately preceding year.
 11. Based on our verification and according to the information and explanations furnished by the management, the Company has not taken any loans from financial institutions, bank or issued any debentures. Hence the question of default on repayment of dues does not arise.
 12. Based on our examination and according to the information and explanations furnished to us the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. The Company is not a chit fund/nidhi/mutual benefit fund/society. Therefore the provisions of clause 4(xiii) of the Companies (Auditor's Report) order, 2003 are not applicable to the Company.
 14. The Company is not dealing or trading in shares, securities, debentures and other investments other than investments in mutual fund in respect of which, the Company is maintaining adequate and proper records.
 15. According to the information and explanations furnished to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
 16. The Company has not raised any term loans during the year under review.
 17. According to the information and explanations furnished to us and on overall examination of the balance sheet of the company we report that the Company has not availed any long-term or short-term loan.
 18. The Company has not allotted any shares on preferential basis to parties and companies covered in the register maintained under section 301 of the Act.
 19. During the year, the Company has not issued any secured debentures.
 20. The Company has not raised any money through public issue during the year.
 21. During the course of examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us we have neither come across any instance of fraud on or by the Company noticed or reported during the year nor have we been informed of such case by the management.

For SUNDARAM & SRINIVASAN
Regd. No. 004207S
CHARTERED ACCOUNTANTS

Chennai
Date: 11th August 2010

P MENAKSHISUNDARAM
PARTNER
Membership No. 217914

BALANCE SHEET AS ON 31ST MARCH 2010

Particulars	Schedule	As on 31.03.2010		As on 31.03.2009	
		Rs	Rs	Rs	Rs
I SOURCES OF FUNDS :					
1) Shareholders' Funds:					
a) Capital	I		4,27,80,000		4,27,80,000
b) Reserves & Surplus	II		7,08,43,450		6,98,29,304
TOTAL			11,36,23,450		11,26,09,304
II APPLICATION OF FUNDS :					
1) Fixed Assets :					
a) Gross Block	III	1,22,291		1,22,291	
b) Less : Depreciation		1,20,243		1,19,528	
Net Block			2,048		2,763
2) Investments	IV		2,65,91,231		2,26,03,285
3) Current Assets, Loans & Advances :					
a) Cash & Bank Balances	V	1,47,33,073		1,57,72,705	
b) Loans & Advances	VI	1,53,66,627		1,40,26,178	
		3,00,99,700		2,97,98,883	
Less Current Liabilities & Provisions	VII	14,55,610		22,38,295	
Net Current Assets			2,86,44,090		2,75,60,588
4) Profit & Loss Account	VIII		5,83,86,081		6,24,42,668
TOTAL			11,36,23,450		11,26,09,304
Notes on Accounts	XII				

R RAMAKRISHNAN
Director

S RAMAKRISHNAN
Director

As per our report annexed
for SUNDARAM & SRINIVASAN
Regd. No. 004207S
Chartered Accountants

Chennai
11th August, 2010

R KRISHNAN
Secretary

P MENAKSHISUNDARAM
Partner
Membership No. 217914

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2010

Particulars	Schedule	Year Ended 31.03.2010	Year Ended 31.03.2009
INCOME :		Rs.	Rs.
Income from financial and business operations (net)		61,90,012	91,40,491
Other Income	IX	47,65,485	33,71,978
		1,09,55,497	1,25,12,469
EXPENDITURE :			
Salaries, Wages, Administrative and other Expenses	X	46,08,038	47,08,377
Interest	XI	-	54,889
Depreciation		715	965
		46,08,753	47,64,231
Profit before Tax		63,46,744	77,48,238
Less :			
Provision for Taxation		12,76,011	25,98,520
Provision For Fringe Benefit Tax		-	43,938
		12,76,011	26,42,458
Profit after tax for the year		50,70,733	51,05,780
		63,46,744	77,48,238
APPROPRIATION :			
Profit after Tax		50,70,733	51,05,780
Less :			
Transfer to Statutory Reserve as per section 45 IC of Reserve Bank of India Act, 1934		10,14,146	10,21,156
		40,56,587	40,84,624
Less :			
Tax relating to earlier years			(9, 872)
		40,56,587	40,94,496
Less:			
Brought Forward Losses of earlier Years		6,24,42,668	6,65,37,164
		5,83,86,081	6,24,42,668
Loss Carried Over			
Earnings per equity Share		42,78,000	42,78,000
Number of shares (Face Value of Rs.10/- per Share)			
Basic and diluted earnings per share (in Rupees)		1.19	1.20

