

## UNITED LEASING & INDUSTRIES LIMITED

CIN-L65910HR1983PLC033460

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#### CHAIRMAN & MANAGING DIRECTOR

Mr. Anil Kumar Khanna

#### DIRECTORS

Mr. Virendra Kumar Batra  
Mr. Vipin Bali  
Mr. Kapil Dutta  
Mrs. Vimal Kumari (Woman Director)

#### STATUTORY AUDITORS

M/s. J.P. Chawla & Co.  
Chartered Accountants,  
43, Darya Ganj,  
New Delhi-110002.

#### SECRETARIAL AUDITORS

M/s. Choudhary Pankaj & Associates,  
Company Secretaries  
721, Akshardham Apartments, Pocket-III,  
Sector-19, Dwarka, New Delhi-110075.

#### PRINCIPAL BANKERS

Oriental Bank of Commerce  
Central Bank of India

#### REGISTERED OFFICE

Plot No. 66, Sector-34, EHTP,  
Gurgaon, Haryana.

#### WORKS OFFICE

14 Kms., Gurgaon Pataudi Road, Village Jhund  
Sarai Veeran, Distt. Gurgaon, Haryana.

#### CORPORATE OFFICE

D-41, South Extension,  
Part-II, New Delhi-110049.  
Tel: 011-41644996 / 26253522.

#### REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.  
44, Community Centre, Phase-I, Near PVR,  
Naraina Industrial Area,  
New Delhi-110028.  
Phone: 011-41410592-93-94  
Fax : 011-41410591,  
email : delhi@linkintime.co.in

#### WEBSITE INVESTOR E-MAIL

www.uliltd.com  
investorrelations@uliltd.com

#### PLEASE NOTE:

1. No gifts/ gift coupons/ company products will be given at the Annual General Meeting.
2. No attendance slip will be issued at the AGM venue.
3. Please bring your copy of Annual Report at the AGM.

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## UNITED LEASING & INDUSTRIES LIMITED

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### NOTICE TO SHAREHOLDERS

**NOTICE IS HEREBY GIVEN THAT THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED LEASING & INDUSTRIES LIMITED WILL BE HELD ON WEDNESDAY, THE 30<sup>TH</sup> DAY OF SEPTEMBER, 2015 AT THE WORKS PREMISES OF THE COMPANY AT 14 KM, GURGAON PATAUDI ROAD, VILLAGE JHUND SARAI VEERAN, DISTT. GURGAON, HARYANA AT 1.00 P.M. TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

- Item No.1 To receive, consider and adopt the audited Balance Sheet as on 31<sup>st</sup> March 2015 and the statement of Profit & Loss for the year ended on that date, together with the Report of the Directors and Auditors thereon.
- Item No.2 To appoint a Director in place of Mr. Anil Kumar Khanna (DIN : 00207839) who retires by rotation and being eligible offers himself for re-appointment.
- Item No.3 Ratification of Appointment of Statutory Auditors.

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provision of the Companies Act, 2013 (the “Act”) read with Rules 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. J.P. Chawla & Company, Chartered Accountants, (Firm Registration No.001875N), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors.”

#### **SPECIAL BUSINESS:**

- Item No.4 To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution :

**“RESOLVED THAT,** pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, and the Rules made there under, read with Schedule IV to the Companies Act, 2013, Mrs.Vimal Kumari (DIN : 007225462), who was appointed as an Additional Director (Woman Director) of the Company by the Board of Directors with effect from 26<sup>th</sup> May, 2015 in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying her intention to propose Mrs.Vimal Kumari as a candidate for the office of Woman Director of the Company, be and is hereby appointed as an Independent Director ( of the Company for a term up to 25<sup>th</sup> May, 2020, and whose office shall not be liable to retire by rotation”.

