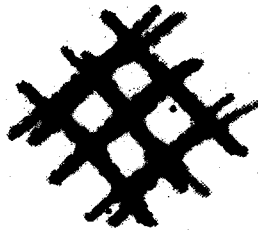


33rd ANNUAL REPORT

**Statement of Accounts
2003 - 2004**

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UNITED CREDIT LIMITED

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*As a measure of economy, copies of the Report and Accounts
will not be distributed at the Annual General Meeting.
Shareholders are requested to bring their copies to the meeting*

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

BOARD OF DIRECTORS

Mr. Ravi Poddar, Chairman
Mr. A. K. Dabriwala, Managing Director
Mr. N. Mishra
Mr. N. Himatsingka
Mr. Samir Ghosh
Kumar Rathindro Mullick
Mr. N. K. Sarawgi
Mr. R. M. Choubey
Mr. Devashish Dabriwal

SECRETARY

Mr. Arunabha Biswas

SOLICITORS AND ADVOCATES

Khaitan & Co.
C. K. Deora & Co.

AUDITORS

M/s. Ray & Ray

BANKERS

Citibank, N.A.
United Bank of India

REGISTRARS & SHARE TRANSFER AGENT

C B Management Services (P) Limited
P-22, Bondel Road,
Kolkata - 700 019
Phone : 2280 6692/93/94/2486/2937
Fax : (033) 2247 0263

AUDIT COMMITTEE

Mr. Samir Ghosh
Mr. R. M. Choubey
Kumar Rathindro Mullick

REMUNERATION COMMITTEE

Mr. N. Himatsingka
Mr. N. Mishra
Kumar Rathindro Mullick

GRIEVANCE COMMITTEE

Mr. N. K. Sarawgi
Mr. A. K. Dabriwala
Mr. Samir Ghosh

REGISTERED OFFICE
27B, Camac Street (8th floor)
Kolkata- 700 016
Phone : 2247-0930/9359, 2240-9185
Fax : 033-2240-2047

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty-third Annual General Meeting of the Members of UNITED CREDIT LIMITED will be held at the "Shripati Singhanla Hall", Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 on Wednesday, the 30th June, 2004 at 10.30 a.m.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2004 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, 2004.
3. To elect a Director in place of Mr. Ravi Poddar, 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 elect a Director in place of Mr. Samir Ghosh, who retires by rotation, and being eligible, offers himself for reappointment.
6. To appoint Auditors and to fix their remuneration. The retiring Auditors, Messrs. Ray & Ray, Chartered Accountants, Kolkata are eligible for reappointment.

SPECIAL BUSINESS**As Special Resolution**

TO DECLARE AND ANNOUNCE THE POSTAL BALLOT RESULTS OF THE SPECIAL RESOLUTION IN RESPECT OF CHANGE OF OBJECT CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY PURSUANT TO SECTION 17 READ WITH SECTION 192A OF THE COMPANIES ACT, 1956 AND RULES FRAMED THEREFOR.

7. "RESOLVED THAT the sub-clause (1) of clause III (b) of the Memorandum of Association of the Company containing objects incidental or ancillary to the attainment of the main objects, be substituted by the following sub-clause (1):

To amalgamate with or enter into partnership or any joint purse or profit sharing arrangement with or cooperate with or subsidise or assist in any way any company, association, or person and to effect demerger of the Company in any manner as may be deemed fit by the Board of Directors on compliance of the necessary legal formalities."

As Ordinary Resolution(s)

8. "RESOLVED THAT Mr. Devashish Dabrial who was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act 1956 be

UNITED CREDIT LIMITED

and is hereby appointed a Director of the Company whose period of office shall be liable to determination by retirement of Director by rotation."

9. "RESOLVED THAT pursuant to the provision of Section 293(1)(e) of the Companies Act, 1956 the Board of Directors of the Company be and is hereby authorised to contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees such amount or amounts the aggregate of which, in any financial year, will not exceed Rupees Twentyfive lakhs."