R RAMAKRISHNAN
Director

S RAMAKRISHNAN
Director

As per our report annexed
for SUNDARAM & SRINIVASAN
Regd. No. 004207S
Chartered Accountants

Chennai
11th August, 2010

R KRISHNAN
Secretary

P MENAKSHISUNDARAM
Partner
Membership No. 217914

CASH FLOW STATEMENT PURSUANT TO CLAUSE 32 OF THE LISTING AGREEMENT

Particulars	Year Ended 31.03.2010	Year Ended 31.03.2009
	Rs.	Rs.
(A) CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit before tax and extraordinary items	63,46,744	77,48,238
Less:		
Interest Received	30,45,403	32,68,568
Dividend Received	6,87,945	1,03,285
Profit on Sale of Mutual Funds	10,32,085	-
	15,81,311	43,76,385
Add:		
Depreciation	715	965
Tax relating to earlier years	-	9,872
Operating Profit before working capital changes	15,82,026	43,87,222
Add: (Increase)/decrease in Loans & Advances	(13,40,449)	(60,20,844)
Less: (Increase)/decrease in Trade Payables & Provisions	3,41,535	38,812
Cash Generated from Operations	(99,958)	(16,72,434)
Less: Tax Paid	17,17,161	13,78,861
Net cash from Operating activities - (A)	(18,17,119)	(30,51,295)
(B) CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Investments	(1,19,87,946)	(1,46,03,285)
Sale of Investments	80,00,000	-
Interest Received	30,45,403	32,68,568
Dividend Received	6,87,945	1,03,285
Profit on Sale of Mutual Funds	10,32,085	-
Net Cash used in investing activities - " B "	7,77,487	(1,12,31,432)
(C) CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from Unsecured Loans	-	-
Net Cash used in financing activities - " C "	-	-
Net increase in Cash & Cash Equivalents -"A+B+C"	(10,39,632)	(1,42,82,727)
Cash and Cash Equivalents as at the beginning	1,57,72,705	3,00,55,432
Cash and Cash Equivalents as at the end	1,47,33,073	1,57,72,705
Notes : Cash and Cash Equivalents include		
a. Cash on hand	11,538	4,918
b. Balance with Scheduled Banks in :		
i) Current Accounts	2,21,535	2,61,210
ii) Fixed Deposit Account (Non lien)	1,45,00,000	1,55,00,000
iii) Fixed Deposit Account (On lien)	-	6,577
	1,47,33,073	1,57,72,705

R RAMAKRISHNAN
Director

S RAMAKRISHNAN
Director

Chennai
11th August, 2010

R KRISHNAN
Secretary

As per our report annexed
for SUNDARAM & SRINIVASAN
Regd. No. 004207S
Chartered Accountants

P MENAKSHISUNDARAM
Partner
Membership No. 217914

SCHEDULES

Particulars		As on 31.03.2010		As on 31.03.2009
I SHARE CAPITAL AUTHORISED : 50,00,000 Equity Shares of Rs 10/- each (Last year 50,00,000 Equity Shares of Rs. 10/- each) 5,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each. (Last Year 5,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each)	Rs.	Rs.	Rs.	Rs.
		5,00,00,000		5,00,00,000
		5,00,00,000		5,00,00,000
		10,00,00,000		10,00,00,000
ISSUED, SUBSCRIBED AND PAID-UP :				
42,78,000 Equity Shares of Rs 10/- each fully paid-up (Last year 42,78,000 Equity Shares of Rs. 10/- each fully paid-up) (Includes 22,50,000 (Last Year 22,50,000) Equity Shares allotted as fully paid by way of Bonus Shares by Capitalisation of Reserves)		4,27,80,000		4,27,80,000
		4,27,80,000		4,27,80,000
II RESERVES & SURPLUS:				
Statutory Reserve as per last Balance Sheet Add: Transfer from Profit & Loss Account during the year	2,96,32,358 10,14,146	3,06,46,504	2,86,11,202 10,21,156	2,96,32,358
Share Premium as per last Balance Sheet		2,98,00,948		2,98,00,948
Capital Reserve as per last Balance Sheet		3,95,998		3,95,998
Capital Redemption Reserve as per last Balance Sheet		1,00,00,000		1,00,00,000
Total		7,08,43,450		6,98,29,304

