
UNITED LEASING & INDUSTRIES LIMITED

CIN-L65910HR1983PLC033460

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CHAIRMAN

Mr. Anil Kumar Khanna

DIRECTORS

Mr. Virendra Kumar Batra
Mr. Kapil Dutta
Mr. Ashish Khanna
Mr. Aditya Khanna
Mr. Vipin Bali
Mrs. Vimal Kumari

CHIEF FINANCIAL OFFICER

Mr. Ashish Khanna

COMPANY SECRETARY

Ms. Mansi Mehta

STATUTORY AUDITORS

M/s. Raj Anirudh & Associates,
Chartered Accountants,
228, Sainik Vihar, Delhi-110034.

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

REGISTERED OFFICE & FACTORY

Plot No. 66, Sector-34, EHTP,
Distt. Gurugram, Haryana.
Tel: 0124-4200274

CORPORATE OFFICE

D-41, South Extension Part-II,
New Delhi - 110049.
011-26258237, 49075251

REGISTRAR & SHARE TRANSFER AGENTS

Link Intime India Pvt. Ltd.
44, Community Centre, Phase-1,
Near PVR, Naraina Industrial Area,
New Delhi-110028.
Phone No: 011-41410592-93-94
Fax: 011-41410591
Email: delhi@linkintime.co.in

WEBSITE

www.uliltd.com

INVESTOR E-MAIL

investorrelations@uliltd.com

UNITED LEASING & INDUSTRIES LIMITED

CIN-L65910HR1983PLC033460

NOTICE TO SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT THE 33RD ANNUAL GENERAL MEETING OF THE MEMBERS OF UNITED LEASING AND INDUSTRIES LIMITED WILL BE HELD ON SATURDAY, THE 23RD DAY OF SEPTEMBER, 2017 AT 01.00 P.M. AT 14 KMS. GURUGRAM PATAUDI ROAD, VILLAGE JHUND SARAI, VEERAN, DISTT. GURUGRAM, HARYANA TO TRANSACT THE FOLLOWING BUSINESS:-

ORDINARY BUSINESS:

Item No.1 To Receive, Consider and Adopt:

The Audited Financial Statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and the Auditors thereon.

Item No.2 To ratify the re-appointment of auditors of the Company M/s. Raj Anirudh & Associates (FRN: 020497N), Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of 37th consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s. Raj Anirudh & Associates, Chartered Accountants having (FRN: 020497N), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) and fix their remuneration till the conclusion of the next AGM of the Company to be held in the year 2018.”

SPECIAL BUSINESS:

Item No.3 To Appointment of Mr. Aditya Khanna (DIN: 01860038) as Managing Director of the Company:

To consider, and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to recommendation and approval of the Board and subject to the provisions of sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) from time to time or any re-enactment thereof for the time being in force) read with Schedule-V of the Companies Act, 2013 an Articles of Association of the Company, approval of members of the Company be and is hereby accorded for the appointment of Mr. Aditya Khanna (DIN: 01860038) as Managing Director, for the period of five years with effect from 29th May, 2017, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”) under the Companies Act, 2013 on terms and conditions including remuneration.

Item No.4 Regularization of Mr. Ashish Khanna, (DIN: 01251582) as Director of the Company:

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

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"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ashish Khanna (DIN : 01251582) who was appointed as Additional Director at the meeting of the Board of Directors of the Company held on 24th December, 2016 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of director be and is hereby appointed as the Director of the Company."

Item No.5 Acceptance of Fixed Deposit:

To consider and if thought fit, to pass with or without modification, the following resolution as an 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, approval, permissions as may be necessary, consent of the members be and is hereby accord to the Company for acceptance fixed deposits from its members."

By order of the Board
United Leasing & Industries Limited

Date : 10/08/2017
Place : Gurugram, Haryana

Sd/
Mansi Mehta
Company Secretary

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IMPORTANT NOTES:

1. EXPLANATORY STATEMENTS

The Explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the business under Item Nos. 3 to 5 of the Notice, is annexed hereto.

2. PROXY & ATTENDANCE

A member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote on his behalf. A proxy need not be a member of the Company. The instrument appointing a Proxy, in order to be effective, must be duly filled, stamped and signed and must reach the Corporate Office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting. A Proxy Form for AGM is enclosed in the Annual Report.

A person can act as proxy on behalf of members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

Corporate Member are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote on their behalf at the AGM.

