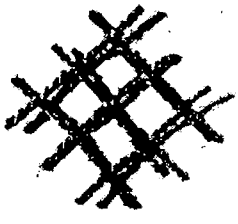
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37th
ANNUAL REPORT

Statement of Accounts
2007 - 2008



UNITED CREDIT LIMITED

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CONTENTS

	Page
Board of Directors	3
Notice	4-6
Directors' Report	7-9
Report on Corporate Governance	10-21
Abridged Balance Sheet, Profit & Loss Account and Auditors' Report	22-26
Notes on Account	27-30
Report and Account of Subsidiary Companies	31-58
Consolidated Abridged Financial Statement of United Credit Ltd. and its Subsidiaries	59-66

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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
SOLICITORS AND ADVOCATES	Khaitan & Co. Victor Moses & Co.
AUDITORS	M/s. Ray & Ray
BANKERS	American Express Bank Limited United Bank of India
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. R. M. Choubey Mr. N. Mishra
SHAREHOLDERS 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
Website : www.unitedcreditltd.com

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NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty-seventh 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 Wednesday, the 27th August, 2008 at 10.30 A.M.

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2008 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, 2008.
3. To elect a Director in place of Mr. Dipankar Chatterji, who retires by rotation, and being eligible, offers himself for reappointment.
4. To elect a Director in place of Mr. R. M. Choubey, who retires by rotation, and being eligible, offers himself for reappointment.
5. To elect a Director in place of Mr. Ravi Poddar, who retires by rotation, and being eligible, offers himself for reappointment.
6. To appoint retiring Auditors, M/s. Ray & Ray, Chartered Accountants, Kolkata to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and authorise the Board of Directors to fix their remuneration.

27B, Camac Street
Kolkata 700 016
The 23rd day of June, 2008

By Order of the Board of Directors
A. K. Dabriwala
Managing Director

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NOTES

I) A member entitled to attend and vote at this Annual General Meeting may appoint proxy, who need not be a member of the Company, to attend and vote on a poll on his behalf. Proxies in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before this meeting.

II) Members are requested to notify immediately any change in their address to the Company.

III) The Register of Members and Transfer Book of the Company will remain closed from 20th August, 2008 to 27th August, 2008 (both days inclusive).

The dividend as recommended by the Board, if approved at the meeting by the members, will be paid on or after 4th September, 2008 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 19th August, 2008 as per names and addresses 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 19th August, 2008.

IV) 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.

V) 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.

VI) 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.

VII) 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.

VIII) 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, 1956 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, 2004-05, 2005-06 and 2006-07 may write to the Company for arranging payment thereof.

IX) 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.

X) All documents referred to in the above NOTICE are open for inspection at the Registered Office of the Company during office hours.

XI) Shareholders are requested to notify the Registrars, C B Management Services (P) Limited latest by 20th August, 2008 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

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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 C B Management Services (P) Limited, the Registrars and Share Transfer Agents of the Company. ECS Mandate Form is enclosed.

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.

XII) 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 or 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.

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

XIV) Particulars of Directors retiring by rotation and seeking re-appointment at the forthcoming Annual General Meeting pursuant to clause 49 of the Listing Agreement.

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 the Stock Exchanges of India is provided in the report on Corporate Governance forming part of the Annual Report.

Mr. R. M. Choubey

Mr. R. M. Choubey passed BSc. (Engineering) of the Ranchi University in 1964 and was placed in First Class. He is also an Associate Member of the Institute of Internal Auditors. He has a very wide background of working in the banking industry and retired as General Manager of UCO Bank.

A brief resume of Mr. R. M. Choubey 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.

Mr. Ravi Poddar

Mr. Ravi Poddar is in the Board of various Companies. He has vast experience in diversified range of activities. He has been associated with many commercial and social organizations including Confederation of Indian Industry.

A brief resume of Mr. Ravi Poddar 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.

27B, Camac Street
Kolkata 700 016
The 23rd day of June, 2008

By Order of the Board of Directors
A. K. Dabriwala
Managing Director

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DIRECTORS' REPORT

TO THE MEMBERS

Your Directors are happy to present the 37th Annual Report with the Audited Statement of Accounts for the year ended March 31, 2008.

