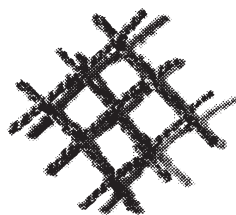


UNITED CREDIT LIMITED



ANNUAL REPORT 2015-2016

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UNITED CREDIT LIMITED

CIN : L65993WB1970PLC027781

BOARD OF DIRECTORS

Mr. A. K. Dabriwala, Chairman &
Managing Director
Mr. N. Mishra
Mr. R. M. Choubey
Mr. Devashish Dabriwal
Mr. Suresh Chandra Saha
Mrs. Rashmi Vijaykaran Dabriwal

VICE PRESIDENT AND COMPANY SECRETARY

Mr. Arunabha Biswas

CHIEF FINANCIAL OFFICER

Mr. Samarjit Jain

SOLICITORS AND ADVOCATES

M/s. Khaitan & Co. LLP

AUDITORS

M/s. Ray & Ray

BANKERS

United Bank of India
State Bank of India

REGISTRARS & SHARE TRANSFER AGENT

C B Management Services (P) Limited
P-22, Bondel Road
Kolkata - 700 019
Phone : (033) 2280-6692/2282-3643 /
2287-0263/4011-6700
Fax : (033) 4011-6739
E-mail : rta@cbmsl.com
Website : www.cbmsl.com

AUDIT COMMITTEE

Mr. Suresh Chandra Saha
Mr. N. Mishra
Mr. R. M. Choubey

NOMINATION AND REMUNERATION COMMITTEE

Mr. R. M. Choubey
Mr. N. Mishra
Mr. Suresh Chandra Saha

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. R. M. Choubey
Mr. A. K. Dabriwala
Mr. Devashish Dabriwal

REGISTERED OFFICE

27B, Camac Street (8th Floor), Kolkata-700 016
Phone: (033) 2287-9359/9360, Fax: (033) 2287-2047
E-mail : unitedcredit@vsnl.com
Website : www.unitedcreditltd.com



NOTICE TO SHAREHOLDERS

Notice is hereby given that the Forty-fifth Annual General Meeting of the members of UNITED CREDIT LIMITED will be held on Wednesday, the 28th September, 2016 at 10.00 A.M. at 'Shripati Singhanian Hall', Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700 020 to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2016, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Rashmi Vijaykaran Dabriwal (DIN: 00393162), who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider ratification of appointment of M/s. Ray & Ray, Statutory Auditors of the Company and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, appointment of M/s. Ray & Ray, Chartered Accountants, having Firm's Registration No. 301072E as Statutory Auditors of the Company, in the forty-third Annual General Meeting of the Company held on 26th September, 2014, to hold office till the conclusion of the forty-sixth Annual General Meeting to be held in the year 2017 on such remuneration as may be fixed by the Board of Directors of the Company, be and is hereby ratified by the members.”

By Order of the Board of Directors

Arunabha Biswas
Vice President & Company Secretary

21st May, 2016.

Registered Office :
27B, Camac Street (8th Floor)
Kolkata – 700 016
CIN: L65993WB1970PLC027781
E-mail : unitedcredit@vsnl.com
Website : www.unitedcreditltd.com
Tel. : (033) 2287-9359/9360
Fax : (033) 2287-2047



NOTES

- I) **A member entitled to attend and vote at the Forty-fifth Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc. must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his / her identity at the time of attending the meeting.
- II) Corporate members intending to send their authorised representative(s) to attend the meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the meeting.
- III) In terms of Section 152 of the Companies Act, 2013, Mrs. Rashmi Vijaykaran Dabriwal (DIN: 00393162), Director, retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends her re-appointment. Statement containing details of Mrs. Dabriwal, as required to be provided pursuant to the provisions of (i) Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government, is annexed hereto forming part of the Annual Report.
- IV) Members are requested to notify immediately any change in their address to the Company and/or to the Depository Participants, wherever applicable.
- V) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the 22nd September, 2016 to Wednesday, the 28th September, 2016 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
- VI) Members/Proxies/Representatives are requested to bring to the Meeting, necessary details of their shareholding and attendance slip with them duly filled in and hand over the same at the entrance of the meeting hall.
- VII) In view of the increase in cost of printing, members are requested to bring their copy of the Annual Report with them at the meeting.
- VIII) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote at the meeting.



- IX) Should the members wish to have any information in respect of the accounts of the Company, queries in writing may be sent to the Company at the Registered Office so as to reach the Registered Office of the Company at least 7 days before the date of the Meeting so that the required information can be made available at the Meeting. It will be helpful, if Registered Folio Number/ DP ID – Client ID Number is quoted in all the correspondence with the Company.
- X) Pursuant to the provisions of Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with C B Management Services (P) Limited, Registrars & Share Transfer Agent of the Company. In respect of shares held in electronic / demat form, the nomination form may be filed with the respective Depository Participant. The nomination form can be downloaded from the Company's website www.unitedcreditltd.com.
- XI) The Company has transferred the unpaid or unclaimed dividends declared up to the financial years 2007-08 from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The Company has also complied with the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012.

The members who have not received / encashed dividend warrants for the following financial years / period may write to the Company for payment immediately :

2008-09	:	Preference Shares only
2009-10	:	Both Equity and Preference Shares
2010-11	:	Both Equity and Preference Shares
2011-12	:	Preference Shares only
2012-13	:	Preference Shares only
2013-14	:	Preference Shares only

(for the period 01.04.2013 to 03.09.2013)

- XII) Members are informed that the scrips of the Company have been activated both in Central Depository Services (India) Limited and National Securities Depository Limited and may be dematerialised under the ISIN INE858C01027.

Members are requested to convert their shares from physical mode to demat mode.

Securities and Exchange Board of India (SEBI) had directed all companies to make payment of dividend to investors through electronic mode and also directed that updated bank details of investors must be maintained.

Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or C B Management Services (P) Limited, the Registrars & Share Transfer Agent of the Company. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandate to their depository participant with whom they are maintaining their demat accounts.



- XIII) The members are requested to furnish a copy of their PAN Card to the Company / Registrars & Share Transfer Agent, C B Management Services (P) Limited immediately. Pursuant to Circular No.MRD/DoP/Cir-05/2009 dated 20th May, 2009 of SEBI, it is mandatory for the transferee(s) to furnish copy of PAN Card to the Company / Registrars & Share Transfer Agent for registration of transfer of shares.

The members are also informed that the Company has to maintain the Register of Members in the prescribed Form MGT-1, which requires detail information of the members. The shareholders are requested to furnish the required information in the enclosed form marked Annexure 'A' and send back the same duly signed to C B Management Services (P) Limited, the Registrars & Share Transfer Agent of the Company soonest possible.

- XIV) The shareholders who have not yet surrendered their share certificates of erstwhile United Credit Financial Services Limited are requested to contact the Registrars & Share Transfer Agent of the Company, C B Management Services (P) Limited for necessary action immediately.

- XV) Members who hold shares in physical form under multiple folios in identical names or joint holding in the same order of names, are requested to send the share certificates to the Company / Registrars & Share Transfer Agent for consolidation into a single folio.

- XVI) Pursuant to the Circulars No. 17/2011 and No. 18/2011 dated 21st April, 2011 and 29th April, 2011 respectively issued by the Ministry of Corporate Affairs, shareholders are requested to register their e-mail address with the Company / Registrars & Share Transfer Agent of the Company, C B Management Services (P) Limited and / or with the concerned Depository Participant where applicable and changes therein from time to time, to enable the Company to serve documents and notice of meeting through e-mail, in compliance of Section 20 of the Companies Act, 2013 and Section 101 of the said Act respectively read with the Companies (Management and Administration) Rules, 2014. Shareholders are requested to visit the following web page to register their e-mail address and exercise their option accordingly.

www.cbmsl.com/green.php

The members are requested to fill up the E-Communication Registration Form attached to this notice marked Annexure 'B' and send it back to us at the address given in the form.

Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same by post, free of cost.

- XVII) Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company between 12 noon and 5 p.m. on all working days, except Saturdays, till the date of the forthcoming Annual General Meeting. The aforesaid documents will also be available for inspection by members at the meeting.

- XVIII) Electronic copy of the Annual Report for 2015-2016 indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is sent to all the members whose e-mail address is registered with the Company / Registrars & Share Transfer Agent / Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address,



physical copies of the Notice of the 45th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

- XX) Members may note that the Notice of the 45th Annual General Meeting will also be available on the Company's website www.unitedcreditltd.com and the website of CDSL www.evotingindia.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata on all working days, except Saturdays, between 12 noon and 5 p.m till the date of the meeting.
- XX) Attendance Slip, proxy form and the route map of the venue of the Meeting is annexed hereto. The prominent landmarks for the venue of the Meeting are Rabindra Sadan Metro Station, Haldiram Food City, Nehru Children's Museum and Calcutta Club.
- XXI) Voting through electronic means :

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 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 members, facility to exercise their right to vote at the 45th Annual General Meeting by electronic means and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

Provided that once a member cast his / her vote on a resolution he / she shall not be allowed to change it subsequently or cast vote again.

In addition to this, facility for voting through ballot shall also be available at the meeting and members attending the meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

It is stated that a member may participate in the Annual General Meeting even after exercising his / her right to vote through remote e-voting but shall not be allowed to vote again in the meeting.

Voting rights shall be on the basis of proportion of shares in the paid-up capital of the Company (i.e. one share one vote) registered in the name of a member or beneficial owner in case of shares held in dematerialised form as on the cut-off date i.e. 21st September, 2016.

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting as well as voting at the meeting. Any person who becomes a member of the Company after despatch of notice of the meeting and holding shares as on the cut-off date i.e. 21st September, 2016 may obtain the User ID and Password from



C B Management Services (P) Limited, the Registrars & Share Transfer Agent of the Company to cast their vote.

Members may contact Mr. Arunabha Biswas, Vice President and Company Secretary, at the Company's address, telephone number and e-mail Id for any grievance connected with the facility for voting by electronic means.

The instructions for shareholders for voting electronically are as under :

- (i) The voting period begins at 9.00 a.m. on Saturday, the 24th September, 2016 and ends at 5.00 p.m. on Tuesday, the 27th September, 2016. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Members holding shares in physical form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>* In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to log in.</p> <p>* If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN 160630004 of ‘UNITED CREDIT LIMITED’.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired.

The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) **Note for Non-Individual Shareholders and Custodians :**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

XXII) General :

- (i) Mrs. Indrani Chaudhuri, Practising Company Secretary, Kolkata (Membership No. ACS 8739) has been appointed as Scrutinizer to scrutinize the remote e-voting process and voting at the general meeting through Ballot / Polling paper in a fair and transparent manner.



- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than forty-eight hours of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, and submit the same to the Chairman or a person authorised by him in writing who shall countersign the same.
Provided that the Chairman or a person authorised by him in writing shall declare the result of the voting forthwith.
- XXIII) The results of the e-voting along with the Scrutinizer's report shall be placed in the Company's website www.unitedcreditltd.com and on the website of CDSL www.evotingindia.com immediately after the result is declared by the Chairman. The results will also be simultaneously communicated to the BSE Limited and The Calcutta Stock Exchange Ltd. where the shares of the Company are listed.
- XXIV) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the meeting, i.e. 28th September, 2016.

By Order of the Board of Directors

Arunabha Biswas
Vice President & Company Secretary

21st May, 2016.

Registered Office :
27B, Camac Street (8th Floor)
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UNITED CREDIT LIMITED
CIN : L65993WB1970PLC027781
Registered Office : 27B, Camac Street (8th Floor)
Kolkata – 700016

**PROFILE OF MRS. RASHMI VIJAYKARAN DABRIWAL, DIRECTOR
SEEKING RE-APPOINTMENT AT THE AGM**

- a) Mrs. Rashmi Vijaykaran Dabriwal (DIN : 00393162) aged about 39 years is a Chartered Accountant and LL.B. She is a Gold Medalist in Indirect Taxes. Mrs. Dabriwal was first appointed as Director of the Company on 7th February, 2014. She is liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013.
- b) Mrs. Dabriwal has vast experience in corporate banking, portfolio management, wealth management and real estate for a decade. She has also experience in running a hotel for more than a decade.
- c) Mrs. Dabriwal is related to Mr. A. K. Dabriwala, Chairman & Managing Director and Mr. Devashish Dabriwal, Director of the Company.
- d) She is not on the Board of any other listed company. Details of her Directorship, Membership/ Chairmanship of Committees of the Board of Directors of other unlisted companies are given hereunder :

Name of the Company	Director/Chairman	Chairman of the Board Committees	Member of the Board Committees
Instinct13 Financial Solutions Private Limited	Director	--	--
Jaybhikshu Cotspin Private Limited	Director	--	--

- e) Mrs. Dabriwal is not holding any shares in the Company.
- f) She is not entitled to any remuneration other than sitting fees for attending meetings of the Board and its Committees.
- g) During the financial year ended 31st March, 2016 there were seven meetings of the Board of Directors and Mrs. Dabriwal was present at all the meetings.

**DIRECTORS' REPORT****TO THE MEMBERS**

Your Directors are pleased to present the Forty-fifth Annual Report and the Company's audited accounts for the financial year ended 31st March, 2016.

FINANCIAL HIGHLIGHTS

Financial Highlights of the Company for the financial year 2015-2016 as compared to the previous financial year are given hereunder :

	(₹ in Lacs)	
	2015-2016	2014-2015
Total Revenue	258.04	197.22
Profit before Exceptional and Extraordinary Items and Tax (PBEEIT)	27.60	81.83
Exceptional Items	Nil	Nil
Profit before Extraordinary Items and Tax (PBEIT)	27.60	81.83
Extraordinary Items	Nil	Nil
Profit before Tax (PBT)	27.60	81.83
Tax expense:		
– Current Tax	7.27	20.00
– Deferred Tax	14.34	9.67
Profit for the year (PAT)	5.99	52.16

STATE OF THE COMPANY'S AFFAIRS

Your Company is a Non-Banking Financial Company registered with the Reserve Bank of India. Accordingly it is mainly engaged in the business of non-banking financial activities.

There is no change in the nature of business carried on by the Company.

During the year under review, the Company has achieved a total revenue of ₹ 258.04 Lacs as compared to ₹ 197.22 Lacs in the previous year.

FUTURE OUTLOOK

The Company being a small Non-Banking Financial Company, it is difficult to compete with the big players in the market. The management has already started exploring possibilities in other areas like syndication, corporate banking, real estate and hotel industries so that the range of activities can be expanded. The Directors are optimistic that diversification in other areas of business will result in generation of greater revenue.

RESERVES & SURPLUS

The Balance in Reserves & Surplus stands at ₹ 1,552.30 Lacs (Previous year ₹ 1,546.31 Lacs). During the year under review, ₹ 1.20 Lacs has been transferred to Reserve Fund as per RBI Norms (Previous Year ₹ 10.43 Lacs).



DIVIDEND

In view of inadequacy of profits, the Board of Directors of the Company did not recommend any dividend.

PARTICULARS OF INVESTMENTS MADE, LOANS AND GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of investments made, loans and guarantees given and securities provided, are furnished in Notes No. 9, 11, 14 and 15 to the Financial Statements.

The Company being an NBFC registered under Chapter III B of the Reserve Bank of India Act, 1934, nothing contained in Section 186 of the Companies Act, 2013 except sub-section (1) shall apply.

PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES

During the year under review there was no materially significant related party transaction made by the Company with promoters, directors or other designated persons which had potential conflict with the interest of the Company. Related Party Transactions, that were made during the financial year ended 31st March, 2016, were on arm's length basis and in the ordinary course of business. Accordingly, provisions of Section 188 of the Companies Act, 2013 were not attracted. Therefore disclosure in Form No.AOC – 2 is not required to be made. The list of Related Party Transactions is given in Note No. 23.7 to the financial statements pursuant to the Accounting Standard (AS) 18.