27B, Camac Street
Kolkata - 700 016
The 12th May, 2004

By Order of the Board of Directors
Arunabha Biswas
Company Secretary

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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. (i) In respect of Special Business mentioned in item no. 7 –
 - (a) Shareholders are requested to send their assent or dissent in writing to the Scrutinizer at the Registered Office of the Company by Postal Ballot in the prescribed Postal Ballot Form.
 - (b) The Postal Ballot Form duly completed and signed should be forwarded to the Registered Office of the Company at 27B, Camac Street, Kolkata 700 016 so as to reach the Company not later than the close of working hours on 21st June, 2004.
 - (c) Postal Ballot shall not be exercised by a Proxy.
 - (d) In accordance with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, Postal Ballot received after 21st June, 2004 shall be treated as if the reply from the shareholders has not been received and the same shall not be considered.
- (ii) Procedure to be followed for conducting business through Postal Ballot :
 - (a) The Company has appointed Mr. C. K. Deora, Solicitor & Advocate of M/s. C. K. Deora & Co., Solicitors & Advocates as Scrutinizer who, in the opinion of the Board, can conduct the Postal Ballots voting process in a fair and transparent manner as Scrutinizer.
 - (b) The Scrutinizer will be in position to complete the compilation by 28th June, 2004 and will submit his final report on or before the said date to the Chairman.
 - (c) The Scrutinizer will be available at the Registered Office of the Company for the purpose of ascertaining the requisite majority and the Postal Ballots and all other papers relating to Postal Ballots will be under his safe custody till the Chairman of the meeting considers, approves and signs the minutes of the meeting.
- IV. Members are requested to notify immediately any change in their address to the Company.
- V. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of items of special business is annexed hereto.
- VI. The Register of Members and Transfer Book of the Company will remain closed from 16th June, 2004 to 30th June, 2004 (both days inclusive).

The dividend as recommended by the Board, if approved at the meeting by the members, will be paid on or after 3rd July, 2004 to those members or their mandates whose names stand registered on the Company's Register of members:

NOTES CONTD.

- (a) as Beneficial Owners as at the end of business on 15th June, 2004 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 transfer in physical form lodged with the Company on or before 15th June, 2004.
- VII. Members are requested to bring the attendance slip with them 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, members are requested to bring their copy of the Annual Report with them 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.
- X. It will be helpful if Registered Folio Number is quoted in all the correspondence with the Company.
- XI. Pursuant to the provision of newly inserted Section 109A and 109B members are informed that every holder of shares at any time may nominate, in the prescribed manner a person to whom his shares in the Company shall vest in the event of his death.
- XII. Pursuant to Section 205A(5) of the Companies Act, 1956 as amended by the Companies (Amendment) Act 1999 w.e.f. 31.10.99 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 Companies Act, 1956 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 1996-97, 1997-98 and 2000-2001 may write to the Company for payment immediately.
- XIII. 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.
- XIV. 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.
- XV. The members are requested to inform their PAN allotted by the Income Tax authorities.
- XVI. Shareholders are requested to notify the Registrars latest by 16th June, 2004 their bank account number, the name of the bank and branch with whom such account is held to enable the Registrars to print the said details in the Dividend Warrant after the name of the payee, if dividend is declared.

ANNEXURE TO THE NOTICE

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

Item No. 7

In the process of reconstruction of the Company it may be required to demerge the existing company in compliance of the provisions of section 391 to 394 of The Companies Act, 1956 with the sanction of the High Court now NCLT or any other manner permissible by law.

A company can merge or demerge on compliance of the provisions of the The Companies Act, 1956 only if it is authorised by its Memorandum of Association. Sub-clause (1) of Clause III (b) of the Memorandum of Association of the Company empowers the Company to amalgamate only. Accordingly, it is suggested that the Memorandum of Association be altered by substituting sub-clause (1) of clause III (b) with the new sub-clause as mentioned in item no. 7 of the Notice.

The Directors accordingly recommended the Resolution for members' approval.

None of the Directors is interested or concerned in the resolution.

Item No. 8

Mr. Devashish Dabriwal was appointed as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 79 (b) of the Articles of Association of the Company in the Board Meeting held on 21.1.2004. In terms of Section 260 of the Companies Act, 1956, Mr. Devashish Dabriwal ceases to hold office on and from 30th June, 2004 i.e. the date of 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. Dabriwal has also confirmed that he is not disqualified to act as Director under Section 274(1)(g) of the Companies Act, 1956.