III - FIXED ASSETS

Particulars	Cost As on 01.04.2009	Additions during the year	Deletion during the year	Total Cost As on 31.03.2010	Depreciation		Depreciation Upto 31.03.2010	WDV AS ON 31.03.2010	WDV AS ON 31.03.2009
					Upto 31.03.2009	For 2009 - 2010			
	Rs.	Rs.	Rs.	Rs.	Rs	Rs	Rs.	Rs.	Rs.
Owned Vehicle	1,22,291			1,22,291	1,19,528	715	1,20,243	2,048	2,763
As on 31.03.2010	1,22,291	-	-	1,22,291	1,19,528	715	1,20,243	2,048	2,763
As on 31.03.2009	1,22,291	-	-	1,22,291	1,18,563	965	1,19,528	2,763	

Particulars	Year Ended 31.03.2010	Year Ended 31.03.2009
IV INVESTMENTS (AT COST)	Rs.	Rs.
4,50,000 (Last year 4,50,000) units of Rs. 10/- each in LIC-FMP Series 34	-	45,00,000
3,50,000 (Last year 3,50,000) units of Rs. 10/- each in Reliance Fixed Horizon Series 8	-	35,00,000
19,23,305.768 (Last year 14,56,239.422) units of Rs. 10/- each in Sundaram BNPParibas Ultra Short Term Fund	1,92,91,231	1,46,03,285
5,80,409.190 (Last year Nil) units of Rs. 10/- each in Reliance Regular Savings Fund - Debt Institutional Growth (Market Value Rs.2,66,80,234/- Last year Rs. 2,28,24,567/-)	73,00,000	-
	2,65,91,231	2,26,03,285

SCHEDULES (Contd.)

Particulars	Year ended 31.03.2010	Year ended 31.03.2009
	Rs.	Rs.
V CASH AND BANK BALANCES:		
a) Cash and Stamps on hand	11,538	4,918
b) Balance with Scheduled Banks in :		
i) Current Accounts	2,21,535	2,61,210
ii) Fixed Deposit Account (Non lien)	1,45,00,000	1,55,00,000
iii) Fixed Deposit Account (On lien)	-	6,577
	1,47,33,073	1,57,72,705
VI LOANS & ADVANCES : (Unsecured considered good)		
a) Loan to Companies	1,15,00,000	1,15,00,000
b) Advances recoverable in cash or in kind or for value to be received	18,77,416	18,77,416
c) Interest accrued on Deposits	19,89,211	6,48,762
	1,53,66,627	1,40,26,178
VII CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
a) Sundry Creditors	1,41,139	1,58,694
b) Investor Education and Protection Fund *		
i) Unclaimed Deposits *	-	3,000
ii) Interest accrued and due on Deposits *	-	3,577
* No amount is due and outstanding to be credited to the FUND		
	141,139	1,65,271
PROVISIONS		
i) for Gratuity	3,65,130	3,57,970
ii) for Leave Salary	89,240	87,385
iii) for Income Tax (Net of Advance Tax and Tax Deducted at Source)	8,60,101	16,27,669
	13,14,471	20,73,024
TOTAL CURRENT LIABILITIES & PROVISIONS	14,55,610	22,38,295
VIII PROFIT & LOSS ACCOUNT		
Balance as per last Balance Sheet	(6,24,42,668)	(6,65,37,164)
Profit for the Year	50,70,733	51,05,780
Tax relating to previous years	-	9,872
Transfer to Statutory Reserve	(10,14,146)	(10,21,156)
	(5,83,86,081)	(6,24,42,668)
IX OTHER INCOME		
1. Interest Receipts (Gross) (on deposit with banks and Income Tax Refund) (TDS Rs. 3,26,418/- Last Year Rs. 6,71,121/-)	30,45,403	32,68,568
2. Other Income (Commission, Brokerage etc.)	52	125
3. Dividend Income	6,87,945	1,03,285
4. Profit on sale of Mutual Funds	10,32,085	-
	47,65,485	33,71,978

SCHEDULES (Contd.)

