

# **30th ANNUAL REPORT**

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## **Statement of Accounts 2000 - 2001**

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## **UNITED CREDIT LIMITED**

**UNITED CREDIT LIMITED**  
(Successor to United Bank of India Limited)

**BOARD OF DIRECTORS**

Mr. Ravi Poddar, Chairman  
Mr. A. K. Dabriwala, Managing Director  
Mr. Y. D. Patil  
Mr. Jawhar Sircar  
Mr. J. M. Vakil  
Dr. Mohan Chellappa  
Mr. N. Himatsingka  
Mr. Samir Ghosh  
Kumar Rathindro Mullick  
Mr. N. K. Sarawgi

**SECRETARY**

Mr. Arunabha Biswas

**SOLICITORS AND ADVOCATES**

Khaitan & Co.  
S. Jalan & Co.  
P. D. Himatsingka & Co.

**AUDITORS**

M/s. Ray & Ray

**BANKERS**

Allahabad Bank  
Punjab & Sind Bank

**REGISTRARS & SHARE TRANSFER AGENT**

ABC Computers Pvt. Ltd.  
National Council of Education, Bengal  
Jadavpur University Campus  
P.O. Jadavpur  
Kolkata - 700 032  
Phone : 473-1292/5363  
Fax : (033) 483 2970

**COMPOSITION OF AUDIT COMMITTEE**

Mr. Samir Ghosh  
Mr. N. Himatsingka  
Kumar Rathindro Mullick

**REGISTERED OFFICE**  
27B, Camac Street (8th floor)  
Kolkata- 700 016  
Phone : 247-0930/9359, 240-9185  
Fax : 033-240-2047

**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the Thirtieth Annual General Meeting of the Members of UNITED CREDIT LIMITED will be held at the Mini-Auditorium of the Science City, Kolkata, E.M. Bypass & Park Circus Connector, Kolkata 700 046 on Saturday, the 30th June, 2001 at 11-00 a.m.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2001 and the Profit & Loss Account for the year ended on that date and the Reports of the Directors and Auditors.
2. To declare dividend for the financial year ended 31st March, 2001.
3. To elect a Director in place of Mr. Y. D. Patil, who retires by rotation, and being eligible, offers himself for reappointment.
4. To elect a Director in place of Mr. N. K. Sarawgi, who retires by rotation, and being eligible, offers himself for reappointment.
5. To appoint Auditors and to fix their remuneration. The retiring Auditors, Messrs. Ray & Ray, Chartered Accountants, Kolkata, are eligible for reappointment.

**SPECIAL BUSINESS**

To consider, and if thought fit, to pass, with or without modification the following Resolutions :

**As Ordinary Resolution**

6. "RESOLVED THAT Mr. Jawhar Sircar be and is hereby appointed as Director of the Company."

**As Special Resolution**

7. "RESOLVED THAT Sub-clause (5) of Clause III(a) of the Memorandum of Association of the Company be and is hereby substituted by the following Sub-clause (5) :

To buy and sell at home and foreign market, import, export, assemble, make, alter, repair, ornament, pack and to treat in any manner that may be required and to act as dealers, distributors, manufacturers' representatives or agents and otherwise deal in all types of garments, consumer durables, motor vehicles old or new, agricultural instruments of all descriptions and spare parts and accessories thereof, all types of electrical and electronics goods and equipments and all types of industrial and agricultural products and foods and food products."

**As Special Resolution**

8. "RESOLVED THAT in accordance with the provision of Section 149 (2-A) of the Companies Act, 1956 approval be and is hereby accorded to the commencement of business of buying and selling at home and foreign market and import and export of goods and to do all other things as are covered by the substituted sub-clause (5) of Clause III(a) of the Memorandum of Association of the Company."

**As Special Resolution**

9. "RESOLVED THAT the Articles of Association of the Company be and is hereby altered in the following manner:

i) that after sub-clause (b) of Article 67 the following sub-clause (c) be inserted :-

- c) Notwithstanding anything contained in these Articles the Company, in accordance with the provisions of the Sec. 192A of the Companies Act, 1956 may and in the case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by postal ballot, shall, get any resolution passed by means of a postal ballot, instead of transacting the business in the general meeting of the Company."