The Company has voluntarily formulated the policy in dealing with related party transactions, although compliance with the provisions of corporate governance is not applicable to the Company at present. The policy can be accessed in the weblink http://unitedcreditltd.com/unitedadmin/upload/cmspage_484_data.pdf

MATERIAL CHANGES OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR UNDER REVIEW AND THE DATE OF THE REPORT

There is no material changes and commitments occurred between the end of the financial year under review and the date of the report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

The Board of Directors comprises of six Directors out of which Mr. A. K. Dabriwala is functioning in executive capacity.

Pursuant to Section 149 of the Companies Act, 2013, Mr. N. Mishra, Mr. R. M. Choubey and Mr. S. C. Saha are acting as Independent Directors.

Independent Directors had given declaration confirming that they comply with the requirement of Section 149(6) of the Companies Act, 2013.

Familiarisation programme for Independent Directors was held on 10th February, 2016. The details of familiarisation programme could be accessed in the weblink http://unitedcreditltd.com/unitedadmin/upload/cmspage_460_data.pdf



During the financial year under review there was no appointment or cessation of Office of Directors and Key Managerial Personnel.

Mrs. Rashmi Vijaykaran Dabriwal (DIN: 00393162) retires by rotation in the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

MEETINGS OF THE BOARD

During the year under review there were seven meetings of the Board of Directors held on 13.04.2015, 26.05.2015, 08.08.2015, 28.09.2015, 04.11.2015, 10.02.2016 and 14.03.2016.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 134(3)(c) OF THE COMPANIES ACT, 2013

The Directors hereby confirm that –

- i) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) they had selected such accounting policies and applied them consistently and made judgements 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 and loss of the company for that period;
- iii) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) they had prepared the annual accounts on a going concern basis;
- v) they had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RISK MANAGEMENT POLICY

The Company has in place a comprehensive risk management policy, which is reviewed every six months by the Board of Directors. As of now the Directors do not envisage any element of risk which may threaten the existence of the Company.

CORPORATE GOVERNANCE

Pursuant to Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, compliance with the corporate governance provisions is not mandatory for the Company. However, during the financial year under review, the Company has complied with the regulation voluntarily.

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee consists of three Non-Executive Independent Directors, namely Mr. S. C. Saha, Mr. N. Mishra and Mr. R. M. Choubey. Mr. S. C. Saha is acting as the Chairman of the Committee. All the recommendations made by the Audit Committee were accepted by the Board.



COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-Executive Independent Directors, namely Mr. R. M. Choubey, Mr. N. Mishra and Mr. S. C. Saha. Mr. R. M. Choubey is acting as the Chairman of the Committee.

PROHIBITION OF INSIDER TRADING

The Company has formulated and published on its official website, a Code of Fair Disclosure and Conduct for prohibition of insider trading pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established for directors and employees of the Company, a vigil mechanism, to enable them to report genuine concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The policy of vigil mechanism / whistle blower may be accessed on the Company's website at the link http://unitedcreditltd.com/unitedadmin/upload/cmspage_485_data.pdf

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013, in respect of Corporate Social Responsibility are not applicable to the Company as the net worth, turnover and net profit during the financial year under review are less than the stipulated amounts. Accordingly, no policy has been framed by the Company on Corporate Social Responsibility.

**TRANSFER OF AMOUNTS TO THE INVESTOR
EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Section 205A of the Companies Act, 1956 (corresponding Section 124 of the Companies Act, 2013), the declared dividends which remain unpaid or unclaimed for a period of seven years have been duly transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government under Section 205C of the said Act (corresponding Section 125 of the Companies Act, 2013).

STATUTORY AUDITORS AND AUDITORS' REPORT

M/s. Ray & Ray, Chartered Accountants, were appointed as Statutory Auditors of the Company to hold office from the conclusion of the forty-third Annual General Meeting till the conclusion of the forty-sixth Annual General Meeting of the Company. In terms of the first proviso to Section 139(1) of the Companies Act, 2013, the matter relating to appointment of M/s. Ray & Ray, Statutory Auditors of the Company, has been placed for ratification by the members.

The report made by the Statutory Auditors is free of any qualification, reservation or adverse remarks or disclaimer.

SECRETARIAL AUDITOR

In accordance with the requirement of Section 204 of the Companies Act, 2013, Mr. Ranjit Kumar Ghosh, Practising Company Secretary, had been appointed as Secretarial Auditor for the financial year ended 31st March, 2016.

A report made by him, pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached marked Annexure 'I'. Regarding observation made by him, it is stated that the Company has taken



necessary steps to increase the financial assets to the desired level of 50% as directed by Reserve Bank of India.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The Company being engaged in non-banking financial activities, the question of conservation of energy and technology absorption does not arise.

FOREIGN EXCHANGE EARNINGS AND OUTGO

There has been no foreign exchange earnings in any manner. However, expenditure in foreign currency amounted to ₹ 1,54,526/- during the year under review.

DEPOSITS

The Company has not accepted any public deposit during the year under review. There is also no unclaimed or unpaid deposit as on 31st March, 2016.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS/COURTS/TRIBUNALS

There is no significant and material order passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

LISTING WITH THE STOCK EXCHANGES

The Company's Equity Shares are listed with The Calcutta Stock Exchange Limited and BSE Limited.

INTERNAL CONTROL SYSTEMS & INTERNAL FINANCIAL CONTROLS

The Company has adequate Internal Control Systems and the Audit Committee periodically reviews the system with the Auditors of the Company. The term "internal financial controls" as defined in the explanation to Section 134(5)(e) of the Companies Act, 2013 means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

The management has devised an appropriate internal financial controls system to ensure orderly and efficient conduct of its business.

In line with the requirement of Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014, the Company has adopted several measures to ensure adequacy of internal financial controls with reference to the financial statements. Such measures, inter alia, include quarterly review of financial statements by the Audit Committee, Board of Directors and the Statutory Auditors. The Internal Auditors place their report every quarter on accuracy of financial information and effective operation of systems, procedures and controls, apart from statutory compliances made by the Company, before the Audit Committee and the Board.

EXTRACT OF THE ANNUAL RETURN

Extract of the Annual Return in Form No. MGT-9 is attached pursuant to Section 134(3)(a) of the Companies Act, 2013 marked Annexure 'II'.



POLICY ON DIRECTORS' APPOINTMENT, REMUNERATION ETC.

Pursuant to Section 178(3) of the Companies Act, 2013 and Regulation 19(4) read with Item No (A) (1) of Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of a director. The Committee has also recommended to the Board a Policy relating to the remuneration for the directors, key managerial personnel and other employees.

The Policy, as recommended by the Nomination and Remuneration Committee and approved by the Board, is enclosed marked Annexure 'III' and forms part of this report.

The Policy has been disclosed in the website of the Company and may be accessed at the link http://unitedcreditltd.com/unitedadmin/upload/cmspage_486_data.pdf

As a matter of policy, the Company appoints directors from various fields. The present composition of the Board comprises of personnel with experience in finance, statutory matters and various economic activities.

The Nomination and Remuneration Committee has laid down the following criteria for performance evaluation of the Independent Directors :

- a) Contribution made by the Directors for successful operation of the Company; and
- b) Benefits derived by the Company by the suggestions and advice given by the directors.

EVALUATION CRITERIA OF PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to the applicable provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors evaluated the performance of the Independent Directors and the entire Board.

The Board also evaluated the performance of the members of the various Committees formed by the Company and every Director individually considering effectiveness of the advice given by the concerned Director. In the opinion of the Board, its performance and performance of the Committees and Directors individually are satisfactory. In evaluating the performance of the Directors, the Board followed the criteria formulated by the Nomination and Remuneration Committee.

The concerned Directors were not present during their individual evaluation.

The Independent Directors have evaluated the performance of the non-independent directors and the Board as a whole as per the provisions of the applicable laws. They have also reviewed the performance of the Chairperson of the Company taking into account the views of non-executive directors.

PARTICULARS OF EMPLOYEES

Disclosure pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in Annexure 'IV'.

The Company has no employees in respect of whom information under Rule 5(2) of the said Rules, is required to be annexed.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place an Anti Sexual Harassment Policy as per requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has also set up an Internal Complaints Committee.

During the year under review, no complaint has been received.

During the calendar year ended 31st December, 2015, the Company held workshops and awareness programmes for sensitising the employees with the provisions of the Act. There was also an orientation programme for the Members of the Internal Complaints Committee.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report as stipulated in Item No. B of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been appended to this report.

SUBSIDIARY AND ASSOCIATE COMPANIES

The Company has no subsidiary. United Nanotech Products Limited was an Associate Company in relation to the Company. During the year under review, the Company has sold 7,50,100 equity shares of ₹10/- each held by it in United Nanotech Products Limited. As such, the Company has neither any subsidiary nor any associate as on 31st March, 2016.

The Company has formulated a Policy for determining material subsidiaries. The Policy has been disclosed on the website of the Company and may be accessed at the link http://unitedcreditltd.com/unitedadmin/upload/cmspage_438_data.pdf

FRAUDS

No fraud has been reported by the Auditors to the Audit Committee or the Board.

EQUITY SHARES

During the year under review, the Company has not issued any shares, including sweat equity shares, to the employees of the Company under any scheme and shares with differential rights as to dividend, voting or otherwise.

ACKNOWLEDGEMENT

Your Directors take this opportunity to place on record their deep appreciation for the whole-hearted and sincere co-operation the Company has received from the statutory authorities, stakeholders, customers and bankers.

Your Directors also wish to thank all the employees for their dedicated and committed service to the Company.

For and on behalf of the Board

Kolkata – 700 016
21st May, 2016.

A. K. Dabriwala
Chairman & Managing Director



SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
United Credit Limited
27B, Camac Street (8th Floor)
Kolkata - 700 016

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **United Credit Limited** (hereinafter called "**the company**"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended **on 31st March, 2016** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on **31st March, 2016** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Payment of Gratuity Act, 1972;
- (vii) The EPF & Misc. Provisions Act, 1952;
- (viii) Payment of Bonus Act, 1965;
- (ix) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 & 2 approved by the Ministry of Corporate Affairs and other Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange and Calcutta Stock Exchange;
- (iii) SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (notified on 2nd September, 2015).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. **The management considered the security deposit of Rs. 10 crores given for acquisition of premises by way of sub-lease, as financial assets. However, the Reserve Bank of India (RBI) differed with the views of the management in considering the security deposit as financial assets. Accordingly, as directed by the RBI vide its letter dated 8th July, 2014, the Company has taken measures to raise the financial assets, excluding the security deposit, to 50% of the total assets, as early as possible. The Company is also submitting on quarterly basis, reports on status of financial assets, to the RBI.**

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The Company has system to capture and record dissenting members' views. But there was no such views during the period under review.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period the company has not taken any actions/decisions, having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

For Ranjit Ghosh & Co.

Date: 21st May, 2016
Place : Kolkata

Ranjit Kumar Ghosh
Proprietor
FCS No. : 3724
C P No. : 11521

N.B. - This report is to be read with my letter of even date which is annexed as 'Annexure - A' and forms an integral part of this report.



To,
The Members
United Credit Limited
27B, Camac Street (8th Floor)
Kolkata - 700 016

My report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Ranjit Ghosh & Co.

Ranjit Kumar Ghosh
Proprietor
FCS No. : 3724
C P No. : 11521

Date: 21st May, 2016
Place : Kolkata



FORM NO. MGT- 9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

- I. REGISTRATION AND OTHER DETAILS :**
- i) CIN : L65993WB1970PLC027781
- ii) Registration Date : 28th July, 1970
- iii) Name of the Company : United Credit Limited
- iv) Category/Sub-Category of the Company : Public Company limited by shares/NBFC
- v) Address of the Registered office and contact details : 27B, Camac Street (8th Floor)
Kolkata – 700016
Ph.No.(033) 2287-9359/9360
Fax No.(033) 2287-2047
E-mail : unitedcredit@vsnl.com
Website: www.unitedcreditltd.com
- vi) Whether listed company Yes / No : Yes
- vii) Name, Address and Contact details of Registrars and Transfer Agent, if any : C B Management Services (P) Limited
P-22, Bondel Road, Kolkata – 700019
Ph.No. (033) 2280-6692/2282-3643/
2287-0263/4011-6700
Fax No. (033) 4011-6739
E-mail : rta@cbmsl.com
Website : www.cbmsl.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl.No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Credit granting	64920	66.61
2	Renting Property	68100	33.39

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl.No.	NAME AND ADDRESS OF THE COMPANY	CIN / GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of shares held	Applicable Section
		NOT APPLICABLE			



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (01.04.2015)				No. of Shares held at the end of the year (31.03.2016)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individuals/HUF	227350	-	227350	4.27	782850	-	782850	14.69	10.43
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	3597138	-	3597138	67.52	3041638	-	3041638	57.09	(10.43)
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1)	3824488	-	3824488	71.78	3824488	-	3824488	71.78	0.00
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	3824488	-	3824488	71.78	3824488	-	3824488	71.78	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	2880	2880	0.05	-	2880	2880	0.05	0.00
b) Banks / FI	-	900	900	0.02	-	900	900	0.02	0.00
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	28137	28137	0.53	-	28137	28137	0.53	0.00



e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	31917	31917	0.60	-	31917	31917	0.60	0.00
2. Non-Institutions									
a) Bodies Corp.									
(i) Indian	176049	62445	238494	4.48	173611	62445	236056	4.43	(0.05)
(ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	517883	309966	827849	15.54	523955	306332	830287	15.58	0.04
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	311345	32459	343804	6.45	311658	32459	344117	6.46	0.01
c) Others (specify)									
(i) NRI	21012	27085	48097	0.90	21345	27085	48430	0.91	0.01
(ii) Foreign National	-	7923	7923	0.15	-	7923	7923	0.15	0.00
(iii) Clearing Member	5251	-	5251	0.10	4605	-	4605	0.09	(0.01)
Sub-total (B)(2)	1031540	439878	1471418	27.62	1035174	436244	1471418	27.62	0.00
Total Public Shareholding (B) = (B)(1) + (B)(2)	1031540	471795	1503335	28.22	1035174	468161	1503335	28.22	0.00
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	4856028	471795	5327823	100.00	4859662	468161	5327823	100.00	0.00



(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2015)			Shareholding at the end of the year (31.03.2016)			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Mr. A. K. Dabriwala	183040	3.44	0.00	738540	13.87	0.00	10.43
2	Mrs. Sunanda Dabriwala	15460	0.29	0.00	15460	0.29	0.00	0.00
3	Dabriwala Baniya Udyog Limited	2299264	43.16	0.00	2299264	43.16	0.00	0.00
4	Anurag Properties Private Ltd.	1297874	24.36	0.00	742374	13.93	0.00	(10.43)
5	Mr. Sidhartha Sarawgi	4440	0.08	0.00	4440	0.08	0.00	0.00
6	Mrs. Indu Sarawgi (*)	7360	0.14	0.00	7360	0.14	0.00	0.00
7	Mrs. Moti Devi Sarawgi	9100	0.17	0.00	9100	0.17	0.00	0.00
8	Ms. Sujata Sarawgi	7950	0.15	0.00	7950	0.15	0.00	0.00
	TOTAL :	3824488	71.78	0.00	3824488	71.78	0.00	0.00

NOTE : (*) More than one Folio clubbed.

