

UNIVERSAL CREDIT & SECURITIES LIMITED

22nd ANNUAL REPORT
2015 - 2016

Universal Credit and Securities Limited
22ND Annual report (2015-2016)

BOARD OF DIRECTORS

Narendra Shah	- Chairman & M.D.
Sushma Raval	- Ind. Director
Gangaram Kadam	- Ind. Director

REGISTERED OFFICE

B-5, Mira Co-Op HSG Soceity,
B/H. Mother's School, Makrand Desai Road,
Vadodara – 390015 (Gujarat)

AUDITOR

MUKESH M. CHOKSHI & CO.,
CHARTERED ACCOUNTANTS,
MUMBAI

BOOK CLOSURE

26-09-2016 TO 30-09-2016
(BOTH DAYS INCLUSIVE)

AGM DATE

Tuesday, 30-09-2016 at 11:00 AM

BANKERS

KOTAK MAHINDRA BANK
AXIS BANK LTD.

REGISTRAR AND TRANSFER AGENT

M/s.SHAREX DYNAMIC (I) PVT. LTD.
17/B, 2nd Floor, Dena Bank Bldg.,
Horiman Circle Fort,
Mumbai – 400 001
Ph: 022-22702485, 22641376

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Notice

Notice is hereby given that the Annual General Meeting of the members of UNIVERSAL CREDIT AND SECURITIES LIMITED will be held at the Registered Office of the Company at B-5, Mira Co-Op HSG Socety, B/H. Mother's School, Makrand Desai Road, VADODARA – 390015 on at 11.00 a.m. on , 30th Sept., 2016 to transact the following business.

ORDINARY BUSINESS

1. To receive consider and adopt the audited Balance Sheet as at 31st March 2016 and Profit & Loss Account for the year ended on that date together with the Report of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Narendra Shah, who retires by rotation but being eligible offers himself for re-appointment.
3. 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, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2015, (including any statutory modification or re-enactment thereof for the time being in force) M/s MUKESH M CHOKSHI & CO., Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of 22nd Annual General Meeting until the conclusion of 24th Annual General Meeting to be held in year 2018 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

SPECIAL BUSINESS

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 the provisions of Sections 2(54) & section 203 read with rule made there under and other applicable provisions of the Co.Act,2013 Narendra Shah I (Din no. 02001784), be and is hereby appointed as Managing Director of the Company to hold office for 5 (Five) consecutive years for a term up to March 31, 2020 due to the new applicable provisions of sections 203 of the Co.Act,2013.

Place : VADODARA
Dated : 30/08/2016

By the Order of the Board of Directors
Sd/-
Narendra Shah
Chairman

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Notes:-

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is annexed herewith.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Friday 26th Day of September, 2016 to Wednesday 30th Day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R& STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM is furnished and forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2016 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2016 is being sent in the permitted mode. Members who do not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- Documents referred in the notice and the explanatory statement, if any will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.

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- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
 - In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 - The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio/DPID number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
 - Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
 - As per the requirement of the clause 54 of the Listing Agreement the Company is updating information on its website www.universalcreditltd.com. This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, contact detail of the Compliance Officer for communicating investor grievances.
 - The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
 - Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.
 - Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at M/s M/S. SHAREX DYNAMIC INDIA PVT.LTD., MUMBAI
- - The Company has designated an exclusive email ID investor.relations@univrsalcreditltd.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
 - The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternate, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be

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treated as invalid. For E-voting facility, the Company has entered in to an agreement with the NSDL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

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 e-voting facility to all Members of the Company to enable them to cast their votes electronically on the items/resolutions mentioned in this notice. The Company has availed e-voting services as provided by National Securities Depository Limited (NSDL).

The Company has appointed Mr. Abhishek Shah, CA , having his office at 21, Old Shanti nagar, CHamunda Circle, Borivali West, Mumbai 400091 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The instructions of e-voting are detailed hereunder:

- A. Members whose Shareholding is in dematerialized form and whose email addresses are registered with the Company/Depository Participant(s) will receive an e-mail from NSDL informing the User-ID and Password.
- i. Open e-mail and open PDF file Notice with your Client ID or Folio No. as password. The said PDF file contains your user ID and Password for e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing following URL: <https://www.evoting.nsdl.com>
 - iii. Click on "Shareholder Login".
 - iv. Put User ID and Password as initial password noted in step (i) above and Click Login.
 - v. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. We strongly recommend that you should not share your new password with any other persons and take utmost care to keep your password confidential.
 - vi. Home page of "e-voting" opens. Click on – Voting – Active Voting Cycles.
 - vii. Select "EVEN" (E -Voting Event Number) of UNIVERSAL CREDIT AND SECURITIES LTD.
 - viii. Now you are ready for e-voting as "Cast Vote" page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter, etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer on or before 28th September, 2015 (6.00 p.m) on e-mail id: shahabhishek13@gmail.com with a copy marked to e-voting@nsdl.com
- B. For Members holding shares in dematerialized form whose email IDs are not registered with the Company/Depository Participants, Members holding shares in physical form as well as those Members who have requested for a physical copy of the Notice and Annual Report, the following instructions may be noted:
- i. Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: EVEN (E Voting Event Number) USER ID PASSWORD
 - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