- Item No.5 To consider and if thought fit, to pass with or without modification, the following resolution as a Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 73 and 76 of the Companies Act, 2013 (the act) read with the companies (Acceptance of Deposit) Rules, 2014 (the Rules) and other applicable provisions, if any, and subject to such conditions, approvals, permissions as may be necessary, consent of the members be and is hereby accord to the company for renewing unsecured deposits from its members.”

**“FURTHER RESOLVED THAT** for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do such acts, deeds, matters and things as they may in their absolute discretion consider necessary, proper, expedient, desirable or appropriate and take all necessary and desirable steps for the aforesaid purpose and matters incidental thereto.”

**By order of the Board  
For United Leasing & Industries Limited**

**Sd/-  
(Anil Kumar Khanna)  
Chairman  
DIN : 00207839**

**Date: 13<sup>th</sup> August, 2015  
Place: New Delhi**

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### IMPORTANT NOTES:

#### 1. BOOK CLOSURE

Share Transfer Books and Register of Members of the Company will remain closed from 25<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015 (Both days inclusive).

#### 2. EXPLANATORY STATEMENTS

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 4 & 5 of the Notice, is annexed here to.

#### 3. PROXY & ATTENDANCE

A member entitled to attend and vote at the meeting, is entitled to appoint a proxy to attend and vote instead of himself and that proxy need not be a member.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. The instrument appointing a proxy should however be deposited at the Corporate Office of the Company not less than 48 hours before the commencement of the meeting. A blank proxy form is annexed to this Annual Report. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

#### 4. NOMINATION

As per Section 72 of the Companies Act, 2013 shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nomination are requested to send their requests in Form No. 2B in duplicate (which will be made available on request) to Registrar & Share Transfer Agents (RTA) of the Company.

5. To support the "Green Initiative", the Members who have not registered their e-mail addresses are requested to register the same with the R&T Agent/Depositories.

6. Electronic copy of the Annual Report for the year ended 31-3-2015 is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the 31<sup>st</sup> Annual Report are being sent in the permitted mode.

7. Electronic copy of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 31<sup>st</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form are being sent in the permitted mode.

8. Notice of the 31<sup>st</sup> Annual General Meeting of the Company along with Annual Report for 2014-15 will also be available on the Company's website [www.uliltd.com](http://www.uliltd.com). The physical copies of the aforesaid documents will also be available at the Company's Registered Office & Corporate Office.

#### 9. VOTING THROUGH ELECTRONIC MEANS

- i. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31<sup>st</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Ltd. ("CDSL"):

#### The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27/09/2015 and 9.00 a.m. and ends on 29/09/2015 and 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record

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date) of 23/09/2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:
  - For Members holding shares in Demat Form and Physical Form**
  - PAN Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
    - **Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on the label affixed containing the Postal address.**
  - DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
  - Dividend Bank Details Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
    - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

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- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### 10. MEMBERS ARE REQUESTED TO :

- i) Those who hold shares in physical form may notify change of address if any to Company's Registrar Link Intime India Pvt.Ltd.along with self attested copies of address proof and PAN Card.
- ii) Quote their Folio Number while corresponding with the Company, in case they hold physical shares.
- iii) Send their queries, if any, to reach the Company's Corporate Office at least 10 days before the date of the meeting so that information can be made available at the meeting.
- iv) For any communication, the shareholders may also send requests to the Company's email id: [investorrelations@uliltd.com](mailto:investorrelations@uliltd.com).
- v) Bring their copy of the proxy form/attendance slip at the meeting.
- vi) Members who hold shares in dematerialized form are requested to bring the Client ID & DP ID numbers for easy identification of attendance at the meeting

**By order of the Board  
For United Leasing & Industries Limited**

**Date : 13<sup>th</sup> August, 2015  
Place: New Delhi**

**Sd/-  
(Anil Kumar Khanna)  
Chairman  
DIN : 00207839**

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**UNITED LEASING & INDUSTRIES LIMITED****CIN-L65910HR1983PLC033460**

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**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 4**

Mrs. Vimal Kumari was appointed as an Additional Director (Woman Director) by the Board with effect from 26<sup>th</sup> May, 2015 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Vimal Kumari will hold office up to the date of the ensuing AGM. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mrs. Vimal Kumari for the office of Independent Director, to be appointed as such under the provision of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Vimal Kumari (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rule, 2014 (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rule, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Mrs. Vimal Kumari's is B.A., B.Ed., M.A., M.Ed. qualified and she is working with Virendra Public School, Delhi as a Teacher since 1995.