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	MR. A. K. DABRIWALA				
	At the beginning of the year	183040	3.44		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)				
	Date Reason — Acquisition 22.02.2016 (By way of inter-se transfer of shares)	555500	10.43	738540	13.87
	At the end of the year			738540	13.87
2	MRS. SUNANDA DABRIWALA				
	At the beginning of the year	15460	0.29		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)	No	change	during	the year



	At the end of the year			15460	0.29
3	DABRIWALA BANIJYA UDYOG LIMITED				
	At the beginning of the year	2299264	43.16		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)	No	change	during	the year
	At the end of the year			2299264	43.16
4	ANURAG PROPERTIES PRIVATE LIMITED				
	At the beginning of the year	1297874	24.36		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)				
	Date	Reason			
	22.02.2016	Transfer (inter-se)	555500	10.43	742374 13.93
	At the end of the year			742374	13.93
5	MR. SIDHARTHA SARAWGI				
	At the beginning of the year	4440	0.08		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)	No	change	during	the year
	At the end of the year			4440	0.08
6	MRS. INDU SARAWGI				
	At the beginning of the year	7360	0.14		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)	No	change	during	the year
	At the end of the year			7360	0.14
7	MRS. MOTI DEVI SARAWGI				
	At the beginning of the year	9100	0.17		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)	No	change	during	the year
	At the end of the year			9100	0.17
8	MS. SUJATA SARAWGI				
	At the beginning of the year	7950	0.15		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer / bonus / sweat equity etc.)	No	change	during	the year
	At the end of the year			7950	0.15



(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
1	MYSORE UDYOG PRIVATE LIMITED				
	At the beginning of the year	121819	2.29		
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)			121819	2.29
2	FAROOQ ARBI HALAI				
	At the beginning of the year	46025	0.86		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus /sweat equity etc.)	No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)			46025	0.86
3	G KANTILAL JAIN				
	At the beginning of the year	42201	0.79		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus /sweat equity etc.)	No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)			42201	0.79
4	KAILASH KUMAR JAIN				
	At the beginning of the year	32982	0.62		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)			32982	0.62



5	KALPANA JALAN					
	At the beginning of the year		32459	0.61		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)		No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)				32459	0.61
6	THE GOVERNOR OF WEST BENGAL					
	At the beginning of the year		28137	0.53		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)		No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)				28137	0.53
7	SANGEETHA DEVI					
	At the beginning of the year		26523	0.50		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)		No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)				26523	0.50
8	CHARNOCK GRANITES P. LTD.					
	At the beginning of the year		20000	0.38		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)		No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)				20000	0.38
9	LAXMIPAT DUDHERIA					
	At the beginning of the year		59682	1.12		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)					
	Date	Reason				
	22.05.2015	Sale	100	0.00	59582	1.12
	05.06.2015	Sale	111	0.00	59471	1.12
	19.06.2015	Sale	1	0.00	59470	1.12



UNITED CREDIT LIMITED

	Date	Reason				
	03.07.2015	Sale	1	0.00	59469	1.12
	10.07.2015	Sale	3	0.00	59466	1.12
	17.07.2015	Sale	2	0.00	59464	1.12
	24.07.2015	Sale	2	0.00	59462	1.12
	05.02.2016	Buy	495	0.01	59957	1.13
	At the end of the year (or on the date of separation, if separated during the year)				59957	1.13
10	DEVI GULABI					
	At the beginning of the year		20034	0.38		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No	change	during	the year
	At the end of the year (or on the date of separation, if separated during the year)				20034	0.38
(v) Shareholding of Directors and Key Managerial Personnel:						
Sl. No.			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	For Each of the Directors and KMP		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	DIRECTORS					
1	MR. A. K. DABRIWALA					
	At the beginning of the Year		183040	3.44		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)					
	Date	Reason — Acquisition				
	22.02.2016	(By way of inter-se transfer of shares)	555500	10.43	738540	13.87
	At the end of the year				738540	13.87
2	Mr. N. Mishra					
	At the beginning of the Year		0.00	0.00		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No	change	during	the year
	At the end of the year				0.00	0.00
3	Mr. R. M. Choubey					
	At the beginning of the Year		0.00	0.00		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)		No	change	during	the year
	At the end of the year				0.00	0.00



4	Mr. Devashish Dabriwal				
	At the beginning of the Year	0.00	0.00		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No	change	during	the year
	At the end of the year			0.00	0.00
5	Mr. S. C. Saha				
	At the beginning of the Year	0.00	0.00		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No	change	during	the year
	At the end of the year			0.00	0.00
6	Mrs. Rashmi Vijaykaran Dabriwal				
	At the beginning of the Year	0.00	0.00		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No	change	during	the year
	At the end of the year			0.00	0.00
	KEY MANAGERIAL PERSONNEL				
1	Mr. Arunabha Biswas, Vice President & Company Secretary				
	At the beginning of the Year	0.00	0.00		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No	change	during	the year
	At the end of the year			0.00	0.00
2	Mr. Samarjit Jain, Chief Financial Officer				
	At the beginning of the Year	0.00	0.00		
	Date wise Increase/Decrease in Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/sweat equity etc.)	No	change	during	the year
	At the end of the year			0.00	0.00

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits (₹)	Unsecured Loans (₹)	Deposits (₹)	Total Indebtedness (₹)
Indebtedness at the beginning of the financial year				
i) Principal Amount	12,68,890	-	18,18,756	30,87,646
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	12,68,890	-	18,18,756	30,87,646
Change in Indebtedness during the financial year				
* Addition	10,00,000	-	1,50,966	11,50,966
* Reduction	(5,41,086)	-	(5,00,000)	(10,41,086)
Net Change	4,58,914	-	(3,49,034)	1,09,880
Indebtedness at the end of the financial year				
i) Principal Amount	17,27,804	-	14,69,722	31,97,526
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	17,27,804	-	14,69,722	31,97,526

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and / or Manager:**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager MR. A. K. DABRIWALA (₹)	Total Amount (₹)
1.	Gross Salary		12,58,918
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	10,89,000	
	(b) Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	1,69,918 *	
	(c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify -----	-	-



5	Others, please specify	-	-
	Total (A)		12,58,918
	Ceiling as per the Act		42,00,000 **

* Includes ₹ 1,58,635/- for Medical Reimbursement.

** In view of inadequacy of profits, remuneration has been paid to the Managing Director as per Section II of Part II of Schedule V of the Companies Act, 2013 and the ceiling mentioned is as per limit prescribed therein.

B. Remuneration to other Directors :

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (₹)
		Mr. N. Mishra	Mr. R. M. Choubey	Mr. S. C.Saha	
1.	Independent Directors	Mr. N. Mishra	Mr. R. M. Choubey	Mr. S. C.Saha	
	* Fee for attending Board, Committee meetings	(₹) 90,000	(₹) 1,10,000	(₹) 1,00,000	3,00,000
	* Commission	Nil	Nil	Nil	Nil
	* Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	90,000	1,10,000	1,00,000	3,00,000
2.	Other Non-Executive Directors	Mr. Devashish Dabriwal	Mrs. Rashmi Vijaykaran Dabriwal		
	* Fee for attending Board, Committee meetings	(₹) 65,000	(₹) 95,000		1,60,000
	* Commission	Nil	Nil		Nil
	* Others, please specify	Nil	Nil		Nil
	Total (2)	65,000	95,000		1,60,000
	Total (B) = (1+2)	1,55,000	2,05,000	1,00,000	4,60,000
	Total Managerial Remuneration of Mr. A. K. Dabriwala *	-	-	-	12,58,918
	Overall Ceiling as per the Act **				

* Sitting Fees paid to Non-Executive Directors does not form part of the Total Managerial Remuneration.

** Non-Executive Directors do not receive any remuneration other than sitting fees.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
			Mr. Arunabha Biswas	Mr. Samarjit Jain	
1	Gross salary		(₹)	(₹)	(₹)
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	5,88,420/-	5,18,282/-	11,06,702/-
	(b) Value of perquisites u/s. 17(2) of the Income-tax Act, 1961	-	25,984/-	15,050/-	41,034/-



Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary Mr. Arunabha Biswas	CFO Mr. Samarjit Jain	Total
			(₹)	(₹)	(₹)
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total		6,14,404/-	5,33,332/-	11,47,736/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT / COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

**UNITED CREDIT LIMITED****ANNEXURE 'III'**

CIN : L65993WB1970PLC027781

REMUNERATION POLICY**1. BACKGROUND**

United Credit Limited has a rich heritage. The Company was formed as a Non-Banking Financial Company in the year 1970 consequent upon nationalization of United Bank of India Limited.

It is imperative that to retain competent workforce, the Company must have a Remuneration Policy which should be fair and reasonable.

2. PURPOSE

The Policy is formulated pursuant to Section 178(3) of the Companies Act, 2013 and Regulation 19(4) read with Schedule II Part D (A)(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- i) to determine qualifications, positive attributes and independence of directors as well as to ensure a fair and reasonable remuneration on the basis of appropriate appraisal by the Nomination and Remuneration Committee in line with the requirement of Companies Act, 2013;
- ii) to tap out untapped creativity of the employees and to motivate the employees to give their best for the growth and prosperity of the Company;
- iii) to ensure consistency in compensation throughout the Company on the basis of qualification, experience and ability to perform.

3. REMUNERATION**i) Non-Executive Directors**

The Non-Executive Directors are entitled to receive remuneration by way of fee for attending meetings of the Board or Committees thereof pursuant to Section 197(5) of the Companies Act, 2013 and rules framed therefor.

Apart from fees for attending the meetings of the Board or its Committees, the non-executive directors may be given a percentage of the net profits of the Company. Such percentage is restricted to one percent of the net profits of the Company if there is a managing or whole-time director or manager and three percent of the net profits in any other case. Depending on the financial position of the Company, the Board may consider payment of remuneration to Directors, who are neither Managing Director nor Whole-time Director, in terms of Section 197 of the Companies Act, 2013 from time to time.

ii) Managing Director / Whole-time Director / Manager

Pursuant to second proviso to Section 197(1) of the Companies Act, 2013, the remuneration payable to any one managing director or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent



of the net profits to all such directors and manager taken together. In case of absence of profits or inadequacy of profits, the Managing Director or Whole-time Director or Manager may be paid remuneration in accordance with the provisions of Schedule V of the Companies Act, 2013.

The above limits may be exceeded on compliance of necessary statutory requirements.

iii) Key Managerial Personnel, Senior Management and other employees

Remuneration payable to the Key Managerial Personnel (other than Managing Director/Wholetime Director/Manager), Senior Management and other employees will be determined on the basis of performance and contribution made by the respective personnel and employees to the Company from time to time.

Remuneration may be appropriately divided into fixed and incentive pay depending on the financial position of the Company.

4. Selection of Directors, Key Managerial Personnel and Senior Management

The Nomination and Remuneration Committee shall identify persons who are qualified to become Directors. The Committee will also identify persons who are qualified to be appointed in the position of Key Managerial Personnel and Senior Management. Selection of the personnel is based on qualification, experience in the industry, previous employment and position held.

5. Independence of Directors

The criteria for independence of Directors is governed by Section 149(6) of the Companies Act, 2013 and Schedule IV of the said Act.

6. BOARD

The Board of Directors will review the performance of the Independent Directors and remuneration to be paid to the Directors, Key Managerial Personnel, Senior Management and other employees from time to time on the recommendation of the Nomination and Remuneration Committee.

7. MODIFICATION

The members of the Nomination and Remuneration Committee will review the policy from time to time and, whenever required, recommend to the Board any modification thereto.



PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES. (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

	Requirement of Rule 5(1)	Details	
i)	the ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year	Ratio	Percent
		Mr. A. K. Dabriwala	6.96:1
		Mr. N. Mishra	N.A.
		Mr. R. M. Choubey	N.A.
		Mr. Devashish Dabriwal	N.A.
		Mr. S. C. Saha	N.A.
		Mrs. Rashmi Vijaykaran Dabriwal	N.A.
ii)	the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year	Director	
		Mr. A. K. Dabriwala	6.37
		Mr. N. Mishra	0.00
		Mr. R. M. Choubey	0.00
		Mr. Devashish Dabriwal	0.00
		Mr. S. C. Saha	0.00
		Mrs. Rashmi Vijaykaran Dabriwal	0.00
		K.M.P. other than MD	
		Mr. Arunabha Biswas	12.03
		Mr. Samarjit Jain	14.87
iii)	the percentage increase in the median remuneration of employees in the financial year	12.11	
iv)	number of permanent employees on the rolls of the Company	15	
v)	Explanation on the relationship between average increase in remuneration and Company performance	The employees of the Company received annual increment of 4.50% on an average in the last financial year. Other than usual increment, performance related increment has been introduced in the Company.	
vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company		
(a)	Aggregate remuneration of key managerial personnel (KMP) in F.Y. 2015-16 (Rs. in lacs)	27.65	



UNITED CREDIT LIMITED

(b)	Revenue of the Company (Rs. in lacs)	258.04	
(c)	Remuneration of KMPs (as % of revenue)	10.72	
(d)	Profit before Tax (PBT) (Rs. in lacs)	27.60	
(e)	Remuneration of KMP (as % of PBT)	18.80	
vii)	Variations	As on 31.03.16	As on 31.03.15
(a)	in the market capitalisation of the Company	₹ 5,83,39,662	₹ 9,59,00,814
(b)	price earning ratio	As on 31.03.16 99.55	As on 31.03.15 18.37
(c)	Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer	<p>The last public offer was made in the year 1995 Closing Market Price BSE Limited March 31, 2016 Offer Price in 1995 % change</p> <p>₹ 10.95 ₹ 30.00 (-) 63.50</p>	
viii)	Average percentile increase already made in the last financial year		
(a)	in the salaries of employees other than the managerial personnel	6.86%	
(b)	in the managerial remuneration	2.47%	
(c)	justification for such increase in remuneration	Annual increase in remuneration is as per the pay scale of the concerned employee excepting very few cases where increase is made depending on the performance of the respective employees.	
(d)	exceptional circumstances for increase in the managerial remuneration	N.A.	
ix)	Comparison of the each remuneration of the following Key Managerial Personnel against the performance of the Company		
		Mr. A. K.Dabriwala Managing Director	Mr. Arunabha Biswas Vice President & Company Secretary
		Mr. Samarjit Jain Chief Financial Officer	
	Remuneration in the F.Y. 2015-16 (Rs. in Lacs)	14.26	7.32
	Revenue of the Company (Rs. in Lacs)	258.04	
	Remuneration as % of revenue	5.53	2.84
	Profit before Tax (PBT) (Rs. in Lacs)	27.60	
	Remuneration as % of PBT	51.67	26.52
			21.99



x)	key parameters for any variable component of remuneration availed by the directors	Non-Whole-time Directors are not paid any remuneration other than sitting fees for attending the meetings of the Board and its Committees
xi)	ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	N.A.
xii)	Affirmation	It is hereby affirmed that the remuneration paid to the directors, key managerial personnel and other employees is as per the remuneration policy of the Company.

**CORPORATE GOVERNANCE REPORT**

In terms of Regulation 15(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), compliance with the corporate governance provisions is not mandatory for the time being in respect of the Company. However, as a good corporate gesture, the Company has voluntarily complied with the provisions of corporate governance during the financial year under review. Accordingly, a report on the compliance made by the Company during the financial year ended 31st March, 2016 is given hereunder :

COMPANY’S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

The purpose of corporate governance is to introduce a system which ensures transparency and fairness in all the transactions. With this end in view, the Company has established a set of norms and procedures so that a sustainable value is created for all its stakeholders. A report on Company’s compliances with mandatory requirement on Corporate Governance pursuant to Regulation 34(3) read with Para C of Schedule V of the Listing Regulations is given hereunder :

I. BOARD OF DIRECTORS**(A) COMPOSITION OF BOARD**

The Company meets the ‘Composition’ criteria of the Board of Directors as stipulated in Regulation 17(1) of the Listing Regulations. As on 31st March, 2016 the Board comprised of six Directors, out of which five are non-executive Directors, three of whom are independent Directors. The composition of the Board during the financial year ended 31st March, 2016 is as under :-

Sl. No.	Name of the Directors	Category of Directors	No. of Board Meetings held	No. of Board Meetings attended	Last AGM attended
(1)	(2)	(3)	(4)	(5)	(6)
1.	Mr. A. K. Dabriwala Chairman & Managing Director	Director in Executive capacity & Promoter	7	7	Yes
2.	Mr. N. Mishra	Non-Executive Independent Director		6	Yes
3.	Mr. R. M. Choubey	Non-Executive Independent Director		7	Yes
4.	Mr. Devashish Dabriwal	Non-Executive Promoter Director		7	Yes
5.	Mr. Suresh Chandra Saha	Non-Executive Independent Director		7	Yes
6.	Mrs. Rashmi Vijaykaran Dabriwal	Non-Executive Promoter Director		7	No

Mr. A. K. Dabriwala, Mr. Devashish Dabriwal and Mrs. Rashmi Vijaykaran Dabriwal are related to each other.