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- C. The e-voting period commences on Sunday, 27th September, 2016 (10.00 a.m.) and ends on Tuesday, 29th September, 2016(05.00 p.m.). During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- D. The voting rights of Members through electronic means shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company as on the cut-off date of 23rd September, 2016.
- E. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each of the folio/demat accounts.
- F. The Scrutinizer shall within a period of not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- G. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website 'www.universalcreditltd.com' and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- H. Poll will also be conducted at the Annual General Meeting and members who has not cast his/her vote through e-voting facility may attend the Annual General Meeting and cast his/her vote.

Place : VADODARA
Dated : 30/08/2016

By the Order of the Board of Directors
Sd/-

NARENDRA SHAH
Chairman

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EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

ITEM NO. 4

In tune of new applicable provisions of section 203 of the Co.Act,2013, one KMP has to be appointed and hence Narendra Shah who is already Director of the Company since 20/12/2016 is again reappointed as M.D. for 5 years i.e. to hold office of M.D. of the Company till 31.03.2020 subject to the agreement made by the company with him .

Narendra Shah is interested in the resolution set out at Item No. 4 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Ordinary Resolutions set out at Item No. 4 of f the Notice for approval by the shareholders.

Place : VADODARA
Dated : 30/08/2016

By the Order of the Board of Directors
Sd/-
NARENDRA SHAH
Chairman

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS

Your Company financial performance during the year 2015-16 is summarized below:

(Rs. In AMT.)

Particulars	Year 2014-2015	Year 2014-2015
TOTAL REVENUE	17909183	9500612
TOTAL EXPENDITURE	17961918	9086082
Profit Before Tax	-52735	414530
Less: Taxation	NIL	-100000
Profit After Tax	-52735	314530

OPERATIONS

The Company performed satisfactorily as compared to last year.

SHARE CAPITAL

During the year under review, the Company, neither increased nor decreased its Equity.

REVISION IN FIN. STATEMENTS OR BOARD'S REPORT U/S 131(1) OF THE CO. ACT, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

DIVIDEND

Your Directors do not recommend any dividend on equity shares for the year ended March 31, 2016.

PUBLIC DEPOSITS

The Company has not invited any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 (hereinafter "the Act" and any reference of section pertains to sections of this Act in this Annual Report unless stated otherwise) read with the Companies (Acceptance of Deposits) Rules, 2014.

PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND ASSOCIATE COMPANIES:

As per Sections 2(87) and 2(6) of the Companies Act, 2013 and as on date, the Company neither has any Subsidiary Company nor any Associate Company and hence, do not call for any disclosure under this head.

AUDITORS

M/s. MUKESH M CHOKSHI & CO., Chartered Accountants, Statutory Auditors of the Company retire at the conclusion of the ensuing Annual General Meeting and being eligible, offer himself for re-appointment. The Company has received the Certificate under Section 139(1) of the Companies Act, 2013 read with Companies (Audit and Auditors), Rules, 2014 from the Auditor.

Your Directors recommend re-appointment M/s. MUKESH M CHOKSHI & CO., Chartered Accountants, as the Statutory Auditors of the Company for the current financial year and fixation of his remuneration.

AUDITORS' REPORT –STATUTORY AND SECRETARIAL

The Auditors' Report on the financial statement and Secretarial Audit Report for the current year is self-explanatory, therefore does not require any further explanation.

INTERNAL AUDITORS

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2014, the Board of Directors of the Company is under process to appoint internal auditors. However, in the opinion of the Board and size of the company, it is not necessary to appoint internal auditor.

EXTRACT OF ANNUAL RETURN

The extract of Annual Return in Form MGT - 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed hereto as **ANNEXURE-B** with this report and shall form part of the Board's Report.

NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES THEREOF

During the year under review various meetings of the Board of Directors and Committees was held for various purposes which were in compliance with the provisions of the Companies Act, 2013, rules made there under and Clause 49 of the Listing Agreement entered into between the Company and the Bombay Stock Exchange. Further the details of such meetings of the Board and Committees thereof are mentioned in the Report on Corporate Governance which is annexed as **ANNEXURE-C** with this Report and shall form part of the Board's Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Your Board comprises of efficient and able directors who have vast experience in this line of business..

The brief details of all members of Board are annexed to this report as **ANNEXURE-C**.

The following persons are Key Managerial Personnel of the Company