

# UNIVERSAL CREDIT & SECURITIES LIMITED

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*19<sup>TH</sup> ANNUAL REPORT*  
**2012 - 2013**

*Universal Credit and Securities Limited*  
*19<sup>th</sup> Annual report (2012-2013)*

**BOARD OF DIRECTORS**

Praful N Trivedi - Chairman  
Abhishek Shah - Managing Director  
Narendra Shah - Director  
Jitendra Shah - Director

**REGISTERED OFFICE**

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

**AUDITOR**

DINESH S. BANG & CO.,  
CHARTERED ACCOUNTANTS,  
MUMBAI-400092

**BOOK CLOSURE**

02-09-2013 TO 06-09-2013  
(BOTH DAYS INCLUSIVE)

**AGM DATE**

Friday, 06-09-2013 at 11:00 AM

**BANKERS**

AXIS BANK LTD.

**REGISTRAR AND TRANSFER AGENT**

M/s.SHAREX DYNAMIC (I) PVT. LTD.  
17/B, 2<sup>nd</sup> 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 19TH 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 Soceity, B/H. Mother's School, Makrand Desai Road, VADODARA – 390015 on at 11.00 a.m. on Friday, 06TH Sept., 2013 to transact the following business.

**ORDINARY BUSINESS**

1. To receive consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March 2013 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. Jitendra Shah, who retires by rotation but being eligible offers himself for re-appointment.
3. To appoint retiring auditor, to hold office from conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

**SPECIAL BUSINESS**

4. To consider and if thought fit, to pass the following resolution with or without modification(s), as an ordinary resolution.

“Resolved that Mr.Praful Nathuram Trivedi, who was appointed on 07/05/2013 as an Additional Director of the Company pursuant to the provisions of Section 260 of the Companies Act, 1956 and who holds such office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the company has received a notice in writing from a member under section 257 of the companies Act, 1956 proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

**NOTES :**

1. A member entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and proxies need not be member of the Company. Proxies in order to be effective must be received at the Registered Office of the Company at least 48 hours before meeting.
2. The Register of Members and share transfer books of the company will remain close from 02-09-2013 to 06-09-2013 (both days inclusive).
3. Change of addresses, if any, may be communicated to the Registered Office of the Company.
4. The shares of the Company are listed on Stock Exchanges at Vadodara, Mumbai and Ahmedabad.
5. Members desiring any information as regards accounts are requested to write to the Company at least seven days in advance of the Annual General Meeting so as to enable the management to keep the information ready.
6. Shareholders are requested to bring their copies of the Annual Report at the meeting.

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**EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**

**Item no. 4**

Mr. Praful Nathuram Trivedi, was appointed on 07/05/2013 by the Board of Directors of the Company as an Additional Director pursuant to the relevant provisions of the Companies Act, 1956 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting. Particulars about him are given in para 2 of the Corporate Governance Report. A notice in writing has been received under Section 257 of the Companies Act, 1956 along with a deposit of Rs.500/- from a member signifying his intention to propose him appointment as Director of the Company liable to retire by rotation. Your Board of Directors are of the opinion that with the appointment, the company will be benefited a lot and hence commends the resolution for approval.

None of the Director of the company is concerned or interested in the resolution except himself

**By Order of the Board of Directors  
For UNIVERSAL CREDIT AND SECURITIES LTD.**

**SD/-  
(PRAFUL N TRIVEDI)  
Chairman**

**PLACE : BARODA  
DATE : 01/08/2013**

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**Directors' report**

The Directors have pleasure in presenting the 19TH Annual Report of Universal Credit and Securities Limited (the Company), with the audited Statement of Accounts for the year ended March 31, 2013.

**Company Overview**

During the year, the company focused on increasing its profit by trading in shares and securities on BSE/NSE and the company is confident to achieve the desired goal in future.

**Financial Highlights**

<b>PARTICULARS</b>	<b>2012-13 (In Rs. )</b>	<b>2011-12 (In Rs.)</b>
Gross Income	1791997	16,34,072
Profit before Tax	(236532)	53,532
Provision for Taxation	0	0
Net Profit / Loss	(236532)	53,532

**Dividend**

Your Director's regret their inability to recommend any dividend.

**Operational Review**

Performance of the Company is not upto the mark for the year under review. General trend in the credit market and securities market effected the overall performance of the Company.

**Risk Management**

As a financial services company, the Company is committed to ensure that effective risk management policies and practices are incorporated as fundamental aspects of all its business operations. The Corporate Risk Management Group of the Company has a comprehensive risk management policy in place, addressing primarily areas such as market, credit and operation risks. This policy seeks to minimise the risks generated by the activities of the Company. The group continuously develops and enhances its risk management and control procedures in order to better identify and monitor risks and to proactively take appropriate actions to mitigate the same.