(B) NON-EXECUTIVE DIRECTORS’ COMPENSATION AND DISCLOSURES

The Non-Executive Directors are not paid any remuneration apart from sitting fees of ₹10,000/- for attending each meeting of the Board of Directors and of the Committees thereof.

Non-Executive Directors are not holding any shares in the Company.



CORPORATE GOVERNANCE REPORT (contd.)

(C) OTHER PROVISIONS AS TO BOARD AND COMMITTEES**DETAILS OF OTHER DIRECTORSHIPS ETC.**

The details of Directorships in other companies (excluding private limited companies, foreign companies and companies under Section 8 of the Companies Act, 2013), Chairmanship and Committee Membership (Audit Committee and Stakeholders Relationship Committee) held by the Directors are given below:

Sl. No.	Name of the Directors	No. of other Directorships	No. of Chairmanships of the Board excluding UCL	No. of Board Committees of which he/she is a member including UCL	No. of Board Committees of which he/she is a Chairman including UCL
1.	Mr. A. K. Dabriwala Chairman & Managing Director	2	1	1	Nil
2.	Mr. N. Mishra	4	Nil	5	2
3.	Mr. R. M. Choubey	2	Nil	2	1
4.	Mr. Devashish Dabriwal	2	1	1	Nil
5.	Mr. Suresh Chandra Saha	1	Nil	2	1
6.	Mrs. Rashmi Vijaykaran Dabriwal	Nil	Nil	Nil	Nil

DETAILS OF BOARD MEETINGS

The Corporate Governance policy requires the Board to meet at least 4 times a year with a maximum gap of one hundred and twenty days between two consecutive meetings. The details of Board Meetings held during the year are as under :

Sl. No.	Date of Board Meeting	Board's Strength	No. of Directors present
1.	13.04.2015	6	6
2.	26.05.2015	6	6
3.	08.08.2015	6	6
4.	28.09.2015	6	6
5.	04.11.2015	6	6
6.	10.02.2016	6	6
7.	14.03.2016	6	5

BOARD'S PROCESSES

It has always been the Company's policy and practice that apart from matters requiring the Board's approval by statute, all major decisions of the Company as a whole are regularly placed before the Board. This is in addition to information with regard to actual operations, major litigation, feed back reports and minutes of Committee Meetings.

The Company has specifically focused on the requirement of Regulation 17(7) read with Part (A) of Schedule II of the Listing Regulations.

(D) CODE OF CONDUCT

- (i) The Board has prepared a Code of Conduct for all Board Members and senior management personnel of the Company.



CORPORATE GOVERNANCE REPORT (contd.)

- (ii) The Code of Conduct has been posted on the website of the Company. **The details could be accessed in the weblink http://unitedcreditltd.com/unitedadmin/upload/cmspage_462_data.pdf**
- (iii) All Board Members and senior management personnel have affirmed compliance with the Code.

(E) FAMILIARISATION PROGRAMME

Familiarisation programme for Independent Directors was held on 10th February, 2016. The details of familiarisation programme could be accessed in the weblink http://unitedcreditltd.com/unitedadmin/upload/cmspage_460_data.pdf

II. COMMITTEES OF THE BOARD

The Board of Directors has constituted three Committees, namely the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee apart from Share Transfer Committee and Internal Complaints Committee.

(A) AUDIT COMMITTEE**(i) QUALIFIED AND INDEPENDENT AUDIT COMMITTEE**

The Board has set up an Audit Committee comprising of three Non-Executive Independent Directors, namely Mr. S. C. Saha, Mr. N. Mishra and Mr. R. M. Choubey. Mr. Saha has been acting as the Chairman of the Audit Committee.

The Committee has specifically focused on the requirement of Regulation 18(3) read with Part (C) of Schedule II of the Listing Regulations.

The Audit Committee acts in accordance with the terms of reference specified by the Board pursuant to Section 177(4) of the Companies Act, 2013 and Regulation 18(3) of the Listing Regulations.

(ii) MEETINGS OF AUDIT COMMITTEE

The Audit Committee met four times during the financial year 2015-2016. The meetings were held on 26.05.2015, 08.08.2015, 04.11.2015 and 10.02.2016 and attendance of the meetings were as follows:

Name of the Members	Category	No. of Meetings attended
Mr. Suresh Chandra Saha	Chairman & Independent Director	4
Mr. N. Mishra	Independent Director	4
Mr. R. M. Choubey	Independent Director	4

(iii) POWERS AND ROLE OF AUDIT COMMITTEE

The Audit Committee enjoys the powers as mentioned in Section 177 of the Companies Act, 2013 and plays the role as stipulated in Part (C) of Schedule II of the Listing Regulations.

(B) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-Executive Independent Directors, namely Mr. R. M. Choubey, Mr. N. Mishra and Mr. S. C. Saha. Mr. R. M. Choubey is the Chairman of the Nomination and Remuneration Committee. During the year, one meeting was held on 26.05.2015 and attended by all three members of the Committee.

The Nomination and Remuneration Committee has been constituted to discharge the duties as laid down in Regulation 19(4) read with Para (A) of Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013

The Nomination and Remuneration Committee has formulated a Remuneration Policy.



CORPORATE GOVERNANCE REPORT (contd.)

The Nomination and Remuneration Committee has inter alia laid down the following criteria for performance evaluation of the Independent Directors :

- a) Contribution made by the respective Directors for successful operation of the Company; and
- b) Benefits derived by the Company by the suggestions and advice given by the directors.

(C) REMUNERATION OF DIRECTORS
**DETAILS OF REMUNERATION PAID TO THE DIRECTORS
DURING THE FINANCIAL YEAR ENDED 31ST MARCH, 2016**

Sl. No.	Name of the Directors	Salary (₹)	Perquisites and other benefits (₹)	Performance Bonus / Commission (₹)	Sitting Fee (₹)	Total (₹)
1	Mr. A. K. Dabriwala	10,89,000	3,37,318	NIL	NIL	14,26,318
2	Mr. N. Mishra	NIL	NIL	NIL	90,000	90,000
3	Mr. R. M. Choubey	NIL	NIL	NIL	1,10,000	1,10,000
4	Mr. Devashish Dabriwal	NIL	NIL	NIL	65,000	65,000
5	Mr. Suresh Chandra Saha	NIL	NIL	NIL	1,00,000	1,00,000
6	Mrs. Rashmi Vijaykaran Dabriwal	NIL	NIL	NIL	95,000	95,000

Service Contract : Mr. A. K. Dabriwala, Chairman & Managing Director has been re-appointed for three years with effect from 1st November, 2015 in the Annual General Meeting held on 28th September, 2015.

This appointment may be terminated by either party by giving to the other advance notice of three months. No severance fees is applicable.

(D) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee consists of three Directors, namely Mr. R. M. Choubey, Mr. A. K. Dabriwala and Mr. Devashish Dabriwal. Mr. R. M. Choubey is the Chairman of the Stakeholders Relationship Committee. During the year, one meeting was held on 10.02.2016, which was attended by all three members.

The Stakeholders Relationship Committee has been constituted to discharge the duties as laid down in Regulation 20(4) read with Para (B) of Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013.

Mr. Arunabha Biswas, Vice President & Company Secretary, is the Compliance Officer of the Company and acts as the Secretary to all the Committees.

There were no shareholders' complaints received during the year and there are no pending complaints.

The shareholders can now view the action taken by the Company in respect of the complaints and current status of the complaints by logging on to the website of SEBI, i.e. www.sebi.gov.in.

(E) SHARE TRANSFER COMMITTEE

The Company has a Committee entitled as "Share Transfer Committee" to look into various matters pertaining to Share Transfer, Transmission, Transposition and related matters. The Committee presently comprises of Mr. A. K. Dabriwala, Chairman & Managing Director, Mrs. Rashmi Vijaykaran Dabriwal, Director and Mr. Arunabha Biswas, Vice President & Company Secretary.

During the financial year 2015-16, twenty-five meetings of the Share Transfer Committee were held.

(F) INDEPENDENT DIRECTORS

The Independent Directors fulfilled the obligations mentioned in Regulation 25 of the Listing Regulations. Pursuant to Regulation 25(3) of the Listing Regulations, 2015 and Item (VII) of Schedule IV of the Companies Act, 2013, the Independent Directors of the Company held their separate meeting on 4th November, 2015.

**III. SUBSIDIARY COMPANIES**

As on 31st March, 2016 the Company had no subsidiary.

IV. DISCLOSURES**(A) (1) RELATED PARTY TRANSACTIONS**

Disclosures of Directors' interests are made to the Board as per law. Transactions with related parties as per Regulation 23 of the Listing Regulations and Section 188 of the Companies Act, 2013 are placed periodically before the Audit Committee. The details of the related party transactions are given in Notes to the financial statements.

There is no other pecuniary relationship or transaction with the Non-Executive Independent Directors.

(2) DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS THAT MAY HAVE POTENTIAL CONFLICT WITH THE INTERESTS OF THE COMPANY AT LARGE

During the year under review, there was no such contract as requires disclosure under this regulation.

(B) DETAILS OF NON-COMPLIANCE BY THE COMPANY AND PENALTIES / STRICTURES IMPOSED ON THE COMPANY BY THE STATUTORY AUTHORITIES DURING THE LAST THREE YEARS

There has been no non-compliance by the Company and penalties/strictures imposed on the Company by the Stock Exchange(s) or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

(C) ACCOUNTING TREATMENT

In the preparation of financial statements, the Company has followed the text of the Accounting Standards as notified by the Ministry of Corporate Affairs, Government of India, with adequate explanations wherever required.

(D) VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has formulated a Vigil Mechanism / Whistle Blower Policy to enable the Directors and employees to report to the management any kind of unethical behaviour, actual or suspected fraud or violation of the code of conduct or ethics policy. During the year under review, no employee was denied access to the Audit Committee.

(E) DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements. Details of compliance with non-mandatory requirements are given in Item No. (H) of this Report.

(F) POLICY FOR 'MATERIAL' SUBSIDIARIES

Although the Company has no subsidiary, the Policy has been framed and disclosed on the website of the Company and may be accessed at the link http://unitedcredittd.com/unitedadmin/upload/cmspage_438_data.pdf

(G) POLICY ON DEALING WITH RELATED PARTY TRANSACTIONS

The Company has formulated a Policy in dealing with related party transactions. The Policy can be accessed in the weblink http://unitedcredittd.com/unitedadmin/upload/cmspage_484_data.pdf

**(H) EXTENT TO WHICH THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF SCHEDULE II OF THE LISTING REGULATIONS HAVE BEEN ADOPTED**

The Company has complied with all mandatory requirements of Regulation 17 to Regulation 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Paras C, D and E of Schedule V of the Listing Regulations.

The Company has also adopted the following discretionary requirements as specified in Regulation 27(1) read with Part E of Schedule II of the above Regulations.

- i) The Company is in the regime of financial statements with unmodified audit opinion.
- ii) The Internal Auditors directly report to the Audit Committee.

(I) Website

The Company maintains a functional website for dissemination of information pursuant to Regulation 46 of the Listing Regulations.

(J) MANAGEMENT

Report on Management Discussion and Analysis is annexed to the Directors' Report.

(K) DEMAT SUSPENSE ACCOUNT

As there is no share in demat suspense account/unclaimed suspense account, no disclosure is required in this respect.

V. GENERAL BODY MEETINGS**DETAILS OF LAST THREE ANNUAL GENERAL MEETINGS :**

Financial Year	Location	Date	Time	Special Resolution passed	Special Resolution passed through postal ballot	Person who conducted the postal ballot exercise	Procedure for postal ballot
2014-2015	Shripati Singhanian Hall Rotary Sadan 94/2, Chowringhee Road Kolkata – 700 020	28.09.2015	10.00 A.M.	Yes	N.A.	N.A.	N.A.
2013-2014	Shripati Singhanian Hall Rotary Sadan 94/2, Chowringhee Road Kolkata – 700 020	26.09.2014	10.00 A.M.	Yes	N.A.	N.A.	N.A.
2012-2013	Shripati Singhanian Hall Rotary Sadan 94/2, Chowringhee Road Kolkata – 700 020	25.09.2013	10.00 A.M.	No	N.A.	N.A.	N.A.

No Special Resolution is proposed to be conducted through postal ballot in the forthcoming Annual General Meeting.



CORPORATE GOVERNANCE REPORT (contd.)

VI. Means of Communication

a) Quarterly Financial Results	The Quarterly Financial Results are sent to the Stock Exchanges and also published in the newspapers. The Quarterly Financial Results are also given in the Company's website and Listing Centre of the Stock Exchanges/Electronic Platform.
b) Quarterly Results are normally published in	The Financial Express in English and Dainik Lipi / Sukhabar in Bengali.
c) Any website where results or official news are displayed	Quarterly Financial Results are displayed on Company's website www.unitedcreditltd.com and in the websites of The Calcutta Stock Exchange Limited and BSE Ltd. at www.cse-india.com and www.bseindia.com respectively.
d) Whether the website displays official news releases	Yes
e) Whether the website displays presentations made to institutional investors or to analysts	No presentation has been made during the year ended 31st March, 2016.

VII. GENERAL SHAREHOLDER INFORMATION**a) ANNUAL GENERAL MEETING**

- Date : 28th September, 2016
Time : 10.00 A.M
Venue : Shripati Singhania Hall
Rotary Sadan
94/2, Chowringhee Road
Kolkata – 700020
- b) Financial Year : 1st April to 31st March
- c) Dividend payment date : No Dividend has been recommended by the Board.
- d) Name and address of the
Stock Exchanges where the
Company's shares are
listed : (i) BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai – 400 001
(ii) The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata – 700 001

Payment of annual listing fee to BSE Ltd. and The Calcutta Stock Exchange Limited has been made within the due date.