Members are requested to bring their attendance slip duly filled and signed mentioning therein details of their DP ID and Client ID/ Folio No. The attendance slip for AGM is enclosed in their Annual Report.

3. BOOK CLOSURE

Share Transfer Books and Register of Members of the Company will remain closed from 17th September 2017 to 22nd September 2017 (Both days inclusive).

4. NOMINATION

Members who hold shares in physical certificate form can nominate a person in respect of all the shares held by them singly or jointly, by providing details to the Share Transfer Agent of the Company in the prescribed form.

Members holding share in dematerialized form may contact their respective Depository Participant(s) for recording nomination in respect of their shares.

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 31st March, 2017 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 Annual Report are being sent in the permitted mode.

7. Electronic copy of the Notice of the 33rd 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 33rd 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. Members may also note that the Notice of 33rd Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.uliltd.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Gurugram, Haryana, and Corporate Office in New Delhi.

9. 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.

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10. Quote their Folio Number while corresponding with the Company, in case they hold physical shares.
11. 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.
12. For any communication, the shareholders may also send requests to the Company's email id: investorrelations@ulilltd.com.
13. Voting through electronic means

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th September, 2017, 9.00 a.m. (IST) and ends on 22nd September, 2017, 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th September, 2017, 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.
- (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 and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on address slip of each receiver.</p>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the Company records for the said Demat account or folio.</p> <p>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).</p>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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

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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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant United Leasing And Industries Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.
- (xvii) 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of the Board
United Leasing & Industries Limited

Sd/-
Mansi Mehta
Company Secretary

Date : 10/08/2017
Place: Gurugram, Haryana

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3: Appointment of Mr. Aditya Khanna (DIN:01860038) as Managing Director of the Company.

The Board of Directors was recommended to appoint Mr. Aditya Khanna as Managing Director of the Company with effect from 29th May, 2017 to hold office for a term of 5 years. The said appointment and payments of remuneration was approved by the shareholders at the Annual General Meeting held in 23rd September 2017.

The appointment and payment of remuneration to Mr. Aditya Khanna are subject to the approval(s) of members at this Annual General Meeting of the Company by way of Special Resolution, in accordance with the relevant provisions of the Companies Act, 2013 read with schedule V to the said act. Further in event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Aditya Khanna as the Managing Director of the Company, as mentioned in the item no.3 will be paid to Mr. Aditya Khanna, as Minimum Remuneration, subject to such statutory/ regulatory approvals as may be necessary.

Details of a Director seeking appointment as Managing Director in the ensuing Annual General Meeting scheduled to be held on 23rd September, 2017.

Name of Director	Mr. Aditya Khanna
Date of Birth	10.04.1982.
Nationality	INDIAN
Date of Appointment on the Board	29.05.2017
Qualification	1) A Level' The British School New Delhi Director -New Business . 2) BSc in Accounting & Finance from London School of Economics 3) MBA from University of Oxford, England.
Experience	More than 5 years of Experience in the International Marketing Business and is totally involved in the Exports and the Embroidery Machine Sales Business of the Company.
Number of Shares held in the Company	NIL
Relationship with other directors Manager and other key Managerial Personnel	Son of Mr. Anil Kumar Khanna, Director and Brother of Mr. Ashish Khanna, Director.
Number of Board Meeting attended during the financial year 2016-17.	One i.e. 13th February, 2017.
List of outside Directorship held	RLF Limited, M K Financial Services Limited, Chitra Utsav Video Private Limited, SIPL Textiles Private Limited, ADAB Infrastructure Private Limited, Rebound Ace India Private Limited and Unique Turf Sports Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company	N.A.
Chairman/Member of the Committee of the Board of Directors of the other Public Companies.	N.A.

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Item No. 4: Regularization of Mr.Ashish Khanna (DIN: 01251582) as Director of the Company .

Mr. Ashish Khanna DIN: 01251582 was appointed as Additional Director by the Board with effect from 24th December, 2016 pursuant to Section 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Ashish Khanna 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.

The Company has received from Mr.Ashish Khanna 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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

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

Item No.5: Acceptance of Fixed Deposit.

The Board of Directors of the Company at its meeting held on May 29, 2017, have subject to the approval of members in their meeting, approved the renewal of fixed deposit by the Company from its members. The Board also got approval for the acceptance of deposits from the members and the same has been duly signed by the majority of directors present at that meeting.

Your Directors recommend 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.

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DIRECTORS' REPORT

To

The Members,

Your Directors' present to you their 33rd Annual Report together with the Audited Accounts for the financial year ended 31st March 2017.