Particulars		Year ended 31.03.2010		Year ended 31.03.2009
	Rs.	Rs.	Rs.	Rs.
X SALARIES, ADMINISTRATIVE & OTHER EXPENSES				
1) Salaries, Wages & Bonus		29,73,493		28,31,023
2) Contribution to Provident & Other Funds		3,74,282		4,29,094
3) Staff Welfare Expenses		75,618		80,351
4) Rent		2,56,267		2,36,355
5) Rates & Taxes		3,000		5,700
6) Advertisement & Business Promotion		63,720		64,916
7) Insurance		25,161		23,836
8) Audit Fees - Statutory Audit	11,030		11,030	
- Expenses Reimbursement	3,309		7,877	
- Other Capacity	-		11,236	
9) Traveling and Conveyance		14,339		30,143
10) Printing and Stationery		19,831		32,566
11) Bank Charges		32,863		49,109
12) Postage, Telegram & Telephone charges		2,079		2,052
13) Repairs & Maintenance - Others		91,172		96,146
14) Legal Expenses		2,32,358		2,13,446
15) Miscellaneous Expenses		2,89,304		4,55,979
		1,54,551		1,57,661
		46,08,038		47,08,377
XI INTEREST				
Interest Paid - Under Provisions of Income Tax / Interest Tax Act		-		54,889
		-		54,889

Particulars	Year ended 31.03.2010	Year ended 31.03.2009
	Rs.	Rs.
XII NOTES ON ACCOUNTS :		
I INCOME RECOGNITION AND SIGNIFICANT ACCOUNTING POLICIES:		
(a) The Company is following accrual basis of accounting for both income and expenses. Finance Charges earned and Lease Rental Income are net of writeoffs as per Reserve Bank of India Prudential Norms.		
(b) The Company recognises finance charges earned by evenly spreading it over the contract period.		
(c) In respect of overdues, prudential norms for income recognition and provisioning norms as prescribed by Reserve Bank of India for Non-Banking Finance Companies have been adhered to.		
(d) Provisioning in respect of employees gratuity and leave salary has been made as per actuarial valuation made at the end of each financial year		
(e) The Company is accounting fixed assets at original cost. No revaluation has been done.		
(f) Depreciation is provided as under : On Written Down value method at rates as prescribed in Schedule XIV to the Companies Act, 1956 in respect of Assets owned by the Company.		
II LIABILITIES DISPUTED AND NOT PROVIDED FOR		
(i) Income-tax	6,811	6,811
(ii) Employees State Insurance	73,226	73,226
III OTHERS		
a. Audit Fees include:		
1) As Auditors	11,030	11,030
2) Expenses Reimbursement	3,309	7,877
3) Others	-	11,236

SCHEDULES (Contd.)

Particulars	Year ended 31.03.2010	Year ended 31.03.2009
	Rs.	Rs.
b. Amount payable and outstanding to Micro, Small & Medium enterprises (SME) (as defined in The Micro, Small, & Medium enterprises (SME).The question of payment of interest or provision towards belated payments does not arise as the Company has not engaged any SME during the year.	Nil	Nil
c. Amount transferred to Investor Protection and Education Fund during the year. Deposits along with interest accrued thereon.	6,577	-
d. Provision for Income Tax is made as per the provisions of Income Tax Act, 1961.		
e. The Company has Deferred Tax Asset. However as a measure of Prudence no Deferred Tax Asset has been recognised during the year.		
f. Related party transactions:		
(i) Where Control exists: Nil		
(ii) Other Related Parties with whom transactions have been entered into during the Year		
a) Individuals owning directly/indirectly an interest in Voting Power		
i) Suresh Krishna ii) Usha Krishna iii) Preethi Krishna		
iv) Arathi Krishna v) Arundathi Krishna		
b) Enterprises over which above person(s) exercise significant influence		
i) Sundram Fasteners Limited, Chennai ii) Upasana Engineering Limited, Chennai, iii) Sundram Fasteners Investments Limited, Chennai		
i) Services rendered	-	45,331
ii) ICD Placed	1,15,00,000	1,15,00,000
iii) Interest Received / receivable	10,35,000	6,65,069
iv) Amount Outstanding	1,15,00,000	1,15,00,000
g. During the year the Company has not given any assets on lease and no amount is outstanding to be received under lease contracts.	-	
h. Information furnished as required in terms of paragraph 9 BB of Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998		
	Rs.in Lakhs	
Loans and Advances availed by the NBFC	0.00	0.00
Unclaimed other Public Deposits	0.00	0.03
Interest accrued thereon	0.00	0.04
Gross Non-performing Assets	Nil	Nil
Net Non-Performing Assets	Nil	Nil
Investment in Mutual Fund	265.91	226.03
i. There is no borrowing cost attributable to qualifying assets.		
j. The Directors have waived their sitting fees.		
k. Accounting Standards - Refer Annexure.		
l. Previous Year's figures have been regrouped wherever necessary to conform to the current year's classifications.		