CORPORATE GOVERNANCE REPORT (contd.)

e) **Stock Code**

Name of the Stock Exchanges in which the equity shares of the Company are currently listed for trading with stock codes and ISIN :

Stock Exchange	Code of Equity Shares	ISIN
BSE Ltd.	531091	INE858C01027
The Calcutta Stock Exchange Limited	10031023	

f) **FINANCIAL CALENDAR 2016-17 (TENTATIVE)**

Adoption of Quarterly Results	Tentative dates
30th June, 2016	Second week of August, 2016
30th September, 2016	Fourth week of October, 2016
31st December, 2016	Fourth week of January, 2017
31st March, 2017(Audited Annual Accounts)	Fourth week of May, 2017

g) **STOCK MARKET PRICE DATA – EQUITY**

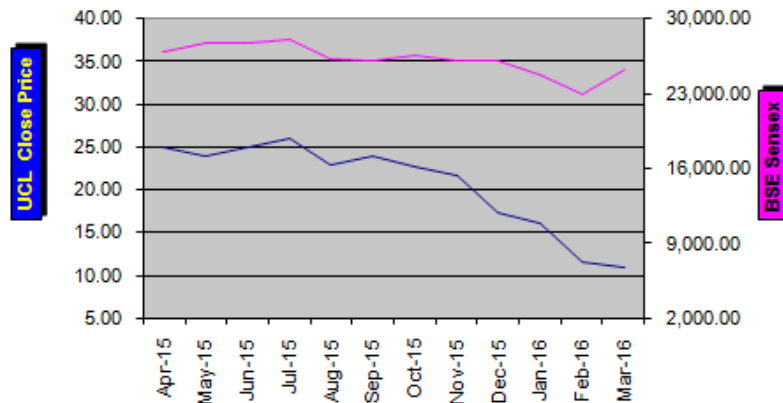
Month		BSE Ltd.	
		High (₹)	Low (₹)
April	2015	26.25	18.90
May	2015	23.95	23.75
June	2015	29.00	23.75
July	2015	28.80	22.70
August	2015	27.30	23.00
September	2015	24.00	23.80
October	2015	22.80	22.80
November	2015	21.70	21.70
December	2015	22.75	16.15
January	2016	17.70	15.80
February	2016	15.30	11.05
March	2016	13.41	10.95



CORPORATE GOVERNANCE REPORT (contd.)

h) PERFORMANCE IN COMPARISON TO BSE SENSEX – April 2015 to March 2016

Stock Price Comparison with Sensex on BSE



i) REGISTRARS & SHARE TRANSFER AGENT

C B Management Services (P) Limited
P-22, Bondel Road, Kolkata – 700019
Tel. No. (033) 2280-6692, 2282-3643, 2287-0263, 4011-6700
Fax No. (033) 4011 6739
E-mail : rta@cbmsl.com
Website : www.cbmsl.com

j) INVESTORS' CORRESPONDENCE

All queries of investors regarding the Company's shares in Physical / Demat form may be sent to the Company or to its Registrars & Share Transfer Agent.

k) SHARE TRANSFER SYSTEM

Share transfers in physical form are registered by the Registrars & Share Transfer Agent and placed before the Share Transfer Committee for approval and share certificates duly endorsed are returned to the respective transferees within fifteen days, provided the documents lodged with the Registrars & Share Transfer Agent / Company are clear in all respects

l) SHAREHOLDING PATTERN OF THE COMPANY AS ON 31ST MARCH, 2016

Category	Equity Shares	
	No. of Shares held	% of Shareholding
A. PROMOTERS' HOLDING		
i. NRI Promoters	—	0.00
ii. Indian Promoters, relatives and associates	3824488	71.78
Sub Total	3824488	71.78
B. NON-PROMOTERS' HOLDING		
Institutional Investors –		
a. Mutual Funds and UTI	2880	0.05
b. Banks, Financial Institutions, Insurance Companies, Central/State Govt. Institutions/Non-Government Institutions (including Foreign Financial Institutions)	29037	0.55
c. FII's	—	0.00
Sub Total	31917	0.60



CORPORATE GOVERNANCE REPORT (contd.)

C. OTHERS		
a. Corporate Bodies	236056	4.43
b. Indian Public	1174404	22.04
c. NRIs	48430	0.91
d. Any other		
- Directors & relatives other than Promoters	—	0.00
- Foreign Nationals	7923	0.15
- Clearing Member	4605	0.09
Sub Total	1471418	27.62
GRAND TOTAL – (A)+(B)+(C)	5327823	100.00

m) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH, 2016

Range	Equity Shares			
	Shareholders		Shares	
No. of Shares	Number	% of total holders	Number	% of total shares
1 - 500	2138	83.78	389426	7.31
501 - 1,000	238	9.32	185499	3.48
1,001 - 2,000	84	3.29	126320	2.37
2,001 - 3,000	29	1.14	73229	1.37
3,001 - 4,000	15	0.59	55592	1.04
4,001 - 5,000	12	0.47	55745	1.05
5,001 - 10,000	14	0.55	99491	1.87
10,001 and above	22	0.86	4342521	81.51
T O T A L	2552	100.00	5327823	100.00

n) DEMATERIALISATION OF SHARES

In order to enable the shareholders to hold their shares in electronic form and to facilitate scripless trading, the Company has enlisted its shares with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

	Equity
Demat request received during the year (01.04.2015 to 31.03.2016)	15 cases
Demat request complied with	15 cases

Share Dematerialisation records : The following data indicates the extent of dematerialisation of Company's equity shares as on 31st March, 2016.

Particulars	In NSDL	In CDSL	Total
No. of Shares dematerialised	4447338	412324	4859662
Percentage of Shares dematerialised	83.47	7.74	91.21
No. of Shareholders	919	525	1444

o) ADDRESS FOR CORRESPONDENCE

United Credit Limited
 27B, Camac Street (8th Floor), Kolkata – 700016
 Ph. No. (033) 2287-9359 / 9360, Fax No. (033) 2287-2047
 E-mail : unitedcredit@vsnl.com

p) DEPOSITORY SERVICES

For guidance on depository services, shareholders may write to the Company or to the respective Depositories :-



CORPORATE GOVERNANCE REPORT (contd.)

National Securities Depository Ltd.
Trade World, A Wing, 4th Floor
Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
Mumbai – 400013
Telephone : (022) 2499 4200
Fax : (022) 2497 6351
E-mail : info@nsdl.co.in
Website : www.nsdl.co.in

Central Depository Services (India) Ltd.
Phiroze Jeejeebhoy Towers
17th Floor, Dalal Street
Mumbai – 400001
Telephone : (022) 2272 3333 / 3224
Fax : (022) 2272 2072 / 3199
E-mail : investors@cdslindia.com
Website : www.cdslindia.com

VIII. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (b) TO (i) OF SUB-REGULATION (2) OF REGULATION 46 OF THE LISTING REGULATIONS

Sl.No.	Particulars	Regulation	Compliance Status	Compliance in brief
1	Board of Directors	17	Yes	The Company complies with the requirement of Regulation 17 of the Listing Regulations in respect of composition of the Board of Directors, meeting of the Board, review of Compliance Report, succession plan, code of conduct etc.
2	Audit Committee	18	Yes	Composition of the Audit Committee and financial literacy. Meeting of Audit Committee. Powers and role of the Audit Committee.
3	Nomination and Remuneration Committee	19	Yes	Composition and role of the Nomination and Remuneration Committee.
4	Stakeholders Relationship Committee	20	Yes	Composition and role of the Stakeholders Relationship Committee.
5	Risk Management Committee	21	N.A.	The Company is not in the list of top 100 listed entities determined on the basis of market capitalisation.
6	Vigil Mechanism	22	Yes	Formulation of Vigil Mechanism for Directors and employees to report genuine concerns. Direct access to Chairperson of the Audit Committee.
7	Related Party Transaction	23	Yes	Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions has been formulated. All statutory compliances are made whenever any Related Party Transaction takes place.
8	Corporate Governance requirements with respect to subsidiary of listed entity	24	N.A.	The Company does not have any subsidiary.
9	Obligations with respect to Independent Directors	25	Yes	Familiarisation Programme of Independent Directors. Meeting of Independent Directors. The Independent Directors comply with the regulation in respect of number of Directorship and tenure of office prescribed by the statute.



CORPORATE GOVERNANCE REPORT (contd.)

Sl.No.	Particulars	Regulation	Compliance Status	Compliance in brief
10	Obligations with respect to Directors and Senior Management	26	Yes	The Directors comply with the requirement prescribed by the regulation in respect of Committee position and Code of Conduct. The Directors and Senior Management make prescribed affirmation and disclosure to the Board of Directors.
11	Other Corporate Governance requirements	27	Yes	The Company regularly filed Compliance Report on Corporate Governance in the format specified by SEBI and complied with the other requirements in respect of this report.
12	Website	46(2)(b) to (i)	Yes	The Company maintains a functional website containing basic functional information about the Company and disseminates other information as required by Regulation 46(2)(b) to (i) of the Listing Regulations.

IX. CEO AND CFO CERTIFICATION

The Chairman & Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board of Directors in terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations.

For and on behalf of the Board

Kolkata – 700 016
21st May, 2016

A. K. Dabriwala
Chairman & Managing Director



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) INDUSTRY STRUCTURE AND DEVELOPMENTS

In spite of lot of challenges, Indian economy maintains its growth. Industrial environment is positive and the economy is about to take off. Several steps have been taken by the Government to boost up the economy which has brought effective result. GDP growth during the year under review is 7.6%.

(b) OPPORTUNITIES AND THREATS

The Company is engaged mainly in non-banking financial activities. There are some relaxations given by the government to NBFCs during the year under review. But only large NBFCs can take advantage of the benefit given by the government. The Company intends to expand its activities in other areas to ensure against uncertainty.

(c) PERFORMANCE OF THE COMPANY

The Company has started diversifying and there is positive sign of improvement in its activities.

(d) OUTLOOK

As already mentioned, the management intends to shift its activities to other profitable areas.

(e) RISKS AND CONCERNS

Risk is inherent in business. The Company being principally a loan company some extra risk is involved. The Company always takes adequate safeguard to ensure recovery of fund deployed by the Company on time.

(f) INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate internal control systems. The Internal Auditors of the Company examine the records of the Company and place their findings before the Board of Directors and Audit Committee every quarter.

(g) DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, Company's operational performance was better than the financial performance.

(h) HUMAN RESOURCES / INDUSTRIAL RELATIONS

During the year ended 31st March, 2016, there was no material development in human resources and industrial relations.

There were fifteen permanent employees in the Company as on 31st March, 2016. The Company maintains good relations with its workers.

(i) CAUTIONARY STATEMENT

This report is a forward looking statement subject to variation in real life situation. Actual results could differ substantially from those expressed or implied.

For and on behalf of the Board

Kolkata – 700 016
21st May, 2016

A. K. Dabriwala
Chairman & Managing Director

DECLARATION BY THE CEO PURSUANT TO PARA D OF SCHEDULE V OF THE LISTING REGULATIONS

This is to confirm that the code of conduct for all Board members and senior management personnel of the Company has been circulated to the concerned persons of the Company and the Company has received affirmation of compliance with the code of conduct from the members of the Board of Directors and the senior management personnel of the Company.

For and on behalf of the Board

Kolkata – 700 016
21st May, 2016

A. K. Dabriwala
Chairman & Managing Director



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of United Credit Limited

We have examined the compliance of conditions of Corporate Governance by United Credit Limited ('the Company'), for the year ended March 31, 2016, as stipulated in Clause 49 of Listing Agreement ('Listing Agreement') of the Company with the stock exchanges for the period 1st April 2015 to 30th November 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to Regulation 15(2) of the Listing Regulations for the period 1st December 2015 to 31st March 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of 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 Agreement/Listing Regulations, as applicable.

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.

Kolkata – 700 016
21st May, 2016

For **RAY & RAY**
Chartered Accountants
Firm's Registration No.301072E
Asish Kumar Mukhopadhyay
Partner
Membership No. 056359



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF UNITED CREDIT LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **UNITED CREDIT LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness



of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements 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, of the state of affairs of the Company as at 31st March, 2016 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by section 143(3) of the 'Act', we report that:
 - i. We have sought and obtained all the information and explanations, which, to the best of knowledge and belief, were necessary for the purpose 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 examinations of those books;
 - iii. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - iv. In our opinion the aforesaid financial statement comply with the Accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014.
 - v. On the basis of written representations received from the Directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016 from being appointed as a Director in terms of section 164(2) of the Act
 - vi. With respect to the adequacy of internal financial controls over financial reporting of the Company and operating effectiveness of such controls, refer to our separate report in **ANNEXURE-I**.
 - vii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



1. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 23.1 (a), 23.1 (b) and 23.1 (c) of the Other Notes to the financial statements;
2. The Company does not have any long-term contracts including derivative contract for which there are any material foreseeable losses;
3. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Kolkata
Date: 21st May, 2016

For RAY & RAY
Chartered Accountants
Firm's Registration No. 301072E
Asish Kumar Mukhopadhyay
Partner
Membership No. 056359

**ANNEXURE TO AUDITORS' REPORT**

Referred to in paragraph 1 of the Auditors' Report on "Other Legal and Regulatory Requirements" of even date to the members of 'UNITED CREDIT LIMITED' on the financial statements for the year ended 31st March, 2016.

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The fixed assets were stated to have been physically verified by the management at reasonable intervals during the year. As stated, no material discrepancies were noticed on such verification.
- (c) The Company does not hold any freehold property in its name. Therefore, in our opinion, clause (i) (c) of the aforesaid order is not applicable to the Company.
- (ii) The Company does not have any inventory. Therefore, reporting requirements of clause (ii) is not applicable to the Company.
- (iii) On the basis of examination of books of account and based on information and explanations given to us, the Company has *not* granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a), (b) and (c) of the aforesaid order are not applicable to the Company.
- (iv) The Company has not given loans, made investments, given guarantees and provided securities covered by provisions of sections 185 and 186 of the Act. Therefore clause (iv) of the aforesaid order is not applicable to the Company.
- (v) The Company has not accepted any deposits from public during the year, within the meaning of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Moreover, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other court or tribunal.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (l) of section 148 of the Act for the Company. Therefore, clause (vi) of the aforesaid order is not applicable for the Company.
- (vii) (a) On the basis of checking of records of the Company and according to the information and explanations given to us, we are of the opinion that the Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, professional tax, cess and any other statutory dues with the appropriate authorities.
- (b) On the basis of checking of records of the Company and on the basis of information and explanations given to us, there has been no dues of sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which has not been deposited on account of any dispute as at the Balance Sheet date, except for the following:
 - 1. Income tax demand pertaining to Assessment year 2011-12 amounting to ₹ 88,330/- lying with Deputy Commissioner of Income Tax [Refer NOTE- 23.1(b)]
 - 2. Income tax demand pertaining to Assessment years 2012-13 & 2013-14 amounting to ₹171,890/- & ₹100,740/- lying with Assistant Commissioner of Income Tax [Refer NOTE- 23.1(c)]
- (viii) The Company has taken term loan (car) from banks. On the basis of records of the Company examined by us and according to the information and explanations given to us, the Company has not defaulted in repayment of loans to banks. The Company had neither taken any loan from financial institution, Government nor it had issued any debenture during the year.
- (ix) On the basis of records of the Company examined by us, the Company has not raised money by way of initial public offer or further public offer including debt instruments during the year. However, the Company had taken term loan (car) from a bank during the year. On the basis of records of the Company examined by us and according to the information and explanations given to us, the term loan were applied for the purposes for which it was raised.



UNITED CREDIT LIMITED

- (x) During the course of our examination of the records of the Company and according to the information and explanations given to us, we have neither come across any instances of fraud by the Company or any fraud on the Company by its officers or employees noticed or reported during the year nor we have been informed of any such case by the management.
- (xi) On the basis of examination of the records of the Company, the managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provision of Section 197 read with Schedule V to the Companies Act.
- (xii) The Company is not a Nidhi Company. Hence the clause (xii) of the aforesaid order is not applicable to the Company.
- (xiii) On the basis of examination of the books of the account of the Company and on the basis of information and explanations given to us, the Company has entered into all transactions with related parties in compliance with Sections 177 and 188 of the Companies Act 2013 and the same is disclosed in the financial statement as required by the applicable Accounting Standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore, clause (xiv) of the aforesaid order is not applicable to the Company.
- (xv) On the basis of examination of records of the Company and according to the information and explanations given to us, we are of the opinion that the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is a Non Banking Finance Company (NBFC) and is required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. The Certificate of registration no. 05.03110 has been issued by the Reserve Bank of India to the Company.