The matter regarding appointment of Mrs. Vimal Kumari as an Additional Director was placed before the Nomination & Remuneration Committee and it has recommended her appointment.

The resolution seeks the approve of members for the appointment of Mrs. Vimal Kumari as an Independent Director of the Company for a term up to 25<sup>th</sup> May, 2020 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made there under. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Mrs. Vimal Kumari Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made there under and she is independent of the Management.

No director, key managerial personnel or their relatives except Mrs. Vimal Kumari, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No.4 for the approval of the members.

**ITEM NO. 5**

The Board of Directors of the Company at its meeting held on May 26, 2015, have subject to the approval of members in their meeting, have approved the renewal of unsecured deposit by the company from its members. The board has also approved the renewal of acceptance of deposits from the members and the same has been duly signed by majority of directors present at that meeting.

Your directors commend the resolution as set out in the accompanying notice for the approval of members of the company.

No director of the company is concerned with or interested in the resolution of accompanying notice.

The Board recommends the resolution set forth in Item No.5 for the approval of the members.

**By order of the Board  
For United Leasing & Industries Limited**

**Date : 13<sup>th</sup> August, 2015  
Place: New Delhi**

**Sd/-  
(Anil Kumar Khanna)  
Chairman  
DIN: 00207839**

## UNITED LEASING & INDUSTRIES LIMITED

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### DIRECTORS' REPORT

To

**The Members,**

Your Directors have great pleasure in presenting the 31<sup>st</sup> Annual Report together with the Audited Annual Accounts of the Company for the financial year ended on 31<sup>st</sup> March, 2015.

### FINANCIAL RESULTS

The financial results of the Company for the year ended 31<sup>st</sup> March 2015 are as follows:

Particulars	(Rs.in Lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Total Income	42.58	41.46
Operating Expenses	12.30	10.02
Profit before Finance Cost, Depreciation & Amortisation Exp.	30.28	31.45
Depreciation & Amortization Expenses	27.61	20.54
Financial Expenses	19.58	25.74
Loss Before Tax	(16.91)	(14.83)
Provision for Tax	58.64	0.00
Loss after Tax	(75.55)	(14.83)
Less asset balances written off in accordance with Schedule-II of Companies Act, 2013	(211.14)	0.00
Balance Brought Forward	(106.34)	(91.50)
Balance Carried forward	(393.03)	(106.34)

### PERFORMANCE REVIEW

During the year, the turnover increased from Rs.41.46 Lacs previous year to Rs. 42.58 Lacs current year and the Profit before Finance Cost, Depreciation and Amortisation Expenses is down from Rs.31.45 Lacs to 30.28 Lacs. The Company incurred loss during the year of Rs.75.55 Lacs due to provision for tax is Rs.58.64 Lacs.

### DIVIDEND

With a view to strengthen the financial position of the Company in future, your Director's have decided not to declare any dividend for the period under review.

### FIXED DEPOSITS

Total members deposits as on 31<sup>st</sup> March 2015 were Rs.60.96 Lacs. No fresh deposits were accepted during the financial year 2014-15. There were no unclaimed deposits as at March 31, 2015.

### DEMATERILISATION OF SHARES

The shares in the Company are under compulsory dematerialized trading. The Company's ISIN No. is INE357P01014.