FINANCIAL RESULTS

The summarized financial results of the Company for the year ended 31st March 2017 and for the previous year ended 31st March, 2016 are as follows:

FINANCIAL RESULTS FOR THE YEAR ENDED 31.03.2017		
		(Rs. Lacs)
Particulars	Year Ended 31.03.2017	Year Ended 31.03.2016
Total Income	397.84	61.13
Operating Expenses	234.29	39.06
Profit before Finance Cost, Depreciation & Amortisation Exp.	163.55	22.07
Depreciation & Amortisation Exp.	49.23	2.75
Financial Expenses	44.29	19.02
Profit/Loss before Tax	70.03	0.30
Provision for Tax	13.35	0.06
Profit/Loss after Tax	56.68	0.24
Earning per share Basic and Diluted	1.89	0.01

PERFORMANCE HIGHLIGHTS

During the year, the turnover of the Company is Rs. 397.84 Lacs increased as against the previous year turnover of Rs. 61.13 Lacs and the profit before finance cost, Depreciation and Amortization is also increased to Rs.163.55 Lacs from the previous year Rs.22.07 Lacs in current year. Addition in capacity with installation of 2 new fully Computerized Embroidery machines purchased during the year. The Profits of the Company has increased to Rs. 56.68 Lacs to last year profit of Rs. 0.24 Lacs.

Your Company's Information for the year under review is given in greater detail in the Management Discussion and Analysis which forms part of this Annual Report.

DIVIDEND

The Board of Directors has not recommended any dividend for the Financial Year 2016-17.

FIXED DEPOSITS

Total members Fixed Deposits as on 31st March 2017 were Rs.35.46 Lacs. No fresh deposits were accepted during the financial year 2016-17. There were no unclaimed deposits as at March 31, 2017.

DEMATERIALISATION OF SHARES

The shares of the Company are under compulsory dematerialized trading. The Company's ISIN No. is INE357P01014. The number of shares is dematerialized as on 31.3.2017 follows:

*NSDL : NIL
CDSL : 17035 Shares

*The Company has also applied for registration with NSDL for dematerialization of shares.

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MEETINGS OF THE BOARD:

The strength of Board of Directors as on March 31, 2017 was 7 Directors. The Board comprise of one Executive Director and two Executive Non Independent Directors. The Board meets the requirement of not less than half of the Board being Independent Directors, the Chairperson being a promoter Director.

Date of Meetings	Board Strength	No. of Directors present
14 May, 2016	06	05
05 August, 2016	06	05
03 November, 2016	06	06
24 December, 2016	06	04
13 February, 2017	07	06

The maximum time gap between any two meetings was not more than 120 days.

The composition of Board of Directors and attendance of Directors at the Board Meetings during the year and at the last Annual General Meeting and also number of other directorships, committee memberships and chairmanship held by them are given below:

Name of Directors	DIN	Details	Attendance		No. of other Directorships and Committee Memberships/ Chairmanship held in Public Limited Companies		
			Board Meeting	AGM	Directorship	Committee Membership	Committee Chairmanship
Mr. Anil Kumar Khanna	00207839	Promoter	05	Yes	15	02	01
Mr. Kapil Dutta	00964585	I.N.E.D.	03	No	03	01	Nil
Mr. V.K. Batra	00601619	I.N.E.D.	05	Yes	05	01	Nil
Mr. Vipin Bali	01890854	I.N.E.D.	05	No	Nil	Nil	Nil
Mrs. Vimal Kumari	07225462	I.N.E.D.	03	Yes	Nil	Nil	Nil
Mr. Ashish Khanna*	01251582	A.D.	01	-	09	Nil	Nil
Mr. Aditya Khanna*	01860038	A.D.	01	-	07	Nil	Nil

- Mr. Ashish Khanna and Mr. Aditya Khanna was appointed on 24.12.2016 as additional director.
- E.D.-Executive Director, I.N.E.D.- Independent Non Executive Director and A.D.-Additional Director.

AUDIT COMMITTEE:

Name	Chairman/Member	No. of meeting(s) attended
Mr. Kapil Dutta	Chairman	2
Mr. Anil Kumar Khanna	Member	4
Mr. Vipin Bali	Member	4
Mrs. Vimal Kumari	Member	2

Brief description of terms of references:

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.

The audit committee met four times during the financial year 2016-17 on 14th May, 2016, 05th August, 2016, 03rd November, 2016 and 13th February, 2017. The attendance of meeting is given hereunder:-