Place: Kolkata
Date: 21st May, 2016

For RAY & RAY
Chartered Accountants
Firm's Registration No. 301072E
Asish Kumar Mukhopadhyay
Partner
Membership No. 056359



We have audited the internal financial controls over financial reporting of **UNITED CREDIT LIMITED** ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Control over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedure to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgments, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedure that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that the generally accepted accounting principles, and that receipts and expenditure of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition use, or disposition of the Company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Kolkata
Date: 21st May, 2016

For RAY & RAY
Chartered Accountants
Firm's Registration No. 301072E
Asish Kumar Mukhopadhyay
Partner
Membership No. 056359



PART I

BALANCE SHEET AS AT 31ST MARCH, 2016

	Particulars	Note No.	As at 31st March 2016	As at 31st March 2015
			(₹)	(₹)
I.	<u>EQUITY AND LIABILITIES</u>			
(1)	Shareholders' Funds			
	(a) Share Capital	1	54,930,230	54,930,230
	(b) Reserves and Surplus	2	155,229,832	154,631,034
(2)	Non-Current Liabilities			
	(a) Long-term Borrowings	3	975,951	874,703
	(b) Other Long-term Liabilities	4	1,469,722	1,818,756
	(c) Long-term Provisions	5	2,158,443	1,861,264
(3)	Current Liabilities			
	(a) Other Current Liabilities	6	14,444,142	14,954,946
	(b) Short-term Provisions	7	381,830	24,095
	TOTAL		229,590,150	229,095,028
II.	<u>ASSETS</u>			
(1)	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	8	2,432,211	2,110,980
	(b) Non-current Investments	9	32	2,345,164
	(c) Deferred Tax Assets (Net)	10	18,648,493	20,082,935
	(d) Long-term Loans and Advances	11	108,699,360	108,224,477
(2)	Current Assets			
	(a) Trade Receivables	12	98,489	-
	(b) Cash and Cash Equivalents	13	5,062,282	4,993,094
	(c) Short-term Loans and Advances	14	92,135,211	88,429,613
	(d) Other Current Assets	15	2,514,072	2,908,765
	TOTAL		229,590,150	229,095,028

Summary of Significant Accounting Policies 22

Other Notes to the Financial Statements 23

**Notes 1 to 15, 22 and 23 referred to above form an integral part of Balance Sheet.
This is the Balance Sheet referred to in our report of even date**

Webel Bhavan, Ground Floor,
Block - EP & GP, Sector - V,
Bidhan Nagar, Salt Lake,
Kolkata - 700 091.
21st May, 2016

For RAY & RAY
Chartered Accountants
Firm's Registration No. 301072E
ASISH KUMAR MUKHOPADHYAY
Partner
Membership Number 056359

Arunabha Biswas
Vice President and
Company Secretary

Samarjit Jain
Chief Financial Officer

On behalf of the Board of Directors
A.K. Dabriwala
Chairman & Mg. Director

Suresh Chandra Saha
Director

**PART II****STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016**

	Particulars	Note No.	For the year ended 31st March 2016 (₹)	For the year ended 31st March 2015 (₹)
I.	Revenue from Operations	16	17,666,268	19,452,473
II.	Other Income	17	8,137,788	269,047
III.	Total Revenue		25,804,056	19,721,520
IV.	<i>Expenses:</i>			
	Employee benefits expense	18	5,673,979	5,421,913
	Finance costs	19	155,556	11,776
	Depreciation and amortisation expenses	8	879,471	607,658
	Other expenses	20	16,335,003	5,497,532
	Total Expenses		23,044,009	11,538,879
V.	Profit/(Loss) before exceptional and extraordinary items and tax		2,760,047	8,182,641
VI.	Exceptional items		-	-
VII.	Profit/(Loss) before extraordinary items and tax		2,760,047	8,182,641
VIII.	Extraordinary items		-	-
IX.	Profit/(Loss) before tax		2,760,047	8,182,641
X.	<i>Tax Expense:</i>			
	(1) Current tax	21	726,807	2,000,000
	(2) Deferred tax		1,434,442	966,733
XI.	Profit /(Loss) for the year from continuing operations		598,798	5,215,908
XII.	Profit/(Loss) from discontinuing operations		-	-
XIII.	Tax expense of discontinuing operations		-	-
XIV.	Profit/(Loss) from discontinuing operations (after tax)		-	-
XV.	Profit/(Loss) for the year		598,798	5,215,908
XVI.	Earning per Equity Share: [Refer Note 23.5]			
	(1) Basic		0.11	0.98
	(2) Diluted		0.11	0.98

Summary of Significant Accounting Policies 22

Other Notes to the Financial Statements 23

Notes 8 and 16 to 23 referred to above form an integral part of Statement of Profit and Loss.

This is the Statement of Profit and Loss referred to in our report of even date.

Webel Bhavan, Ground Floor,
Block - EP & GP, Sector - V,
Bidhan Nagar, Salt Lake,
Kolkata - 700 091.
21st May, 2016

For RAY & RAY
Chartered Accountants
Firm's Registration No. 301072E
ASISH KUMAR MUKHOPADHYAY
Partner
Membership Number 056359

Arunabha Biswas
Vice President and
Company Secretary

Samarjit Jain
Chief Financial Officer

On behalf of the Board of Directors
A.K. Dabriwala
Chairman & Mg. Director

Suresh Chandra Saha
Director


CASH FLOW STATEMENT

	Year ended 31st March	
	2016 (₹)	2015 (₹)
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax & Extraordinary Items	2,760,047	8,182,641
Adjustment for		
Depreciation	879,471	607,658
Loss / (Profit) on Sale of Tangible Assets (Net)	(47,027)	(51,583)
Loss on Sale of Investments	6,750,900	-
Provision against NPA under RBI norms	571,200	-
Provision for Standard Assets under RBI Norms	9,399	17,821
Provision for Diminution in the value of Investment	2,345,131	87,896
Provision for Diminution in the value of Investment W/back	(7,500,999)	-
Interest Received (Gross)	(11,768,349)	(11,030,089)
Interest Paid	155,556	11,776
Operating profit before Working Capital Changes	(5,844,671)	(2,173,880)
Adjustment for		
Trade & Other Receivables	(3,006,034)	(6,658,434)
Trade Payables	(422,582)	54,611
Cash generated from Operations	(9,273,287)	(8,777,703)
Interest Paid	(155,556)	(11,776)
Direct Taxes (Paid)/Refund [Net]	(429,514)	(792,312)
Interest Received (Net)	10,592,813	9,933,438
Cash Flow from Operating Activities	734,456	351,647
Extraordinary Items	-	-
Net Cash from Operating Activities	734,456	351,647
B. CASH FLOW FROM INVESTMENT ACTIVITIES		
Purchase of Fixed Assets	(1,260,174)	(1,596,384)
Sale Proceeds of Fixed Assets	106,499	146,340
Sale Proceeds of Investments	750,100	-
Net Cash used for Investing Activities	(403,575)	(1,450,044)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Borrowings (Term Loan)	1,000,000	1,300,000
Repayment of Borrowings (Term Loan)	(541,086)	(79,641)
Payment to Pref.Shareholders on Redemption	(26,235)	(123,240)
Net Cash used in Financing Activities	432,679	1,097,119
Net Increase in Cash & Cash Equivalents (A+B+C)	763,560	(1,278)
Opening Balance of Cash & Cash Equivalents	194,736	196,014
Closing Balance of Cash & Cash Equivalents	958,296	194,736



CASH FLOW STATEMENT (Contd.)

NOTES:

1. The above Cash Flow Statement has been compiled from and is based on the Balance Sheet as at 31st March 2016 and the related Statement of Profit and Loss for the year ended on that date.
2. The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS-3) on "Cash Flow Statement", issued by The Institute of Chartered Accountants of India and reallocations required for this purpose are made by the Company.
3. In the above Cash Flow Statement, Cash and Cash Equivalents do not include bank balances of unpaid dividend account which are not available for use by the Company.
4. Figures in parenthesis represent outflow.
5. Previous year's figures have been regrouped, recast, wherever necessary, to conform current year's presentation.

This is the Cash Flow Statement referred to in our report of even date.

Webel Bhavan, Ground Floor,
Block - EP & GP, Sector - V,
Bidhan Nagar, Salt Lake,
Kolkata - 700 091.
21st May, 2016

For RAY & RAY
Chartered Accountants
Firm's Registration No. 301072E
ASISH KUMAR MUKHOPADHYAY
Partner
Membership Number 056359

Arunabha Biswas
Vice President and
Company Secretary

Samarjit Jain
Chief Financial Officer

On behalf of the Board of Directors
A.K. Dabriwala
Chairman & Mg. Director

Suresh Chandra Saha
Director


Notes to the financial statements

	As at 31st March 2016 (₹)	As at 31st March 2015 (₹)
NOTE - 1 - Share Capital		
a) Authorised –		
15,000,000 (Previous year 15,000,000) Equity Shares of ₹10/- each	150,000,000	150,000,000
5,000,000 (Previous year 5,000,000) Preference Shares of ₹10/- each	50,000,000	50,000,000
	200,000,000	200,000,000
b) Issued –		
5,790,729 (Previous year 5,790,729) Equity Shares of ₹10/- each {Refer Note below}	57,907,290	57,907,290
	57,907,290	57,907,290
c) Subscribed and Fully Paid-up –		
5,327,823 (Previous year 5,327,823) Equity Shares of ₹10/- each fully paid-up. (1,108,857 & 1,700,280 Equity Shares of ₹10/- each were issued and allotted to Shareholders of erstwhile United Bank of India Limited and United Credit Financial Services Limited respectively pursuant to Scheme of Amalgamation with the Company)	53,278,230	53,278,230
330,400 (Previous year 330,400) Shares Forfeited-Amount originally paid-up	1,652,000	1,652,000
	54,930,230	54,930,230

Reconciliation of Share Capital

	31st March, 2016		31st March, 2015	
	No. of Equity Shares	No. of Preference Shares	No. of Equity Shares	No. of Preference Shares
Outstanding at the beginning of the year	5,327,823	—	5,327,823	—
Add : Issued during the year	—	—	—	—
Less : Redeemed during the year	—	—	—	—
Less : Bought back during the year	—	—	—	—
Outstanding at the end of the year	5,327,823	—	5,327,823	—

Note :

Rights, preferences and restrictions attached to shares :

The Company has one class of Equity Shares having par value of ₹10/- per share at the end of the year. These Shares rank pari passu in all respects including voting rights and entitlement of dividend.

SHAREHOLDERS HOLDING MORE THAN 5% SHARES

Name of the shareholders	31st March, 2016		31st March, 2015	
	No. of shares held	Percentage	No. of shares held	Percentage
<i>Equity Shares :</i>				
Dabriwala Banijya Udyog Ltd.	2,299,264	43.16	2,299,264	43.16
Anurag Properties Pvt. Ltd.	742,374	13.93	1,297,874	24.36
Sri Ashok Kumar Dabriwala	738,540	13.86	—	—

**Notes to the financial statements (contd.)**

		As at 31st March 2016	As at 31st March 2015
	(₹)	(₹)	(₹)
NOTE - 2 - Reserves and Surplus			
a) Capital Reserve			
Balance as per last account		311,487	311,487
b) Capital Redemption Reserve			
Balance as per last account		25,438,750	25,438,750
c) Securities Premium Reserve			
Balance as per last account		39,351,892	39,351,892
d) Other Reserves			
Reserve Fund as per RBI Norms -			
Balance at the beginning of the year	19,215,594		18,172,412
Add : Transfer from Surplus	119,760		1,043,182
Balance at the end of the year		19,335,354	19,215,594
e) General Reserve			
Balance at the beginning of the year	63,739,099		63,804,640
Less : Adjustment to carrying value for Assets	—		65,541
Balance at the end of the year		63,739,099	63,739,099
f) Surplus in the Statement of Profit and Loss			
Balance at the beginning of the year	6,574,212		2,401,486
Add : Profit for the year	598,798		5,215,908
	7,173,010		7,617,394
Less : Appropriations			
Transfer to Reserve Fund under RBI Norms	119,760		1,043,182
Balance at the end of the year		7,053,250	6,574,212
		155,229,832	154,631,034
NOTE - 3 - Long-term Borrowings			
<u>Secured :</u>			
<u>Term Loan</u>			
Auto (Cars) Loans from Banks		975,951	874,703
(Repayable in 36 monthly instalments from the date of loan i.e. 05.03.2015 to 05.02.2018 and 05.10.2015 to 05.09.2018) (secured against hypothecation of car)			
		975,951	874,703


Notes to the financial statements (contd.)

	As at 31st March 2016 (₹)	As at 31st March 2015 (₹)
NOTE - 4 - Other Long-term Liabilities		
<u>Others</u>		
i) Security Deposit	1,469,722	1,818,756
	<u>1,469,722</u>	<u>1,818,756</u>
 NOTE - 5 - Long-term Provisions		
a) <u>Provision for Employee Benefits</u>		
i) For Leave Encashment [Refer Note 23.10]	495,645	779,065
	<u>495,645</u>	<u>779,065</u>
b) <u>Others</u>		
i) Contingent Provisions against Standard Assets [Refer Note 23.4]	234,798	225,399
ii) Provisions against NPA under RBI Norms [Refer Note 23.3]	1,428,000	856,800
	<u>1,662,798</u>	<u>1,082,199</u>
	<u>2,158,443</u>	<u>1,861,264</u>
 NOTE - 6 - Other Current Liabilities		
i) Current maturities of Long-term Borrowings		
Car Loan from Bank	751,853	394,187
(Secured against hypothecation of cars)		
ii) Unpaid Dividends	4,103,986	4,798,358
iii) Dues to Preference Shareholders on Redemption	8,722,800	8,749,035
iv) Other Payables [Refer Note below]	865,503	1,013,366
	<u>14,444,142</u>	<u>14,954,946</u>
Note :		
Other payables represent amount payable on account of liabilities for expenses and statutory dues.		
 NOTE - 7 - Short-term Provisions		
i) For Leave Encashment [Refer Note 23.10]	381,830	24,095
	<u>381,830</u>	<u>24,095</u>



Notes to the financial statements (contd.)

NOTE - 8 - Fixed Assets

Particulars	Gross Block (At Cost)			Depreciation			Net Block				
	Cost upto 31st March, 2015 (₹)	Additions during the year (₹)	Sold/Discarded during the year (₹)	Total Cost upto 31st March, 2016 (₹)	Upto 31st March, 2015 (₹)	Provided for the year (₹)	On Assets sold/discarded (₹)	Adjusted with Reserve (₹)	Total upto 31st March, 2016 (₹)	as at 31st March, 2016 (₹)	as at 31st March, 2015 (₹)
TANGIBLE ASSETS:											
Own Assets											
Furniture & Fixtures	2,996,542	65,669	60,000	3,002,211	2,665,621	99,639	57,000	—	2,708,260	293,951	330,921
Office Equipment	520,474	26,900	—	547,374	438,134	30,991	—	—	469,125	78,249	82,340
Computers	824,844	—	—	824,844	763,539	33,192	—	—	796,731	28,113	61,305
Motor Cars	2,788,339	1,167,605	733,054	3,222,890	1,151,925	715,649	676,582	—	1,190,992	2,031,898	1,636,414
Total	7,130,199	1,260,174	793,054	7,597,319	5,019,219	879,471	733,582	—	5,165,108	2,432,211	2,110,980
Figures for the previous year	6,679,250	1,596,384	1,145,435	7,130,199	5,367,389	607,658	1,050,678	94,850	5,019,219	2,110,980	


Notes to the financial statements (contd.)
NOTE - 9 - Non-current Investments

 (At Cost unless stated otherwise)
 [Other Than Trade]