### DIRECTORS

The Board comprises of 5 Directors, namely:-

Mr. Anil Kumar Khanna	-	Chairman & Managing Director
Mr. V.K. Batra	-	Independent Director
Mr. Vipin Bali	-	Independent Director
Mr. Kapil Dutta.	-	Independent Director
Mrs. Vimal Kumari	-	Independent Director (Woman Director)

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In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Anil Kumar Khanna, Chairman & Managing Director (DIN: 00207839) of the Company retire by rotation and being eligible, offers himself for reappointment.

Mrs. Vimal Kumari appointed on 26.5.2015 as a Additional Director (Woman Director) of the Company. Mr. Kapil Dutta is the Chairman of the Audit Committee. The terms of reference of the Audit Committee have been laid down by the Board at its meeting constituting the committee, held on 26.05.2015.

All the Independent Directors have given Declaration that they meet criteria of Independence as laid down U/s 149(6) of the Companies Act, 2013 and Clause No.49 of the Listing Agreement.

### DIRECTORS' RESPONSIBILITY STATEMENT

In pursuance of Section 134 of the Companies Act, 2013 the directors, based on the representation received from the operation management, confirm that :

- (i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) They have selected such accounting policies and applied them consistently and made judgments 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 2014-15 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) They have prepared the annual accounts on a going concern basis.
- (v) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### STATUTORY AUDITORS

The Statutory Auditors of the Company M/s. J.P. Chawla Chartered Accountants LLP, Delhi (Firm Registration No. 001875N) who were appointed as Statutory Auditors by the members for five years. Their appointment would be ratified at the ensuing Annual General Meeting.

The observations of the Auditors and the relevant notes on the accounts are self-explanatory and therefore do not call for any further comments.

### INTERNAL AUDITOR

The Board of Directors of your Company has re-appointed R.R. CA & Co., Chartered Accountants as Internal Auditors pursuant to the provision of Section 138 of the Companies Act, 2013 for the financial year 2015-16.

### SECRETARIAL AUDITORS

The Board had appointed M/s. Choudhary Pankaj & Associates, Company Secretaries, Delhi as Secretarial Auditor pursuant to the provisions of Section 204 of the Companies Act, 2013. The Report of the Secretarial Auditors annexed to the Report as per Annexure 'A'. There is a qualification in the Report that Company did not appoint Woman Director upto 31<sup>st</sup> March, 2015.

The Management clarified that, it was in search for appointment of a Woman Director on the Board of the Company and appointed Mrs. Vimal Kumari as Woman Director w.e.f. 26<sup>th</sup> May, 2015.



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### CORPORATE SOCIAL RESPONSIBILITY

With the enactment of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with various clarifications issued by the Ministry of Corporate Affairs every Company having the networth of Rs.500 Crores or more turnover of Rs.1000 crores or more or net profit of Rs.5 Crore or more during any financial year have to spend at least 2% of the average net profit of the Company made during the three immediately preceding financial years.

In pursuance of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014, the above rules are not applicable to the company during the year as the company does not have adequate profits.

### REPORT ON CORPORATE GOVERNANCE:

The Company endeavors to attain highest values of Corporate Standards. The Company has adhered to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and has implemented all the stipulations prescribed, in the Clause 49 of the Listing Agreement with Stock Exchanges. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of this Annual Report.

A requisite certificate from the Statutory Auditors of the Company, M/s J.P. Chawla & Co., Chartered Accountants, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid clause 49, is attached to the Corporate Governance Report.

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the Provisions of Section 186 of the Companies Act, 2013 are given in the accompanying Financial Statements.

### RELATED PARTY TRANSACTIONS

None of the transactions with any of related parties were in conflict with the Company's interest. Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the notes to the Financial Statements.

All related party transactions are negotiated on an arms-length basis and are in the ordinary course of business. Therefore, the Provisions of Section 188(1) of the Companies Act, 2013 has been in compliance. Further the board of the company has given its approval to transaction with the related parties.

