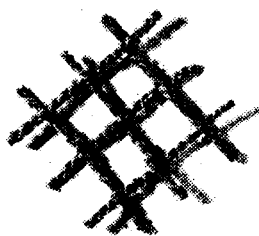


35th ANNUAL REPORT

Statement of Accounts

2005 - 2006



UNITED CREDIT LIMITED

CONTENTS

	<i>Page</i>
Board of Directors	1
Notice, Notes, Annexure to the Notice, Particulars of Directors retiring etc.	2-6
Directors' Report with Annexures and Certificate on Corporate Governance	7-24
Auditors' Report	25-27
Balance Sheet	28
Profit & Loss Account	29
Cash Flow Statement	30-31
Schedules to the Accounts and Balance Sheet Abstract	32-47
Schedule to the Balance Sheet of Non Banking Financial Co. Attendance Slip/Proxy	48-50

UNITED CREDIT LIMITED

BOARD OF DIRECTORS

Mr. Ravi Poddar, Chairman
Mr. A. K. Dabriwala, Managing Director
Mr. N. Himatsingka
Mr. N. Mishra
Mr. Dipankar Chatterji
Mr. N. K. Sarawgi
Mr. R. M. Choubey
Mr. Devashish Dabriwal
Miss Pooja Poddar

SECRETARY

Mr. Arunabha Biswas

SOLICITORS AND ADVOCATES

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

AUDITORS

M/s. Ray & Ray

BANKERS

American Express Bank Limited
United Bank of India
Uco Bank

REGISTRARS & SHARE TRANSFER AGENT

C B Management Services (P) Limited
P-22, Bondel Road,
Kolkata 700 019
Phone : (033) 2280 6692/93/94,
2280 2486, 2280 2937
Fax : (033) 2287 0263
E-mail : cbmsl1@cal2.vsnl.net.in

AUDIT COMMITTEE

Mr. Dipankar Chatterji
Mr. R. M. Choubey
Mr. N. Mishra

REMUNERATION COMMITTEE

Mr. N. Himatsingka
Mr. N. Mishra
Mr. N. K. Sarawgi

GRIEVANCE COMMITTEE

Mr. N. K. Sarawgi
Mr. A. K. Dabriwala
Mr. Devashish Dabriwal

REGISTERED OFFICE

27B Camac Street (8th Floor)
Kolkata 700 016

Phone: (033) 2287 9359/9360/9185

Fax: (033) 2287 2047

E-mail : unitedcredit@vsnl.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty-fifth Annual General Meeting of the Members of UNITED CREDIT LIMITED will be held at the 'Shripati Singhania Hall', Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700 020 on Thursday, the 29th June, 2006 at 11.30 a.m.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2006 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2006.
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. Mishra, 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 any modification(s), the following resolution:

As Ordinary Resolution

6. "RESOLVED THAT Mr. Dipankar Chatterji be and is hereby appointed a Director of the Company in view of the vacancy created by the death of Mr. Samir Ghosh in respect of which vacancy, the Company has received a notice in writing together with the requisite fee proposing his candidature for the office of Director as per the provisions of Section 257 of the Companies Act, 1956."

27B, Camac Street
Kolkata 700 016
The 28th April, 2006

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 item of special business is annexed hereto (marked **Annexure I**) and particulars of Directors retiring by rotation and seeking reappointment and Directors proposed for appointment are given in **Annexure II**.
- V) The Register of Members and Transfer Book of the Company will remain closed from 16th June, 2006 to 29th June 2006 (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, 2006 to those persons whose names stand registered on the Company's Register of members or their mandates :

- (a) as Beneficial Owners as at the end of business hour on 15th June, 2006 as per names and address 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, 2006.
- VI) 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.
- 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) 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.
- IX) 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 provision of 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.
- XI) Pursuant to Section 205A(5) of the Companies Act, 1956 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 Companies Act, 1955 and no claim shall lie against the Fund or the Company in respect of the 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 2000-01, 2003-04 and 2004-05 may write to the Company for payment immediately.

- XII) Members are informed that the scrips of the Company have been activated both in CDSL and NSDL and may be dematerialised under the ISIN INE858C01019.
- XIII) 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.
- XIV) The members are requested to inform their PAN allotted by the Income Tax authorities immediately.
- XV) Shareholders are requested to notify the Registrars, C B Management Services (P) Limited latest by 16th June, 2006 ECS Instruction / 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.

Electronic Clearance Service (ECS) facility provided by Reserve Bank of India may be obtained by the shareholders. Under this option, investor's bank account is directly credited and an advice thereof is issued by the Company after the transaction is effected.

For availing this facility, the following steps are to be initiated by the shareholders :

- i) Shareholders who are holding shares in physical form, should send their ECS Mandate Form duly filled in to the C B Management Services (P) Limited, the Registrar and Share Transfer Agents of the Company. ECS Mandate Form is enclosed (marked **Annexure III**).
 - ii) Shareholders who are holding shares in demat mode, ECS Mandate has to be sent to their Depository Participant (DP) directly in the Format prescribed by the DP.
- XVI) Members holding shares in electronic form may please note that their bank account details as furnished by the respective Depositories to the Company will be printed on their dividend warrants as per the applicable regulations of the Depositories or may be paid through ECS where such facility is available and the Company will not entertain any direct request from such members for deletion of/ change in such bank account details. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, directly to their Depository Participants.
 - XVII) The shareholders who have not yet surrendered their share certificates of erstwhile United Credit Financial Services Limited, are requested to contact the Registrar and Share Transfer Agents of the Company, C B Management Services (P) Limited for necessary action immediately.