FINANCIAL RESULTS

	(Rs. in lacs) 2007-2008	2006-2007
Gross Income	**537.46**	294.65
PBDIT	**228.29**	98.34
Interest	**8.74**	0.43
Depreciation	**14.00**	14.90
PBT	**205.55**	83.01
Provision for Taxation (Net)	**34.20**	13.83
Provision for F.B.T.	**2.81**	2.80
Deferred Tax	**(17.17)**	(0.56)
PAT	**185.71**	66.94
Appropriations		
Surplus b/f from previous year	**197.45**	188.11
Profit available for appropriation	**383.16**	255.05
Proposed Dividend	**57.45**	38.30
Tax on Dividend	**9.76**	5.91
General Reserve	**75.00**	—
Transfer to Reserve Fund as per RBI norms.	**37.14**	13.39
Surplus carried to Balance Sheet	**203.81**	197.45

DIVIDEND

The Board is pleased to recommend a Dividend of Re. 0.90 per equity share i.e. 9 % on the face value of the equity share of Rs.10/- each.

RESERVES & SURPLUS

The Balance in Reserves & Surplus stands at Rs. 168,652,032/- (as on 31.3.2007 at Rs.156,801,345/-) after the appropriations mentioned above.

PERFORMANCE

Your Company has been able to maintain profitability by proper utilization of available resources. During the year under review the Company has generated profit after tax of Rs. 18,571,603/-, an increase of 177.45 % as compared to last year.

FUTURE OUTLOOK

The management decided to change its direction and shift its focus from the traditional business of hire purchase and leasing to other areas, which the Board believes the Company will yield a good result in near future.

LISTING WITH THE STOCK EXCHANGES

The Company's Equity Shares are listed with The Calcutta Stock Exchange Association Ltd. and Bombay Stock Exchange Limited. The annual Listing Fee to both the stock exchanges has been paid on time.

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CONVERSION OF EQUITY SHARES INTO REDEEMABLE PREFERENCE SHARES

As approved by the shareholders at the Extraordinary General Meeting held on 23.04.2007, necessary application was made to Hon'ble High Court at Calcutta for fixation of Record Date. The Hon'ble High Court at Calcutta had passed an order dated 07.02.2008 specifying the Record Date of conversion as 04.04.2008. Necessary application was thereafter made with the Stock Exchanges, where the shares of the Company are listed to fix 04.04.2008 as record date as directed by the Hon'ble High Court, but the confirmation from Stock Exchanges did not come in time. Upon receipt of approval of the scheme from Bombay Stock Exchange Limited necessary application has been made to the Hon'ble High Court at Calcutta for fixation of a fresh record date.

In terms of the scheme and the resolution passed at the Extraordinary General Meeting held on 23.04.2007, shareholders holding not more than 200 Equity Shares and not opted to continue as Equity Shareholders and still continues to be Equity Shareholders as on the fresh record date to be fixed by the Hon'ble Court will become 12.5% Redeemable Preference Shareholders upto a limit of 200 equity shares held by them as on 23.04.2007. The Preference Shares are redeemable at a premium of 50% at the end of the five years from the date of issue or earlier at the option of the Company.

DEPOSITS

The Company does not have any matured unclaimed deposit as on 31.03.2008.

DIRECTORS

Mr. Dipankar Chatterji, Mr. R. M. Choubey and Mr. Ravi Poddar retire by rotation in the forthcoming Annual General Meeting and being eligible, offer themselves for re-election.

Mr. R. M. Choubey, an independent Director of the Company has been appointed as Additional Director on the Board of Directors of United Nanotechnologies Private Limited and United Credit & Development Company Limited being subsidiaries of the Company on 23.06.2007 and 20.08.2007 respectively. Mr. Choubey has been nominated as Director in terms of Clause 49(III) of the Listing Agreement.

Miss Pooja Poddar has resigned from the Board of Directors of the Company on 29.10.2007. During her association, the Company has been benefited by her guidance and active participation.

AUDITORS

M/S. Ray & Ray, Chartered Accountants, Kolkata, retire at the ensuing Annual General Meeting and are eligible for re-appointment.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

The Company being engaged in hire purchase, leasing and other business of varied nature, 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 during the year under review. However, the total outgo of foreign exchange during the year under review is Rs. 9,11,112/-.

