

CS RAJARSHI GHOSH

Company Secretary in Practice

CP. No. – 8921

AB–198,

Sector 1, Salt Lake City

Kolkata- 700 064

Mobile No: 09830129400

Email: rajaghosh2002@gmail.com

Form No. MGT-8

[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

I, Rajarshi Ghosh, have examined the registers, records and books and papers of **UNITED CREDIT LIMITED** (the Company), bearing CIN- L65993WB1970PLC027781, having its Registered Office at 27B, Camac Street, 8th Floor, Kolkata- 700016, West Bengal as required to be maintained under the Companies Act, 2013 (the Act) and the Rules made thereunder for the financial year ended on 31st March, 2020. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of the following points:-

1. Its status under the Act.

2. Maintenance of registers/records & making entries therein within the time prescribed therefor.

3. Filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within the prescribed time.

4. The Company has properly called, convened and held meetings of Board of Directors and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minute Book maintained for the purpose and the same have been signed.

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5. Closure of Register of Members/Security holders as the case may be:

There was no closure of Register of Members. Record date/ Cut-off date was taken by the Company on 20th September, 2019 for the purpose of payment of dividend/ remote e-voting and voting at the venue of the 48th Annual General Meeting.

6. Advances/loans to its directors and/or persons or firms or companies, referred to in Section 185 of the Act.

No such advances and/ or loans were made by the Company during the year under review.

7. Contracts/ arrangements with related parties as specified in section 188 of the Act:

The related party transactions that had taken place during the financial year ended 31st March 2020, were given in the notes to the Financial Statement for the financial year ended 31st March, 2020.

8. During the financial year under review, there was no buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates made. However, in the Transfer Committee meetings held on different dates, transfer of 930 equity shares were considered and duly approved by the members of the Committee.

9. Keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.

No such incidents occurred during the year under review.

10. During the current financial year, the Company has not declared any Dividend. The Company has transferred Rs. 7,74,136 on account of Cumulative Redeemable Preference Dividend within the stipulated time relating to the financial year ended 31st March, 2012, to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. The provisions of Section 134 of the Companies Act, 2013 have been complied with regarding signing of Audited Financial Statements and the Report of the Board of Directors for the period under review.

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12. The Company has complied with the applicable provisions of the Companies Act, 2013 regarding appointment/ re-appointments/ disclosures of the Directors, and the remuneration paid to the Executive Directors.

During the period under review, the Board of Directors comprises of six Directors out of which Mr. Ashok Kumar Dabriwala (DIN: 00024498) is functioning in executive capacity.

During the period under review, Mr. Nandanandan Mishra (DIN: 00031342), Mr. Raj Mohan Choubey (DIN: 00031305) and Mr. Suresh Chandra Saha (DIN: 00484308) are acting as Independent Directors.

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

In terms of Section 152 of the Act, Mr. Devashish Dabriwal (DIN: 00037051), a Director of the Company, who was liable to retire by rotation at the 48th Annual General Meeting held on 27th September, 2019, was re-appointed, being eligible.

13. The appointment of the Statutory Auditors of the Company has been made in compliance with Section 139 of the Companies Act, 2013.

However, there was no re-appointment and casual vacancy of Statutory Auditors of the Company during the year under review.

14. Approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act were not applicable during the period under review.

15. Acceptance/ renewal/ repayment of deposits.

During the period under review, the Company has not accepted and/ or renewed and/ or repaid any deposit.

16. There was no borrowing from the Company's directors, members, public financial institutions and banks during the period under review.

17. Loans and investments or guarantees given or providing of securities to other bodies corporate or persons, if any, during the period under review, falling under the provisions of Section 186 of the Act;

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The Company, being a Non-Banking Financial Company, Section 186 of the Act is not applicable. However, particulars of loans given and investments made have been furnished in the notes to the Financial Statements for the financial year ended 31st March, 2020.

18. There was no Alteration in the Memorandum of Association or the Articles of Association of the Company.

Dated: 21.11.2020



Signature:

A handwritten signature in blue ink, appearing to read "Rajarshi Ghosh".

Company Secretary in Practice

C.P No. 8921

UDIN: A017717B001277250