ANNEXURE TO THE NOTICE**ANNEXURE I**

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

ITEM NO. 6

Mr. Dipankar Chatterji was appointed in the Board Meeting held on 23.7.2005 in the casual vacancy caused by the death of Mr. Samir Ghosh, a Director of the Company liable to retire by rotation as per Article 79(a) of the Articles of Association of the Company. Under Section 262 of the Companies Act, 1956 Mr. Dipankar Chatterji shall hold office only upto the date upto which Mr. Samir Ghosh, in whose place he was appointed, would have held office i.e. upto the date of the ensuing Annual General Meeting. A notice has been received from a member in compliance of Section 257 of the Companies Act, 1956 proposing Mr. Dipankar Chatterji as a candidate for the office of the Director.

Mr. Chatterji 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. Chatterji to be appointed as Director of the Company.

27B, Camac Street
Kolkata 700 016
The 28th April, 2006

By Order of the Board of Directors
Arunabha Biswas
Company Secretary

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

Mr. Ravi Poddar has vast experience in diversified range of activities. He has been associated with many commercial and social organisations including Confederation of Indian Industry.

A brief resume of Mr. Ravi Poddar as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges of India is provided in the report on Corporate Governance forming part of the Annual Report.

Mr. N. Mishra

Mr. N. Mishra belonged to the Indian Revenue Service of 1966 Batch and retired as Director-General of Income Tax (Administration).

A brief resume of Mr. N. Mishra as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges of India is provided in the report on Corporate Governance forming part of the Annual Report.

Particulars of Director proposed for appointment at the forthcoming Annual General Meeting**Mr. Dipankar Chatterji**

Mr. Dipankar Chatterji is First Class B. Com (Hons) and Fellow of the Institute of Chartered Accountants of India. He has been in the Board of various companies. Mr. Chatterji contributed large number of papers and has made speeches on various technical subjects in seminars and conferences held in South East Asia, Middle East, Europe and U.S.A.

A brief resume of Mr. Dipankar Chatterji as stipulated under Clause 49 of the Listing Agreement with Stock Exchanges of India is provided in the report on Corporate Governance forming part of the Annual Report.

DIRECTORS' REPORT**TO THE MEMBERS**

Your Directors are happy to present the 35th Annual Report with the Audited Statement of Accounts for the year ended March 31, 2006.

FINANCIAL RESULTS

	(Rs. in lacs)	
	2005 - 2006	2004 -2005
Gross Income	411.62	607.45
PBDIT	180.62	385.46
Interest	-	12.50
Depreciation	15.35	32.53
PBT	165.27	340.43
Provision for Taxation (Net)	12.00	54.72
Provision for F.B.T.	6.73	-
Deferred Tax	(4.28)	10.00
PAT	150.82	275.71
Appropriations		
Surplus b/f from previous year	230.77	220.53
Profit available for appropriation	381.59	496.24
Proposed Dividend	76.60	102.12
Tax on Dividend	11.72	13.35
General Reserve	75.00	150.00
Transfer to Reserve Fund		
as per RBI norms.	30.16	-
Surplus carried to Balance Sheet	188.11	230.77

DIVIDEND

The Board is pleased to recommend a Dividend of Rs.1.20 per equity share i.e.12% on the face value of the equity share of Rs.10/- each.

RESERVES & SURPLUS

The Balance in Reserves & Surplus stands at Rs.154,529,051/- (as on 31.3.2005 at Rs.148,278,345/-) after the appropriations mentioned above.

PERFORMANCE

The performance of the Company for the financial year ended 31st March, 2006 is reflected in the Financial Results given hereinabove.

The Company has been able to maintain profitability by proper utilization of available resources. Your Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad and doubtful debts strictly as stipulated in the RBI guidelines.

FUTURE OUTLOOK

The Company is in the process of shifting its concentration from traditional business to other high margin areas. This will yield a good result and the Company would be able to maintain its growth rate and earn fairly high income.

LISTING WITH THE STOCK EXCHANGES

The Company is listed with The Calcutta Stock Exchange Association Ltd. and Bombay Stock Exchange Limited and Annual Listing Fee to both the stock exchanges has been paid on time.

DEPOSITS

The Company does not have any matured unclaimed deposit as on 31.03.2006.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 217 (2AA) of the Companies Act, 1956 with respect to Directors' responsibility, it is hereby confirmed –

- i) that in the preparation of the annual accounts, the applicable accounting standards had been followed;
- ii) that the directors 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 or loss of the Company for that period;
- iii) that the directors 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) that the directors had prepared the annual accounts on a going concern basis.

DIRECTORS

Mr. Ravi Poddar and Mr. N. Mishra retire by rotation in the forthcoming Annual General Meeting and being eligible, offer themselves for re-election.

Mr. Samir Ghosh and Kumar Rathindro Mullick passed away on 23.7.2005 and 10.8.2005 respectively. During their long association, the Company has been immensely benefited by their able guidance and active participation in the decision making process.

Mr. Dipankar Chatterji was appointed as per Article 79(a) of the Articles of Association of the Company in the Board Meeting held on 23.7.2005 in the casual vacancy caused by the death of Mr. Samir Ghosh, a Director of the Company liable to retire by rotation. Under Section 262 of the Companies Act, 1956 Mr. Dipankar Chatterji shall hold office only upto the date upto which Mr. Samir Ghosh, in whose place he was appointed, would have held office i.e. upto the date of ensuing Annual General Meeting. A notice has been received from a member in compliance of Section 257 of the Companies Act, 1956 proposing Mr. Dipankar Chatterji as a candidate for the office of the Director.