**As Special Resolution**

10. "RESOLVED THAT pursuant to the provisions contained in Sec. 372A of the Companies Act, 1956, approval of the Company be and is hereby given to the making of loans from time to time subject to sanction of the Central Government as required by Sec. 295(1) (d) of the Companies Act, 1956 upon such terms and conditions as the Board of Directors may think fit and proper to United Credit Securities Limited provided the aggregate of the loans so provided and outstanding at any time should not exceed the sum of Rs. 1 crore (Rupees one crore)."

27B, Camac Street  
Kolkata - 700 016  
The 22nd May, 2001

By Order of the Board of Directors  
**Arunabha Biswas**  
Company Secretary

**NOTES**

- I. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of himself and the proxy need not be member of the Company.
- II. A proxy, to be valid, should reach the Registered Office of the Company at least 48 hours before the hour of commencement of the meeting.
- III. Members are requested to notify immediately any change in their address to the Company.
- IV. An Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of items of special business is annexed hereto.
- V. The Register of Members and Transfer Book of the Company will remain closed from 19th to 30th June, 2001 (both days inclusive).
- VI. The dividend as recommended by the Board, if approved at the meeting by the members, will be paid on or after 25th July, 2001 to those members or their mandates whose names stand registered on the Company's Register of Members :
  - (a) as Beneficial Owners as at the end of business on 18th June, 2001 as per lists to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form and
  - (b) as Members of the Company after giving effect to valid share transfers in physical form lodged with the Company on or before 18th June, 2001.
- VII. Please bring the attendance slip with you duly filled in and hand over the same at the entrance of the meeting hall.
- VIII. In view of the increase in cost of printing, you are requested to bring your copy of the Annual Report with you at the meeting.
- IX. Should you wish to have any information in respect of the accounts of the Company, please send your queries in writing to the Company at the Registered Office so as to reach us at least 7 days before the date of the meeting so that the required information can be made available at the meeting.
- X. It will be helpful if your Registered Folio Number is quoted in all your correspondence with the Company.
- XI. All documents referred to in the above notes and explanatory statement are open for inspection at the Registered Office of the Company during office hours.
- XII. Pursuant to the provision of newly inserted Section 109A and 109B members are informed that every holder of shares in and debentures of the Company may, at any

## NOTES CONTD.

time, nominate in the prescribed manner a person to whom his shares in or debentures of the Company shall vest in the event of his death.

- XIII. Pursuant to Section 205A(5) as amended by the Companies (Amendment) Act 1999 w.e.f. 31.10.98 any money transferred to the unpaid dividend account of the Company in pursuance of Section 205A(1), which remains unpaid or unclaimed for a period of seven years from the date of such transfer shall be transferred by the Company to the Investor Education and Protection Fund established under Section 205C (1) of the Act and no claim shall lie against the Fund or the Company in respect of individual amounts which remain unclaimed and unpaid for a period of seven years from the dates that they first become due for payment.

The members who have not received/encashed dividend warrants for the financial years 1994-95 to 1997-98 may write to the Company for payment.

- XIV. Members are informed that the scrips of the Company have been activated both in CDSL and NSDL and may be dematerialised under the ISIN INE 858C 01019.

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**ANNEXURE TO THE NOTICE**

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 :

**ITEM NO. 6**

Mr. Jawhar Sircar was appointed as an Additional Director in terms of the provisions of Section 260 of the Companies Act, 1956 and Article 79 (b) of the Articles of Association of the Company. Mr. Sircar is to hold office till the date of the forthcoming Annual General Meeting. He is eligible for appointment as Director of the Company and in this respect the Company has received from a member notice under Section 257 of the Companies Act, 1956 proposing his appointment as Director of the Company under Article 83 of the Company's Articles of Association.