CORPORATE GOVERNANCE

In terms of Clause 49 of the Listing Agreement, the Company has implemented the Code of Corporate Governance and a separate section has been included in this report. The report on Corporate Governance and the declaration by the Managing Director in respect of Code of Conduct for all Board Members and Senior Management personnel and the certificate issued by M/s. Ray & Ray, Statutory Auditors of the Company in confirmation of the compliance as per requirement of Clause 49 of the Listing Agreement with the stock exchanges have been set out separately.

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MANAGEMENT DISCUSSION & ANALYSIS REPORT

Management Discussion and Analysis Report has been appended to this report in terms of the Listing Agreement.

SUBSIDIARY COMPANIES

The Company had three subsidiaries viz. United Credit & Development Company Limited, United Nanotechnologies Private Limited and United Nanotech Products Limited. Since 18.05.2007, United Nanotech Products Limited is no longer subsidiary of United Credit Limited.

At present the Company has two subsidiaries namely United Credit & Development Company Ltd. and United Nanotechnologies Private Limited. Accordingly, as per requirement of Sec.212 of the Companies Act, 1956 a copy each of the Annual Reports of these two Companies is enclosed along with a statement of your Company's interest in the said subsidiary Companies.

PARTICULARS OF EMPLOYEES

The Company has no employee in respect of whom information under Section 217(2A) of the Companies Act, 1956 is required to be annexed.

DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956

The Directors hereby confirm that –

i) In the preparation of the annual accounts, the applicable accounting standards had been followed;

ii) They have 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) They have 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) The annual accounts have been prepared on a going concern basis.

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
Ravi Poddar
Chairman

Kolkata – 700 016
The 23rd day of June, 2008

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CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE :

United Credit Limited is a non-deposit taking non-banking financial company. The company always intends to comply with the statutory norms as is applicable to the company. The company believes in maintaining absolute transparency in all respects.

I. BOARD OF DIRECTORS

(A) Composition of Board

The Company has a broad-based Board and meets the 'Composition' criteria. As on 31st March, 2008, the Board comprised of eight Directors, out of which seven are non-executive Directors, four of whom are independent Directors. The non-executive Directors are eminent professionals drawn from amongst persons with experience in business, finance, law and public enterprises. Mr. A. K. Dabriwala, the Managing Director is the Director in Executive Capacity. The composition of the Board during the year ended 31st March, 2008 is as under :-

Sl. No.	Name of the Directors	Category of Director	No. of Board Meetings held	No. of Board Meetings attended	Last AGM attended
(1)	(2)	(3)	(4)	(5)	(6)
1.	Mr. Ravi Roddar Chairman	Non-executive Promoter Director	8	7	Yes
2.	Mr. A. K. Dabriwala Managing Director	Director in Executive capacity & Promoter	8	8	Yes
3.	Mr. N. Himatsingka	Non-executive Independent Director	8	7	Yes
4.	Mr. N. K. Sarawgi	Non-executive Promoter Director	8	8	Yes
5.	Mr. Dipankar Chatterji	Non-executive Independent Director	8	8	Yes
6.	Mr. R. M. Choubey	Non-executive Independent Director	8	7	Yes
7.	Mr. N. Mishra	Non-executive Independent Director	8	5	Yes
8.	Mr. Devashish Dabriwal	Non-executive Director	8	8	Yes
9.	Miss Pooja Poddar*	Non-executive Director	8	3	Yes

8 Board Meetings were held during the year and the dates were 23.04.2007, 07.05.2007, 30.06.2007, 27.07.2007, 25.08.2007, 31.10.2007, 29.01.2008 & 29.02.2008.
Mr. Ravi Poddar and Miss Pooja Poddar are related to each other.
Mr. Ravi Poddar is also relative of Mr. A. K. Dabriwala.
Mr. Devashish Dabriwal and Mr. A. K. Dabriwala are related to each other.
* Miss Pooja Poddar has resigned from the Board of Directors w.e.f. 29.10.2007.

(B) Non executive Directors' compensation and disclosures

The Non-executive Directors are entitled to a commission of 1% of the net profit of the Company to be divided between them in such manner, as the board may determine from time to time in addition to fees for attending Meeting of the Board of Directors and Committees thereof. In the current year no such commission has been paid.

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