The Board recommended Mr. Devashish Dabriwal to be appointed as Director of the Company.

Mr. A. K. Dabriwala, Managing Director of the Company is interested in the resolution set out in item no. 8 of the convening notice being related to Mr. Devashish Dabriwal.

Item No. 9

The Company is approached by different charitable organisations for donation. The provisions in Section 293(1)(e) prohibits the Board of Directors of the Company to contribute to charitable and other funds, not directly relating to the business of the Company or the welfare of its employees, any amounts, the aggregate of which, will in any financial year exceed Rs. 50,000/- or 5% of its average net profits as determined in accordance with the provisions of Section 349 and 350 of The Companies Act, 1956 during the three financial years immediately preceding, whichever is greater. To enable the Board of Directors to contribute in excess of the limit prescribed above, approval of the members in General Meeting is required.

The Directors recommended the Resolution for members' approval so that upto a maximum of Rupees twentyfive lakhs may be contributed to charitable and other funds in any financial year.

None of the Directors is interested or concerned in the resolution.

27B, Camac Street
Kolkata - 700 016
The 12th May, 2004

By Order of the Board of Directors
Arunabha Bhawas
Company Secretary

Particulars of Directors retiring by rotation and seeking re-appointment at the forthcoming Annual General Meeting**Mr. Ravi Poddar**

Mr. Ravi Poddar is the Deputy Chairman of Eastern Region of Confederation of Indian Industry and a renowned businessman of West Bengal. Apart from his involvement in business and industries, he is connected with many social organisations.

The Companies in which Mr. Poddar is a Director, Chairman of the Board/Committee and Member thereof excluding United Credit Limited are given hereunder :

Name of the Company	Director	Chairman of the Board/Committee	Member of the Committee
Megabowl Ravi Auto Entertainment Pvt. Ltd.	—	Chairman	—
United Credit Securities Ltd.	—	"	—
Poddar Properties & Construction Ltd.	—	"	—
Ravi Auto Parks & Resorts Pvt. Ltd.	—	"	—
Ravi Auto Limited	—	"	—
P. C. Chanda & Co. Pvt. Ltd.	—	"	—
Patel Roadways Limited	Director	—	—
Atul Capital Market Limited	"	—	—
Calcutta Metropolitan Group Ltd.	"	—	—
Bengal United Credit Belani Housing Ltd.	"	—	—
United Credit Belani Properties Ltd.	"	—	—

Mr. N. K. Sarawgi

Mr. N. K. Sarawgi is engaged in the business of real estate development, warehouses and commercial space owning and letting, financing and hire purchase of commercial vehicles.

The Companies in which Mr. Sarawgi is a Director, Chairman of the Board/Committee and Member thereof excluding United Credit Limited are given hereunder :

Name of the Company	Director	Chairman of the Board/Committee	Member of the Committee
Avani Highrise Pvt. Ltd.	Director	—	—
C. L. Fernandes Pvt. Ltd.	"	—	—
Steel Syndicate Pvt. Ltd.	"	—	—

Mr. Samir Ghosh

Mr. Samir Ghosh is a Chartered Accountant and Retired Partner of Lovelock & Lewis.

The Companies in which Mr. Ghosh is a Director, Chairman of the Board/Committee and Member thereof excluding United Credit Limited are given hereunder :

UNITED CREDIT LIMITED

Name of the Company	Director	Chairman of the Board/Committee	Member of the Committee
Contemporary Targett-Prafull Pvt. Ltd.	Director	—	—
CCAP Ltd.	"	—	—
L&L Services Private Limited	"	—	—
Partner Support Management (India) Private Limited	"	—	—
Subhash Projects & Marketing Ltd.	"	—	Audit Com.

Particulars of Directors proposed for appointment at the forthcoming Annual General Meeting**Mr. Devashish Dabriwal**

Mr. Devashish Dabriwal possesses a Master Degree in Accounting & Financial Management of Lancashire University, UK and is a young, energetic businessman having vast experience in stock broking business and capital market operation.

The Companies in which Mr. Dabriwal is a Director, Chairman of the Board/Committee and Member thereof excluding United Credit Limited are given hereunder :

Name of the Company	Director	Chairman of the Board/Committee	Member of the Committee
United Credit Securities Ltd.	Jt. Managing Director	—	—