As per our report annexed
for SUNDARAM & SRINIVASAN
Regd. No. 004207S
Chartered Accountants

R RAMAKRISHNAN
Director

S RAMAKRISHNAN
Director

Chennai
11th August, 2010

R KRISHNAN
Secretary

P MENAKSHISUNDARAM
Partner
Membership No. 217914

Annexure to Notes on Accounts for the year ended 31st March 2010
Notes on Accounting Standards prescribed by The Institute of Chartered Accountants of India

AS 1	Disclosure of accounting policies Please refer Note No I of Notes on Accounts		
AS 2	Valuation of Inventories The Company has no Inventory. Hence this standard is not applicable.		
AS 3	Cash flow statements The Cash Flow Statement is attached		
AS 4	Events occurring after balance sheet date There are no events occurring after the Balance Sheet Date that require adjustment or disclosure.		
AS 5	Net Profit or loss for the period, prior period items and changes in accounting policies There are no prior period items. There are no changes in the accounting policies of the Company from the previous year.		
AS 6	Depreciation Accounting Please refer to Note No I (f) of Notes on Accounts		
AS 7	Accounting for Construction Contracts The above standard is not applicable to the Company, as it is not engaged in the business of construction.		
AS 8	Accounting for Research and Development This standard has been withdrawn with effect from 1-4-2003.		
AS 9	Revenue Recognition Please refer to Note No. I (a), (b) and (c) of Notes on Accounts. Interest income is recognized using the time proportion method based on the rates implicit in the transaction.		
AS10	Accounting for Fixed Assets Please refer to Note No I (e) of Notes on Accounts		
AS11	Accounting for effects in foreign exchange rates The Company has no foreign exchange transactions.		
AS12	Accounting for Government Grants The Company has not received any grant from the Government		
AS13	Accounting of Investments Investments are accounted at the cost of acquisition which includes stamp fee etc.		
	Investments made during the year	As at 31/03/2010	As at 31//03/2009
a)	Sundaram BNP Paribas Ultra Fund (formerly Sundaram BNP Paribas Liquid Plus. ** Including Rs. 6,87,945/- (last year Rs.1,03,285) dividend reinvested.	Rs. 46,87,945**	Rs. 1,46,03,285
b)	Reliance Regular Savings Fund Debt Institutional Growth Redeemed during the year	Rs. 73,00,000	- Nil -
a)	LIC FMP Series 34	Rs. 45,00,000	- Nil -
b)	Reliance Fixed Horizon Series 8	Rs. 35,00,000	- Nil -
AS14	Accounting for Amalgamation No Amalgamation was made during the year.		
AS15	Accounting for Retirement Benefits Please refer to Note No. I (d) of Notes on Accounts Contribution to Provident Fund is made to the Provident Fund Organisation. Contribution to the Superannuation Fund is made to the Scheme maintained by Life Insurance Corporation of India. All the above expenditure are debited to Profit and Loss Account.	As at 31/03/2010	As at 31//03/2009
	Employer's Contribution to Provident Fund	1,41,971	1,41,971
	Employer's Contribution to Superannuation Fund	1,90,800	1,90,800
AS16	Borrowing Cost Please refer to Note No III (i) of Notes on Accounts		
AS17	Segment Reporting The Company is engaged in the business of financing and accordingly there are no separate reportable segments.		
AS18	Related party disclosures Please refer to Note No III (f) of Notes on Accounts		
AS19	Leases The Company has not given any assets on lease during the year. The Company has taken vehicles on lease basis for the period up to five years, which are in the nature of operating leases as defined in the Accounting Standard AS-19 in respect of leases prescribed by the Institute of Chartered Accountants of India.		
a)	Future Minimum leases payments under non cancelable operating leases in respect of lease agreements entered into on or after 1.4.2001	2009-2010 Rs.	2008-2009 Rs.
b)	Up to One year	2,40,300	2,40,300
c)	One to Five years	3,56,430	5,96,730
	Total	5,96,730	8,37,030