Mr. Sircar has also confirmed that he is not disqualified to act as Director under Section 274(1) (g) of the Companies Act, 1956.

The Directors recommend the resolution for members' approval.

Except Mr. Sircar none of the Directors is interested in the resolution.

**ITEM NO. 7**

The Board of Directors in their meeting held on 30th April, 2001 have in principle decided to expand its activities in other areas. Your Directors feel that in the present economic scenario the Company can suitably carry on the business of import and export. The relevant object clause of the Memorandum of Association of the Company authorises import and export of motor vehicles of all descriptions. The Directors are of the opinion that instead of restricting the authority of the Company to carry on import and export of only motor vehicles it will be advantageous if the range of items for import and export are diversified so as to enable the Company to venture into any areas including garments, food, motor vehicles, agricultural equipments, electrical and electronic goods and other items as are specified in the relevant resolution.

The Directors recommend the resolution for members' approval.

None of the Directors is interested in the resolution.

**ITEM NO. 8**

The Company has embarked upon diversifying its activity and with this end in view the object clause of the Memorandum of Association of the Company has been proposed to be amended to enable the Company to take up activities of buying and selling at home and foreign market, import, export, etc. Since the business is not germane to the activities of the Company, approval of the members by way of special resolution for the commencement of such business is required.

The Directors recommend the resolution for members' approval.

None of the Directors is interested in the resolution.

## ANNEXURE TO THE NOTICE CONTD.

**ITEM NO. 9**

Section 192A, inserted by the Companies (Amendment) Act, 2000, provides for passing of resolution by postal ballot in case of listed public companies. The Central Government is also authorised to declare by notification that certain resolutions to be conducted only by postal ballot.

The alteration of article is accordingly recommended for members' approval.

None of the Directors is interested in the resolution.

**ITEM NO. 10**

United Credit Securities Limited (UCSL) is a Company engaged in the business of stock broking. The Company is in the process of expansion of its business and for this purpose they require flow of adequate funds. UCSL has approached the Company for a loan upto Rs. 1 crore to be taken by them from time to time as per their requirement, which if made, will exceed the statutory limit fixed under Sec. 372A of the Companies Act, 1956.

As Section 295 (1) (d) of the Companies Act, 1956 is also applicable in this case, loan to United Credit Securities Limited can be given only with the approval of the Central Government.

The resolution as set out in the notice is proposed for approval of the members.

Mr. Ravi Poddar, Director and Mr. A. K. Dabriwala, Managing Director of the Company are interested in the resolution. Mr. Ravi Poddar is also a Director of United Credit Securities Limited (UCSL). The extent of shareholding of Mr. Poddar and Mr. Dabriwala in UCSL along with their relatives are approximately 33.33% and 19.51% respectively.

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

Your Directors are happy to present the 30th Annual Report with the Audited Statement of Accounts for the year ended March 31, 2001.

**FINANCIAL RESULTS**

(Rs. in lacs)

	2000-2001	1999-2000
Gross Income	1023.15	981.36
PBDIT	663.45	582.51
Interest	154.17	204.17
Depreciation	400.10	325.02
PBT	109.18	53.32
Provision for Taxation	10.50	24.00
PAT	98.68	29.32
<b>Appropriations</b>		
Surplus b/f from previous year	28.62	7.82
Profit available for appropriation	127.30	37.14
Transfer to Lease Equalisation Reserve	—	8.52
Proposed Dividend	59.04	—
Tax on Dividend	6.02	—
Surplus carried to B/S	62.24	28.62

**DIVIDEND**

The Board is pleased to recommend a Dividend of Re. 0.75 per equity share i.e. 7.5% on the face value of the equity shares of Rs.10/- each.

**RESERVES & SURPLUS**

The Balance in Reserves & Surplus stands at Rs.10,94,90,379/- (as on 31.3.2000 ; Rs.10,61,28,297/-) after the appropriations mentioned above.

**PERFORMANCE**

During the year under review the total income of your Company has gone up marginally by 4%. There is general slow down in the business as a whole and NBFC sector in particular.