September 15, 2020

To
The Bombay Stock Exchange Limited
P J Towers, Dalal Street
Mumbai – 400 001

Dear Sir / Madam,

**Sub:** Voting results of the 35th AGM of the Company held on 14th September 2020

We submit herewith the details of voting results of the business transacted at the 35th Annual General Meeting of the Company held on 14th September, 2020 held through Video Conferencing / OAVM

This is for your kind information and records.

Thanking You
Yours Faithfully

For **UPASANA FINANCE LIMITED**

Monika Kedia
MONIKA KEDIA
Company Secretary
To,
The Chairman of the 35th Annual General Meeting of the Shareholders of M/s. UPASANA FINANCE LIMITED (hereinafter referred as “The Company”), held on September 14, 2020 at 15.10 P.M IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

Dear Sir,

Sub: Consolidated Scrutinizer’s Report on remote e-Voting and e-Voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 35th Annual General Meeting of UPASANA FINANCE LIMITED held at 15.10 P.M (IST), on Monday, the 14th September, 2020 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”)

I, Pankaj Mehta, Partner of M/s. A K JAIN & ASSOCIATES, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of the Company pursuant to Section 109 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to scrutinize the remote e-Voting process in respect of the below mentioned resolutions proposed at the 35th Annual General Meeting (“AGM”) of UPASANA FINANCE LIMITED held at 15.10 A.M. (IST), on Monday, the 14th September, 2020 through VC / OAVM.

I was also appointed as the Scrutinizer to scrutinize the e-Voting process conducted at the AGM.

The Notice dated August 17, 2020, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company/ Registrar & Share Transfer Agents / Depositories, in compliance with the MCA Circular dated 5th May, 2020 read with circulars dated 8th April, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) and SEBI Circular dated 12th May, 2020.

The Company had availed the e-Voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-Voting and e-Voting during the AGM by the Shareholders of the Company.

The period for remote e-Voting remained open from Thursday, 10th September, 2020 (09.00 A.M. (IST)) to Sunday, 13th September, 2020 (05.00 P.M. (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-Voting facility to the shareholders who attended the AGM through VC / OAVM and who had not cast their vote through remote e-Voting.
The shareholders of the Company holding shares as on the "cut-off" date (i.e.) 7th September, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

As prescribed in Clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the applicable Circulars, and in Clause (v) of Sub-rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company published an advertisement, 21 days before the date of the AGM in English in “Trinity Mirror” newspaper dated 22nd August, 2020 and in Tamil in “Makkal Kural” newspaper dated 22nd August, 2020. The notice published in the newspapers carried the required information as specified in Sub-rule 4 of the said Rule 20.

In addition to sending Notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Stock Exchange viz., BSE (bseindia.com) besides Notice of the AGM made available in the website of CDSL.

After the closure of e-Voting during the AGM, the report on e-Voting done at the AGM and the votes cast under remote e-Voting facility prior to AGM were unblocked by us at 15.55 P.M. on 14th September, 2020 in the presence of Mr. Rathish and Mr. Siddhanth who are not in the employment of Company.

Based on the data downloaded from the website of CDSL, we submit the Consolidated Report as under on the result of the remote e-Voting prior to AGM and e-Voting at the AGM in respect of said resolutions:

<table>
<thead>
<tr>
<th>Item No</th>
<th>Type of Resolution</th>
<th>Subject Matter</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Ordinary</td>
<td>To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2020 together with the Reports of Directors and Auditors thereon.</td>
</tr>
<tr>
<td>2</td>
<td>Ordinary</td>
<td>To appoint a Director in the place of Ms. Rekha M Jain (DIN: 07704034) who retires by rotation and being eligible, offers herself for reappointment.</td>
</tr>
<tr>
<td>3</td>
<td>Ordinary</td>
<td>To appoint a Director in the place of Khushbu Mohan Kumar Jain (DIN: 07704023) who retires by rotation and being eligible, offers herself for reappointment.</td>
</tr>
<tr>
<td>4</td>
<td>Ordinary</td>
<td>Confirmation of the Appointment of M/s. S. Jawahar &amp; Associates, as statutory auditors in place of, M/s. Kalyanasundaram &amp; Co Chartered Accountants of the company for the financial year 2019-2020</td>
</tr>
<tr>
<td>5</td>
<td>Ordinary</td>
<td>Appointment of S. Jawahar &amp; Associates, Chartered Accountants, as statutory auditors until the conclusion of 40th Annual General Meeting of the company to be held in the year 2025</td>
</tr>
<tr>
<td>6</td>
<td>Ordinary</td>
<td>Confirmation of Appointment of Mr. Biswajit Chaudhury (holding DIN: 08611223) as an Independent Director effective from 14th November 2019 for a period of 5 year</td>
</tr>
<tr>
<td>7</td>
<td>Special</td>
<td>Appointment of Mr. Naressh Mahendra Kumar Jain (DIN: 08102162) as an Independent Director for a period of 5 year and not liable to retire by rotation</td>
</tr>
</tbody>
</table>
We did not find any invalid votes.

All relevant records of e-Voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

Place: Chennai
Date: 15.09.2020

For A.K. JAIN & ASSOCIATES
Company Secretaries

PANKAJ MEHTA
Partner
M.No.A29407
C.P.No.10598
UDIN: A0294078000712628

Witness 1: 
Name: Mr. Rathish
Add: New No.29A, Sandayappan 3rd St
Otteri, Chennai 600 112
Occ: Service

Witness 2: 
Name: Mr. Siddharth
Add: 210 / 212, Vidyasagar Oswal Gardens
Korukkupet, Chennai 600021
Occ: Service