Annexure to Notes on Accounts for the year ended 31st March 2010

Notes on Accounting Standards prescribed by The Institute of Chartered Accountants of India (Contd.)

b)	Lease payments recognized in Profit and Loss A/c	2,40,300	2,20,275
c)	Significant Leasing arrangements:		
	i. Basis of determining contingent rent: Contingent rents are payable for excessive, improper or unauthorized use of the asset, beyond the terms of the lease agreement, prejudicially affecting the resale value of the asset, either by way of increase in lease rentals or by way of lump-sum amount, as agreed between the parties.		
	ii. Renewal/purchase options and escalation clauses: Lease agreements are renewable for further period or periods on terms and conditions mutually agreed between the parties. Variations in lease rentals are made in the event of a change in the basis of computation of lease rentals by the lessor.		
	iii. There are no restrictions imposed by the lease agreements, concerning dividends, additional debt and further leasing		
AS20	Earnings per share (EPS)		
	Please refer to Profit and Loss account. There is no diluted earnings per share as there are no dilutive potential equity shares.		
AS21	Consolidated financial statements		
	This Standard is not applicable to the Company.		
AS22	Accounting for taxes on Income		
	Please refer to Note No III (e) of Notes on Accounts		
AS23	Accounting for Investments in associates		
	This Standard is not applicable to the Company.		
AS24	Discontinuing Operations		
	The company has not discontinued any operations during the year.		
AS25	Interim financial Reporting		
	Quarterly financial results are published in accordance with the guidelines issued by SEBI. The recognition and measurement principles as laid down in the Standard are followed with respect to such results. Quarterly financial results are also subjected to a limited review by the Auditors as required by SEBI.		
AS26	Intangible Assets		
	The Company has no intangible assets.		
AS27	Financial Reporting of Interests in Joint Ventures		
	The Company has no Joint Ventures.		
AS28	Impairment of Assets		
	The Company has no impaired assets.		
AS29	Provision, Contingent Liabilities and Contingent Assets		
	Please refer Note No II of Notes on Accounts		

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE AS PER PART IV TO SCHEDULE VI TO THE COMPANIES ACT, 1956

I	Registration Details	Registration No. :11503	State Code :18	Balance Sheet Date : 31/03/2010
II	Capital Raised during the year		(Amount in Rs. Thousands)	
	Public Issue : NIL	Rights Issue : Nil	Bonus Issue : Nil	Private Placement : Nil
III	Position of Mobilisation and deployment of Funds : (Amount in Rs. Thousands)			
	Total Liabilities: 113623	Total Assets : 113623		
	Sources of Funds : Paid up Capital : 42780	Reserves & Surplus : 70843	Secured Loans : Nil	Unsecured Loans : Nil
	Application of Funds : Net Fixed Assets : 2	Net Current Assets : 286444	Investments : 26, 591	Misc. Expenditure : Nil
				Accumulated Losses : 58386
IV	Performance of Company (Amount Rs. Thousands)			
	Turnover 10955	Total Expenditure : 4609	Profit (+)/Loss(-) - before Tax 6347	Profit (+)/Loss(-) - after Tax : 5071
	Equity Dividend : Nil			Earning per share in Rs. 1.19
V	Generic Names of Three Principal Products/Services of Company (as per monetary terms)			
	Item Code No. : Not Applicable	Hire Purchase, Leasing		

R RAMAKRISHNAN
Director

Chennai
11th August, 2010

S RAMAKRISHNAN
Director

R KRISHNAN
Secretary

As per our report annexed
for SUNDARAM & SRINIVASAN
Regd. No. 004207S
Chartered Accountants
P MENAKSHISUNDARAM
Partner
Membership No. 217914



UPASANA FINANCE LIMITED

III Floor, 98-A, Dr. Radhakrishnan Salai,
Mylapore, Chennai 600 004

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE ENTRANCE OF THE MEETING HALL

Name of the attending Member/ Proxy*.....