	As at 31st March 2016			As at 31st March 2015																																			
	Face Value (₹)	No. of Shares	Value (₹)	No. of Shares	Value (₹)																																		
(A) INVESTMENTS IN EQUITY INSTRUMENTS																																							
(1) FULLY PAID-UP EQUITY SHARES (QUOTED)																																							
Birla Power Solutions Ltd.	1	64,800	125,982	64,800	125,982																																		
<u>Less</u> : Provision for Diminution in the value of Investments			125,982		120,150																																		
			----		5,832																																		
			----		5,832																																		
(2) FULLY PAID-UP EQUITY SHARES (UNQUOTED)																																							
a) Associate Company																																							
United Nanotech Products Ltd.	10	----	----	750,100	7,501,000																																		
<u>Less</u> : Provision for Diminution in the value of Investments			----		7,500,999																																		
			----		1																																		
b) Other than Associate Company																																							
Calcutta Metropolitan Group Ltd.	10	3	30	3	30																																		
Sky B (Bangla) Pvt. Ltd.	10	10,000	100,000	10,000	100,000																																		
<u>Less</u> : Provision for Diminution in the value of Investments			100,000		93,700																																		
			----		6,300																																		
Business India Publications Ltd.	10	50,000	2,750,000	50,000	2,750,000																																		
<u>Less</u> : Provision for Diminution in the value of Investments			2,749,999		417,000																																		
			1		2,333,000																																		
			31		2,339,331																																		
(B) INVESTMENTS IN PREFERENCE SHARES																																							
8% FULLY PAID-UP CUMULATIVE REDEEMABLE PREFERENCE SHARES (UNQUOTED)																																							
Associate Company																																							
United Nanotech Products Ltd.	10	5,210,000	52,100,000	5,210,000	52,100,000																																		
<u>Less</u> : Provision for Diminution in the value of Investments			52,099,999		52,099,999																																		
			1		1																																		
			1		1																																		
Total			32		2,345,164																																		
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th rowspan="2"></th> <th colspan="2">Current year</th> <th colspan="2">Previous year</th> </tr> <tr> <th>Book Value (₹)</th> <th>Market Value (₹)</th> <th>Book Value (₹)</th> <th>Market Value (₹)</th> </tr> </thead> <tbody> <tr> <td>Aggregate Amount of Quoted Investments :</td> <td>125,982</td> <td>----</td> <td>125,982</td> <td>5,832</td> </tr> <tr> <td>Aggregate Amount of Unquoted Investments :</td> <td>54,950,030</td> <td>----</td> <td>62,451,030</td> <td>----</td> </tr> <tr> <td></td> <td>55,076,012</td> <td></td> <td>62,577,012</td> <td></td> </tr> <tr> <td><u>Less</u>: Aggregate Provision for Diminution in the value of Investments</td> <td>55,075,980</td> <td></td> <td>60,231,848</td> <td></td> </tr> <tr> <td>Total</td> <td>32</td> <td></td> <td>2,345,164</td> <td></td> </tr> </tbody> </table>							Current year		Previous year		Book Value (₹)	Market Value (₹)	Book Value (₹)	Market Value (₹)	Aggregate Amount of Quoted Investments :	125,982	----	125,982	5,832	Aggregate Amount of Unquoted Investments :	54,950,030	----	62,451,030	----		55,076,012		62,577,012		<u>Less</u> : Aggregate Provision for Diminution in the value of Investments	55,075,980		60,231,848		Total	32		2,345,164	
	Current year		Previous year																																				
	Book Value (₹)	Market Value (₹)	Book Value (₹)	Market Value (₹)																																			
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Aggregate Amount of Unquoted Investments :	54,950,030	----	62,451,030	----																																			
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<u>Less</u> : Aggregate Provision for Diminution in the value of Investments	55,075,980		60,231,848																																				
Total	32		2,345,164																																				

**Notes to the financial statements (contd.)**

	As at 31st March 2016 (₹)	As at 31st March 2015 (₹)
NOTE - 10 - Deferred Tax Assets (Net)		
Deferred Tax Liabilities	---	---
	---	---
Deferred Tax Assets		
On account of timing difference in Provision for Leave Encashment	271,140	248,176
Provision for Standard Assets (as per RBI Norms)	72,553	69,648
Provision for Diminution in the Value of Investments	17,018,478	18,611,641
Provision against NPA as per RBI Norms	441,252	264,751
Depreciation	845,070	888,719
	<u>18,648,493</u>	<u>20,082,935</u>
Deferred Tax Assets	<u>18,648,493</u>	<u>20,082,935</u>
NOTE - 11 - Long-term Loans and Advances		
(Unsecured, Considered Good)		
i) Other Loans and Advances		
a) Advances recoverable in cash or in kind or for value to be received	10,310	31,350
b) Advance Tax including Tax Deducted at Source [Refer Note 23.1(a)] (Net of Provision of Tax C.Y. ₹10,600,000/-, P.Y. ₹11,600,000/-)	4,281,454	3,403,211
ii) Security Deposits	<u>101,551,596</u>	<u>101,933,916</u>
	<u>105,843,360</u>	<u>105,368,477</u>
(Secured, Considered Good)		
iii) Others (Assigned) Receivable [Refer Note 23.3]	2,856,000	2,856,000
(SECURED BY MORTGAGE OF LAND, BUILDING, PLANT & MACHINERY INSTALLED / TO BE INSTALLED THEREIN)		
	<u>108,699,360</u>	<u>108,224,477</u>
NOTE - 12 - Trade Receivables		
(Unsecured, Considered Good)		
i) Others	98,489	---
	<u>98,489</u>	---
NOTE - 13 - Cash & Cash Equivalents		
i) CASH & CASH EQUIVALENTS		
a) Balances with Banks in Current Accounts	833,487	172,614
b) Cheque-in-Hand	104,450	---
c) Cash in hand - As Certified by Management	20,359	22,122
	<u>958,296</u>	<u>194,736</u>
ii) OTHER BANK BALANCES		
Unpaid Dividends	4,103,986	4,798,358
	<u>5,062,282</u>	<u>4,993,094</u>
NOTE - 14 - Short-term Loans and Advances		
(Unsecured, Considered Good)		
Other Loans and Advances		
i) Loans (Repayable on Demand)	91,405,000	87,775,000
ii) Advances recoverable in cash or in kind or for value to be received	347,891	272,293
iii) Security Deposits	382,320	382,320
	<u>92,135,211</u>	<u>88,429,613</u>


Notes to the financial statements (contd.)

	As at 31st March 2016 (₹)	As at 31st March 2015 (₹)
NOTE - 15 - Other Current Assets		
<i>(Unsecured, Considered Good)</i>		
i) Interest Accrued on Loans	2,514,072	2,384,615
ii) Interest Accrued on (Assigned) Receivables	---	524,150
	<u>2,514,072</u>	<u>2,908,765</u>

	For the year ended 31st March 2016 (₹)	For the year ended 31st March 2015 (₹)
NOTE - 16 - Revenue from Operations		
Interest on Loans (Gross)	11,768,349	11,030,089
Rent Income	5,897,919	8,422,384
	<u>17,666,268</u>	<u>19,452,473</u>

NOTE - 17 - Other Income		
Others	270,366	217,464
Profit on Sale of Fixed Assets (Net)	47,027	51,583
Provision for Diminution in the value of Investments written back	7,500,999	—
Liability no Longer Required Written Back	319,396	—
	<u>8,137,788</u>	<u>269,047</u>

NOTE - 18 - Employee Benefits Expense		
Salaries, Wages & Bonus	4,108,417	3,846,936
Company's Contribution to Provident Fund	396,713	373,157
Group Insurance Scheme in Lieu of EDLI	65,597	48,137
Staff Welfare Expenses	903,756	865,361
Company's Contribution to Gratuity Fund & Superannuation Fund	199,496	288,322
	<u>5,673,979</u>	<u>5,421,913</u>

NOTE - 19 - Finance Costs		
INTEREST ON :		
Term Loan (Car)	155,556	11,776
	<u>155,556</u>	<u>11,776</u>

**Notes to the financial statements (contd.)**

		For the year ended 31st March 2016	For the year ended 31st March 2015
NOTE - 20 - Other Expenses	(₹)	(₹)	(₹)
Rent		675,128	674,400
Insurance		184,235	189,362
Law Charges		394,370	60,860
Printing & Stationery		165,851	142,387
Postage, Courier & Telephone		280,724	218,912
Electricity Expenses		412,763	367,751
Travelling & Conveyance		978,092	1,131,474
Advertisement		109,490	112,395
Auditors' Remuneration			
Statutory Audit	120,000		120,000
Tax Audit	10,000		10,000
Limited Review	40,000		40,000
Certification Work	40,000		47,000
Service Tax	30,220		26,819
		240,220	
Car Expenses		496,653	598,509
Rates & Taxes		495,176	44,802
Maintenance & Repairs - Others		90,311	99,433
Sales Promotion		201,292	174,503
Computer Expenses		105,553	96,595
Computer Software Expenses		50,820	---
Directors' Fees		460,000	260,000
Professional Fees		440,168	245,343
Bank Charges		6,368	6,562
Service Charges		375,929	256,296
Miscellaneous Expenses		495,230	468,412
Loss on Sale of Investments		6,750,900	---
Provision for NPA under RBI Norms	[Refer Note 23.3]	571,200	---
Provision for Diminution in the value of Investments		2,345,131	87,896
Provision for Standard Assets as per RBI Norms	[Refer Note 23.4]	9,399	17,821
		16,335,003	5,497,532
NOTE - 21 - Current Tax			
Provision for Taxation		1,200,000	2,000,000
Excess Provision of Income Tax for earlier year written back		(473,193)	---
		726,807	2,000,000

**Notes to the financial statements (contd...)****NOTE 22****Summary of Significant Accounting Policies**

1. **Basis of Preparation of Financial Statements:**
The Financial Statements have been prepared on accrual basis of accounting (except wherever stated), under the historical cost convention and in accordance with the accounting principles generally accepted in India and comply in all material aspects with the Accounting Standards notified u/s 133 pursuant to Section 129(1) of the Companies Act, 2013.
2. **Use of Estimates:**
The preparation of financial statements in conformity with generally accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at date of financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from these estimates. Any revision to accounting estimates is recognised in the period in which the results are known / materialised.
3. **Fixed Assets:**
Fixed Assets are stated at cost less depreciation. Cost includes taxes, freight and other incidental expenses related to acquisition and installation of the said assets.
4. **Depreciation:**
Depreciation on fixed assets is computed on Written Down Value Method as prescribed in Schedule II of the Companies Act, 2013.
5. **Investments:**
Investments held by the Company are long term in nature and are stated at cost, unless stated otherwise. Diminution in value, if any, of permanent nature are provided for.
6. **Foreign Exchange Transactions:**
Payments made in foreign currency are converted at the applicable exchange rate prevailing on the date of remittance. Liability on account of foreign currency is converted at the exchange rate prevailing as at the end of the year except in case of subsequent payments where liability is provided at actuals. Gain/Loss arising out of fluctuation in exchange rate is adjusted in the statement of Profit and Loss.
7. **Employee Benefits:**
Short Term Employee Benefits are recognised as an expense in the Statement of Profit and Loss of the year in which related service is rendered.

Post employment and other Long Term Employee Benefits are provided for in the Accounts in the following manner:
 - i) Gratuity – Maintained as a defined benefit retirement plan and contribution is made to the Life Insurance Corporation of India, as per Company's Scheme. Provision / write back, if any, is made on the basis of the present value of the liability as at the Balance Sheet date determined by actuarial valuation following Projected Unit Credit Method and is treated as liability.
 - ii) Leave encashment on termination of service – As per actuarial valuation as at the Balance Sheet date following Projected Unit Credit Method.
 - iii) Provident Fund – Provident Fund is a Defined Contribution Scheme, where the contribution is made to a Fund administered by the Government Provident Fund Authority.
8. **Taxes on Income:**
Income Tax expense comprises of current tax and deferred charge or credit. Current tax is determined as the amount of tax payable in respect of taxable income for the year.

**Notes to the financial statements (contd.)**

Deferred tax expense or benefit is recognised on timing differences being the difference between the taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantially enacted by the Balance Sheet date.

In the event of unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only to the extent that there is virtual certainty that sufficient taxable income will be available in future to realize such assets. In other situations, deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available to realize these assets.

9. Recognition of Income:

- a) Interest on Loan is accounted for on accrual basis.
- b) Dividend is recognised when the right to receive is established.
- c) Rent Income is accounted for on accrual basis.
- d) Interest income on Non-performing Assets are accounted for on receipt basis.

10. Prudential Norms:

The Company has followed the prudential norms for income recognition and provisioning against non-performing assets and standard assets as prescribed by the Reserve Bank of India for Non-Banking Financial Companies.

11. Prior period adjustments, extra-ordinary items and changes in Accounting Policy:

Prior period adjustments, extra-ordinary items and changes in accounting policies having material impact on the financial affairs of the Company are disclosed.

12. Provision, Contingent Liabilities and Assets:

Provisions are recognised when the Company has legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation. Contingent assets are neither recognised nor disclosed in the financial statements.

NOTE 23**Other Notes to the Financial Statements****23.1** Contingent liabilities not provided for in respect of:

- a) Income tax demand for the Assessment Year 1996-97 amounting to ₹ 6,900,919/- (Previous year ₹ 6,900,919/-) including Interest of ₹ 1,031,539/- calculated upto July 2008 against which the Company has filed an appeal under Section 261 of the Income Tax Act, 1961, before the Hon'ble Supreme Court against High Court Judgement which was passed in favour of Revenue Department. The subject case is still pending for hearing. The Company had already paid a sum of ₹ 6,900,919/- (Previous year ₹ 6,900,919/-) under protest which has been shown under Long-Term Loans and Advances in NOTE 11.
- b) Income tax demand pertaining to Assessment Year 2011-12 amounting to ₹ 88,330/- (Previous year ₹ 88,330/-) in respect of which a rectification petition u/s 154 of the Income Tax Act, 1961 has been filed with Deputy Commissioner of Income Tax against Assessment Order u/s 143(3) dated 04/03/2014.



Notes to the financial statements (contd.)

- c) Income tax demand pertaining to Assessment Years 2012-13 and 2013-14 amounting to ₹ 171,890/- (Previous Year ₹ 171,890/-) and ₹ 100,740/- (Previous Year ₹ 100,740/-) respectively, the Company has submitted its response for outstanding demands to the Assistant Commissioner of Income Tax (CPC).
- 23.2** General Reserve includes Revenue Reserve of ₹ 17,871,849/- (Previous Year ₹ 17,871,849/-) being difference between assets and liabilities taken over after adjustment of consideration money in terms of Scheme of Amalgamation of United Credit Financial Services Ltd.
- 23.3** The Company has followed the prudential norms prescribed by the Reserve Bank of India in respect of income recognition and provision for non-performing assets. The Company has made a total provision of ₹ 1,428,000/- (Previous Year ₹ 856,800/-) as on 31/03/2016 in respect of NPA assets under doubtful category as shown in NOTE 5(b) (ii). However, the Company has received an amount of ₹ 582,389/- (Previous year ₹ 582,389/-) towards Interest on Outstanding Principal from The India Jute and Industries Ltd. The sum so received was as per the terms of settlement of our dues mentioned in the Draft Rehabilitation Scheme (DRS) filed with BIFR.
- 23.4** In compliance with the Notification No.DNBS/223/CGM(US)-2011 dated 17/01/2011 as updated (Para 10) on 11/04/2016 Master Circular dated 01/07/2015 - "Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015" issued by Reserve Bank of India, the Company has made provision of ₹ 9,399/- (Previous year ₹ 17,821/-) for Standard Assets @ 0.25%of outstanding loan amount. The Company has maintained a total provision of ₹ 234,798/- (Previous year ₹ 225,399/-) and the same has been separately shown as "Contingent Provisions against Standard Assets" under the head "Long-Term Provisions" under Non-Current Liabilities in NOTE 5 (b) (i).
- 23.5 Earnings per share**
- | | Current Year
(₹) | Previous Year
(₹) |
|---|---------------------|----------------------|
| Profit computation for both Basic and Diluted earnings per share of ₹ 10/- each | | |
| Net Profit/(Loss) after tax as per Statement of Profit and Loss | 598,798 | 5,215,908 |
| Less: Preference Dividend | ---- | ---- |
| Less: Tax on Preference Dividend | ---- | ---- |
| Profit available for Equity Shareholders | 598,798 | 5,215,908 |
| Weighted average number of Equity shares outstanding | 5,327,823 | 5,327,823 |
| Basic and diluted earnings per share in rupees of face value ₹ 10/- | 0.11 | 0.98 |
- 23.6** The Company is predominantly engaged in Non-banking Financial Activities and therefore Segment Reporting as envisaged in Accounting Standard (AS-17) on Segment Reporting is not applicable.

23.7 Related Party Transactions

a) List of Related Parties:

Sl. No.	Name	Relation
<u>Key Managerial Personnel & Relatives</u>		
1	Sri Ashok Kumar Dabriwala	Chairman & Managing Director
2	Sri Devashish Dabriwal	Director
3	Smt Rashmi Dabriwal	Director
4	Sri Arunabha Biswas	Vice President & Company Secretary
5	Sri Samarjit Jain	Chief Financial Officer
<u>Others</u>		
1	Dabriwala Banijya Udyog Limited	Enterprise in which Key Managerial Personnel has significant influence.