The details of the transaction with Related Party are provided in the accompanying financial statements-notes to the accounts.

### COMPLIANCE UNDER THE COMPANIES ACT, 2013 AND ADDITIONAL SEBI STIPULATIONS

The Companies Act 2013 came into force substantially from 1<sup>st</sup> April, 2014. Also, SEBI in its master circular dated 17<sup>th</sup> April, 2014 notified additional requirements on corporate governance which will be effective from 1<sup>st</sup> October, 2014. The Act and the SEBI Stipulations set the tone for a more modern legislation which enables growth, greater regulation and self governance of India's corporate sector. The Act and SEBI's requirements are expected to improve corporate governance norms, enhance the accountability and protect the interests of investors, particularly small ones.

These requirements substantially increase the compliance requirements for companies. The Company is taking all the necessary steps to be compliant with the Act within the time stipulated.

### COMPANY SECRETARY

Ms. Shipra Chugh, Company Secretary and Compliance Officer has been resigned w.e.f. 24<sup>th</sup> June, 2015. The Company is making its efforts to appoint the new Company Secretary as early as it finds the suitable candidate.

### AUDIT COMMITTEE

Brief description of terms of reference

The role and the powers of the Audit Committee are as per the guidelines set out in the Listing Agreement with the Stock Exchanges. The Committee also acts as a link between the auditor and the Board of Directors. The Committee meets the auditors periodically and reviews the quarterly/ half yearly and annual financial statements and discusses their findings and suggestions and seeks clarifications thereon.

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### Composition of the Committee and category of Directors

Mr. Kapil Dutta	Independent Director
Mr. Anil Kumar Khanna	Non Independent Director
Mr. Vipin Bali	Independent Director
Mrs. Vimal Kumari	Independent Director (Woman Director)

Mrs. Vimal Kumari appointed on 26.5.2015 as a Additional Director (Woman Director) of the Company. Mr. Kapil Dutta is the Chairman of the Committee. The terms of reference of the Audit Committee have been laid down by the Board at its meeting constituting the committee, held on 26.05.2015.

### NOMINATION AND REMUNERATION COMMITTEE

Composition of the Committee and category of Directors as decided by the Board of Directors.

Mr. Vipin Bali	-	Chairman	-	Independent Director
Mr. Kapil Dutta	-	Member	-	Independent Director
Mr. V.K. Batra	-	Member	-	Independent Director

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Composition of the Committee and category of Directors as decided by the Board of Directors.

Mr. V.K. Batra	-	Chairman	-	Independent Director
Mr. Vipin Bali	-	Member	-	Independent Director
Mr. Kapil Dutta	-	Member	-	Independent Director

### VIGIL MECHANISM AND WHISTLE BLOWER POLICY

Fraud-free and corruption-free work culture has been the core of the Company's functioning. In view of the potential risk of fraud and corruption due to rapid growth and geographical spread of operations, the company has put even greater emphasis to address this risk.

To meet this objective a Whistle Blower Policy has been laid down. The same policy as approved by the Board was uploaded on the Company's website [www.uliltd.com](http://www.uliltd.com).

### DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. There were no complaint received from any employee during the financial year 2014-15 and hence no complaint is outstanding as on 31.3.2015 for compliance.

### CONSERVATION OF ENERGY

The Company does not belong to the category of power intensive industries and hence consumption of power is not significant. However, the management is aware of the importance of conservation of energy and also reviews from time to time the measures taken/ to be taken for reduction of consumption of energy.

### FOREIGN EXCHANGE EARNINGS AND OUTGO

Total foreign exchange earned	: Rs. Nil
Total Foreign exchange used	: Rs. Nil

### PARTICULARS OF EMPLOYEES

None of the Employees of the Company was in receipt of remuneration, which was more than the limits as prescribed under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and hence no particulars are required to be disclosed in this Report.