Folio No / DP Id & Client Id.....No. of shares.....

Venue : Music Academy Kasturi Srinivasan Hall
(Mini Hall) (Old No. 306) New No. 168
T.T.K. Road, Chennai - 600 014

Date : Tuesday 28th September 2010

Time : 2.00 pm

REQUEST TO MEMBERS

1. Member and their proxies/bodies corporate should bring the attendance slip duly filled in for attending the meeting.
2. Members are requested to avoid being accompanied by non-members and/or children
3. Members are requested to bring copies of annual report to the Meeting as the Company is unable to provide another copy in view of the increased cost of paper.
4. Members are requested to be in their seats at the meeting Hall before the scheduled time for commencement of the Annual general meeting to avoid interruption in the Proceedings.
5. Members who are holding shares in physical form are requested to intimate the Registrar and Share Transfer Agent of the Company (RTA) changes, if any, in their registered address.
6. Members intending to appoint proxies are requested to complete the proxy form sent herewith and deposit the same with the RTA at least 48 hours before the time fixed for holding the meeting.
7. If you and/or your family members are receiving more than one copy of the annual report and other communications and would like to avoid duplication, kindly advise us to enable us to mail only one copy. This will help us avoid wastage.
8. Members who hold shares in Demat form are requested to bring their Client_id and DP_id to the meeting for easy identification.
9. Members holding shares in Electronic form are advised to bring the identity card issued by the Depository Participant.

*Signature of Member/Proxy**

* strike out whichever is not applicable

Members / Proxy holders are requested to bring copies of annual report and the attendance slip to the Annual General Meeting. No attendance slip will be issued at AGM venue.

Tear here.....



UPASANA FINANCE LIMITED

III Floor, 98-A, Dr. Radhakrishnan Salai,
Mylapore, Chennai 600 004

PROXY FORM

Folio No. / DP Id & Client Id*

I We.....being a member / members
of UPASANA FINANCE LIMITED hereby appoint.....
ofin the district ofof failing him.....
ofin the district of as my /our proxy to attend and vote for me/us and
on my / our behalf at the annual general meeting of the company to be held on 28.09.2010 adjournment thereof
Signed this day of 2010

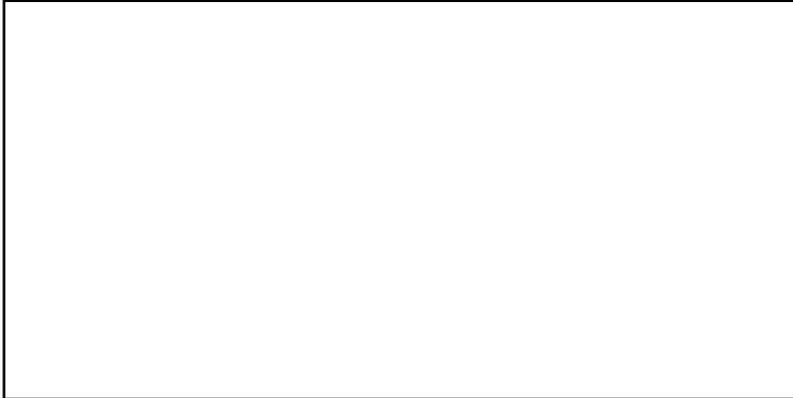
For Office Use	
Proxy No.	
Date of receipt	
No. Of shares	

Affix
30 Paise
Revenue
Stamp

N.B: The instrument appointing proxy be deposited with the RTA at least 48 hours before the commencement of the meeting. The Proxy need not be a Member of the Company
*Please fill in the particulars as given in the address slip.

BOOK POST
(U.C.P)

To



If undelivered please return to :
UPASANA FINANCE LIMITED
III FLOOR, AURAS CORPORATE CENTER
NO. 98-A, Dr. Radhakrishnan salai,
Mylapore, Chennai - 600 004