**Other Notes to the Financial Statements (contd.)**

b) During the financial year, the Company has entered into following transactions with the following related parties:

1	The name of the transacting related party	Dabriwala Banijya Udyog Limited	Key Managerial Personnel Sri A. K. Dabriwala	Key Managerial Personnel Sri A. Biswas	Key Managerial Personnel Sri S. Jain	Sri D. Dabriwal	Smt. R. Dabriwal
2	Nature of Relationship	Common Director	Chairman & Managing Director	Vice President & Company Secretary	Chief Financial Officer	Relative of KMP	Relative of KMP
3	Nature of transaction	Rent / Security Deposit / Municipal Tax	Remuneration	Remuneration	Remuneration	Sitting Fees	Sitting Fees
4	Volume of the transactions.	i) Rent Received - ₹12,000/- (P.Y.- ₹12,000/-) ii) Rent Paid - ₹12,000/- (P.Y.- ₹12,000/-) M. Tax - ₹445,874/-	₹1,426,318/- (P.Y. - ₹1,257,715/-)	₹731,655/- (P.Y. - ₹653,231/-)	₹607,024/- (P.Y. - ₹544,807/-)	₹65,000/- (P.Y. - ₹35,000/-)	₹95,000/- (P.Y. - ₹25,000/-)
5	i) The amounts of outstanding at the balance sheet date. ii) Provisions for doubtful debts due from such parties at that date.	Security Deposit given - ₹10 Crores (P . Y . - ₹10 Crores) NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL	NIL NIL
6	Amounts written off or written back in the period in respect of debts due.	NIL	NIL	NIL	NIL	NIL	NIL

23.8 Expenditure in Foreign Currency

	<u>Current Year</u>	<u>Previous Year</u>
	(₹)	(₹)
Foreign Travel	154,526	252,483

23.9 There are no reported micro, small and medium enterprises as defined in, "The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006" to which the Company owes dues and as such the disclosure requirements under Section 22 of the said Act does not arise.

23.10 The disclosures for "Employee Benefits" as defined in AS-15 (revised 2005) are given below:

Long Term Defined Benefit Plans in respect of Gratuity and Compensated Absences as on 31st March 2016 as per Actuarial Valuations using Projected Unit Credit Method and recognised in the financial statements in respect of Employee Benefit Schemes.


Other Notes to the Financial Statements (contd.)

		Leave Encashment		Gratuity	
		(₹) Lakhs		(₹) Lakhs	
I	Expenses recognised in the Statement of Profit and Loss for the year ended 31st March 2016	Current Year	Previous Year	Current Year	Previous Year
1	Current Service Cost	0.77	0.34	0.89	0.71
2	Interest Cost	0.60	0.57	1.81	1.71
3	Curtailment cost/(credit)	-	-	-	-
4	Expected return on plan assets	-	-	(2.18)	(2.02)
5	Net Actuarial (Gains) / Losses	(0.25)	-	1.31	(1.15)
6	Past Service Cost	-	-	-	-
7	Settlement Cost	-	-	-	-
8	Total Expenses	1.12	0.91	1.83	(0.75)
	The Gratuity Expenses have been recognised in 'Companies Contribution to Gratuity Fund & Superannuation Fund' and Leave Encashment in "Salaries/Wages and Bonus" under Note 18				
II	Net Assets/(Liability) recognised in the Balance Sheet as at 31st March 2016				
1	Present value of Defined Benefit Obligation	8.77	8.03	25.23	22.64
2	Fair Value of Plan Assets	-	-	25.97	24.87
3	Funded status of assets	(8.77)	(8.03)	0.74	2.23
4	Net asset/(liability)	(8.77)	(8.03)	0.74	2.23
III	Change in Defined Benefit Obligation during the year ended 31st March 2016				
1	Present value of Defined Benefit Obligation at beginning of the year	8.03	7.12	22.64	21.37
2	Current Service Cost	0.77	0.34	0.89	0.71
3	Interest Cost	0.60	0.57	1.81	1.71
4	Settlement Cost	-	-	-	-
5	Past Service Cost	-	-	-	-
6	Employee Contributions	-	-	-	-
7	Actuarial (Gains)/Losses	(0.25)	-	1.31	(1.15)
8	Benefits Paid	(0.38)	-	(1.42)	-
9	Present value of Defined Benefit Obligation at the end of the year	8.77	8.03	25.23	22.64
IV	Change in Fair Value of Plan Assets during the year ended 31st March 2016				
1	Fair Value of Plan assets at the beginning of the year	-	-	24.87	21.56
2	Assets acquired on amalgamation in previous year	-	-	-	-
3	Settlements	-	-	-	-
4	Expected return on plan assets	-	-	2.18	2.02
5	Contributions by Employer	-	-	0.34	1.29
6	Actual benefits paid	-	-	(1.42)	-
7	Actuarial Gains / (Losses)	-	-	-	-
8	Fair Value of Plan assets at the end of the year	-	-	25.97	24.87
9	Actual return on plan assets	-	-	-	-

**Other Notes to the Financial Statements (contd.)**

V	Experience History for the year ended 31st March 2016		
A	Experience History		
1	Defined Benefit Obligation at the end of the year	8.77	8.03
2	Plan assets at the end of the year	-	-
3	Surplus/(Deficit)	(8.77)	(8.03)
4	Experience (Gain)/Loss adjustments on plan liabilities	-	-
5	Experience (Gain)/Loss adjustments on plan assets	-	-
B	Division of Defined Benefit Obligation (Current/Non-Current)		
1	Current Defined Benefit Obligation at the end of the year	3.82	0.24
2	Non-Current Defined Benefit Obligation at the end of the year	4.95	7.79
3	Total Defined Benefit Obligation at the end of the year	8.77	8.03

VI	Actuarial Assumptions:	As at 31/03/2016 Leave Encashment	As at 31/03/2016 Gratuity
1	Discount Rate	8.00% p.a. Compounded	8.00% p.a. Compounded
2	Mortality pre-retirement/post-retirement	Standard Table LIC (2006-08) Ultimate	Standard Table LIC (2006-08) Ultimate
3	Rate of increase in salaries	7.00%	5.00%
4	Expected Average remaining working lives of employees (years)	3.79	-
5	Apart from the above the estimates of future salary increases considered in actuarial valuation taking into account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		

Defined Contribution Plans

	<u>Current Year</u>	<u>Previous Year</u>
	(₹)	(₹)
Amount recognised in the Statement of Profit and Loss		
1) Provident fund paid to the authorities (Employer)	274,077	261,267
2) Pension fund paid to the authorities (Employer)	89,184	80,425
3) Contribution to Superannuation Fund (Employer)	141,882	138,054
	<u>505,143</u>	<u>479,746</u>


Other Notes to the Financial Statements (contd.)

23.11 During the current year, the Company has computed tax as per normal provisions of the Income Tax Act, 1961 and is eligible to claim MAT Credit to the extent as specified under Section 115JAA (4) & (5) of the said Act.

23.12 Paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.

As required in terms of paragraph 13 of Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015, the Note to the Balance Sheet is appended hereunder.

₹ in Lakhs

Particulars		As on 31.03.2016	
Liabilities side :			
(1)	Loans and advances availed by the Non-Banking Financial Company inclusive of interest accrued thereon but not paid:	Amount Outstanding	Amount Overdue
	(a) Debentures : Secured	NIL	NIL
	: Unsecured (other than falling within the meaning of public deposit*)	NIL	NIL
	(b) Deferred credits	NIL	NIL
	(c) Term Loans	NIL	NIL
	(d) Inter-corporate loans and borrowing	NIL	NIL
	(e) Commercial Paper	NIL	NIL
	(f) Other Loans (specify nature) Car Loans	17.28	NIL
	(*) Please see Note 1 below		
Assets side:		Amount Outstanding	
(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		
	(a) Secured (Net of Provision of ₹ 14.28 lakhs)		14.28
	(b) Unsecured		942.77
(3)	Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities:		
	(i) Lease assets including lease rentals under Sundry Debtors:		
	(a) Financial Lease		NIL
	(b) Operating Lease		NIL
	(ii) Stock on hire including hire charges under Sundry Debtors:		
	(a) Assets on hire		NIL
	(b) Repossessed Assets		NIL
	(iii) Other loans counting towards AFC activities		
	(a) Loans where assets have been repossessed		NIL
	(b) Loans other than (a) above		NIL

**Other Notes to the Financial Statements (contd.)**

₹ in Lakhs

	Particulars	As on 31.03.2016
	Assets side:	Amount Outstanding
(4)	Break-up of Investments	
	<i>Current Investments:</i>	
	1. <i>Quoted:</i>	
	(i) Shares : (a) Equity	NIL
	: (b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of mutual funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	2. <i>Unquoted:</i>	
	(i) Shares : (a) Equity	NIL
	: (b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of mutual funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	<i>Long-Term Investments:</i>	
	1. <i>Quoted:</i>	
	(i) Shares : (a) Equity (Net of Provision of ₹ 1.26 lacs)	NIL
	: (b) Preference	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of mutual funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL
	2. <i>Unquoted:</i>	
	(i) Shares : (a) Equity (Net of Provision of ₹ 28.50 lacs)	NIL
	: (b) Preference (Net of Provision of ₹ 521 lacs)	NIL
	(ii) Debentures and Bonds	NIL
	(iii) Units of mutual funds	NIL
	(iv) Government Securities	NIL
	(v) Others (please specify)	NIL


Other Notes to the Financial Statements (contd.)

₹ in Lakhs

(5) Borrower group-wise classification of Assets financed as in (2) and (3) above: Please see Note 2 below				
<i>Category</i>		<i>Amount net of provisions</i>		
		Secured	Unsecured	Total
1. Related Parties **				
(a) Subsidiaries		NIL	NIL	NIL
(b) Companies in the same group		NIL	NIL	NIL
(c) Other related parties		NIL	NIL	NIL
2. Other than related parties (net of provision)		14.28	942.77	957.05
Total		14.28	942.77	957.05

(6) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted): Please see Note 3 below			
<i>Category</i>		Market Value/ Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **			
(a) Subsidiaries		NIL	NIL
(b) Companies in the same group		NIL	NIL
(c) Other related parties		NIL	NIL
2. Other than related parties (See Note 3)		NIL	NIL
Total		NIL	NIL

** As per Accounting Standard of ICAI (Please see Note 3)

(7) Other Information		
	Particulars	Amount
(i)	Gross Non-performing Assets (Includes purchase of NPA)	
	(a) Related Parties	NIL
	(b) Other than related parties	28.56
(ii)	Net Non-performing Assets (net of provision)	
	(a) Related Parties	NIL
	(b) Other than related parties	14.28
(iii)	Assets acquired in satisfaction of debt	NIL



Other Notes to the Financial Statements (contd.)

Notes:-

1. As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
2. Provisioning norms are applicable as prescribed in Non-Systemically Important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015.
3. All Accounting Standards and Guidance Notes issued by ICAI are adhered to wherever applicable including for valuation of Investments and other assets as also assets acquired in satisfaction of debt. Market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments are disclosed in (4) above.

23.13 *The previous year's figures have been regrouped, recast and rearranged wherever necessary to make it comparable with the current year figures.*

Signatures to Notes 1 to 23

Webel Bhavan, Ground Floor,
Block - EP & GP, Sector - V,
Bidhan Nagar, Salt Lake,
Kolkata - 700 091.
21st May, 2016

For RAY & RAY
Chartered Accountants
Firm's Registration No. 301072E
ASISH KUMAR MUKHOPADHYAY
Partner
Membership Number 056359

Arunabha Biswas
Vice President and
Company Secretary

Samarjit Jain
Chief Financial Officer

On behalf of the Board of Directors
A.K. Dabriwala
Chairman & Mg. Director

Suresh Chandra Saha
Director



C B Management Services (P) Ltd.
Unit: United Credit Limited
P-22, Bondel Road
Kolkata – 700 019

Updation of Shareholder Information

I / We request you to record the following information against my/our Folio No.:

FOLIO NO.	:	
Personal details	:	
Name of the member	:	
Name of joint holders, if any	:	
Address / Registered address (in case of body corporate)	:	
E-mail Id	:	
CIN / Registration No. (in case of body corporate)	:	
Unique Identification No.	:	
Father's/Mother's/Spouse's name	:	
Status	:	
Occupation	:	
PAN	:	
Nationality	:	
In case member is a minor	:	
Name of Guardian	:	
Date of birth of minor	:	
Details of membership	:	
Date of becoming member	:	
Date of declaration under section 89, if applicable	:	
Name and address of beneficial owner	:	
Date of receipt of nomination, if applicable	:	
Name and address of nominee	:	
No. of shares kept in abeyance, if applicable	:	
Record of lien on shares, if applicable	:	
Date of cessation of membership	:	
Bank Details:	:	
IFSC (11 digit)	:	
MICR (9 digit)	:	
Bank A/c. Type	:	
Bank A/c. No. *	:	
Name of the Bank	:	
Bank Branch Address	:	

* A blank cancelled cheque is enclosed to enable verification of bank details.



UNITED CREDIT LIMITED

CIN : L65993WB1970PLC027781
Regd Office : 27B, Camac Street (8th Floor), Kolkata – 700016
Phone : (033) 2287-9359 / 9360, Fax : (033) 2287-2047
E-mail : unitedcredit@vsnl.com, Website : www.unitedcreditltd.com

E-COMMUNICATION REGISTRATION FORM

(In terms of Circular Nos.17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011 respectively issued by the Ministry of Corporate Affairs)

Name :e-mail Id :

Address :
.....

DP ID. :

Client ID. :

Folio No. :
(in case of physical holding)

No. of Shares held :

I / we shareholder(s) of United Credit Limited agree to receive communication from the Company in electronic mode.

Please register my / our above e-mail id in your records for sending communication through e-mail.

Date:

Signature :
(Sole Holder /First Holder)

Note : Shareholder(s) are requested to keep the Company informed as and when there is any change in the e-mail address.



FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	:	L65993WB1970PLC027781
Name of the Company	:	UNITED CREDIT LIMITED
Registered Office	:	27B, Camac Street (8th Floor), Kolkata – 700016
Name of the member (s)	:	
Registered Address	:	
E-mail ID	:	
Folio No./ Client ID	:	
DP ID	:	
I/We, being the member (s) of _____ shares of the above named company, hereby appoint		
1. Name	:	
Address	:	
E-mail Id	:	
Signature : _____, or failing him _____		
2. Name	:	
Address	:	
E-mail Id	:	
Signature : _____, or failing him _____		
3. Name	:	
Address	:	
E-mail Id	:	
Signature : _____		
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Wednesday, the 28th day of September, 2016, at 10.00 a.m. at Shripati Singhania Hall, Rotary Sadan, 94/2, Chowringhee Road, Kolkata – 700020 and at any adjournment thereof in respect of such resolutions as are indicated below:		



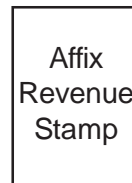
UNITED CREDIT LIMITED

Resolutions:	For	Against
ORDINARY BUSINESS :		
1. Consider and adopt audited Financial Statement of the Company for the financial year ended 31st March, 2016, including Reports of the Board of Directors and Auditors.		
2. Consider re-appointment of Mrs. Rashmi Vijaykaran Dabriwal (DIN : 00393162) who is retiring by rotation, as Director of the Company.		
3. Consider ratification of appointment of M/s. Ray & Ray, Chartered Accountants, as Statutory Auditors of the Company.		

Signed this _____ day of _____ 2016

Signature of Shareholder: _____

Signature of Proxy holder(s): _____



Note : (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

(2) The holders may vote either for or against each resolution.

(3) The proxy holder shall prove his / her identity at the time of attending the meeting.



ROUTE MAP
PROMINENT LAND MARK

- 1. RABINDRA SADAN METRO STATION**
- 2. HALDIRAM FOOD CITY**
- 3. NEHRU CHILDREN'S MUSEUM**
- 4. CALCUTTA CLUB**