**Future Outlook**

Due to government policies and economic growth in the country, the capital market is playing a vital role in the economy of the country and more and more investors are attracting towards the capital market hence the future prospects of the company are very bright.

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**Public Deposits**

During the year, the Company has not accepted any deposit under Section 58A of the Companies Act, 1956.

**Directors**

During the year, Mr. Jitendra Shah will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

During the year under review, Mr. Chetan S Pandit has resigned. Mr. Praful N Trivedi has been inducted in the board of directors of the company on 07/05/2013 as an additional director of the company as per the relevant provisions of the Co.Act.,1956.

**Auditors**

The Statutory Auditors, M/s. Bhadresh B. Sanghavi & Associates. Chartered Accountants have tendered on 03/10/2012 and in their place, company approached new auditors firm M/s Dinesh S Bang & Co., Chartered Accountants, Mumbai and after receipt their written consent, the company convened an EGM on 29/10/2012 for appointment of new auditors of the company.

The Statutory Auditors, M/s. Dinesh S Bang & Co., Chartered Accountants have to be reappointed in ensuing AGM hence the members of the company are requested to consider their re-appointment.

**FOREIGN EXCHANGE EARNING AND EXPENDITURE**

There were no Foreign Exchange transactions during the year.

**PERSONNEL AND OTHER MATTERS**

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended, the names and other particulars of the employees are not given as no employee was coming under the provisions set of section 217 (2A).

Since the Company does not own any manufacturing activity, the disclosure of information relating to conservation of energy and technology absorption to be disclosed in terms of Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, are not applicable and hence not given.

**AUDIT COMMITTEE**

The Company has formed an Audit Committee comprising of 3 directors. The terms of the reference of the committee are in line with the requirements as stipulated u/s 292A of the Co. Act, 1956 and Corporate Governance as stated in Clause 49 of the Listing Agreement.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors confirm that in preparation of the annual accounts for the year ended March 31, 2013 -

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1. the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. they had selected such accounting policies and applied them consistently and made;
3. judgements and estimates that are reasonable and prudent had been taken 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 of the Company for that period;
4. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
5. they had prepared the annual accounts on a going concern basis.
- 6.

**CORPORATE GOVERNANCE AND COMPLIANCE**

A report on corporate governance is annexed to this report. A certificate from Statutory Auditors with regards to the compliance of the corporate governance by the company is annexed to this report.

The company has fully complied with all mandatory requirements prescribed under clause 49 of the listing agreement. In addition, the company has also implemented some of the non mandatory provisions of clause 49.

**ACKNOWLEDGEMENTS**

The Directors thank the clients for the confidence reposed, which has enabled the Company in successfully achieving the satisfactory performance.

The Directors also thank the Company's bankers, lenders, the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India and other statutory authorities for their continued support to the Company.

The Directors express their gratitude for the support and guidance received from its shareholders.

The Directors also express their sincere thanks and appreciation to all the employees for their commendable teamwork, professionalism and contribution during the year.

**For and on behalf of the Board**  
**For UNIVERSAL CREDIT AND SECURITIES LTD.**

Sd/-  
**(PRAFUL N TRIVEDI)**  
**Chairman**

**DATE : 01/08/2013**

**PLACE : VADODARA**

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**ANNEXURE TO THE DIRECTORS REPORT  
REPORT ON CORPORATE GOVERNANCE**

**A) COMPANY'S PHILOSOPHY**

The Company firmly believes that corporate governance and compliance practices are of paramount importance in order to maintain the trust and confidence of the stakeholders, clients, the good reputation of the Company and the unquestioned integrity of all personnel involved in the Company. To ensure transparency, fairness and objectivity in an organisation's functioning, the Company has proactively adopted best practices with regard to corporate governance and compliance, which are ahead of regulatory requirements. The Company's policy on compliance with external regulatory requirements is backed by stringent internal policies and principles to ensure, inter alia, priority to clients' interest over proprietary interest, maintenance of confidentiality of client information and prevention of insider trading.

**B) BOARD OF DIRECTORS**

Composition and category of Directors

SR.NO	CATEGORY	NAME OF THE DIRECTORS
I.	Non-Executive Chairman	PRAFUL N TRIVEDI
II.	Managing Director	Abhishek N.Shah
III	Independent Director	Jitendra Shah
IV	Director	Narendra Shah

During the year 6 Board meetings were held on 15/05/2012, 14/08/2012, 31/08/2012, 12/11/2012, 17/01/2013 & 13/02/2013 . The Composition of Directors & attendance at the Board Meeting during the year & at the last AGM is as follows:

Name of Directors	Category of Directors	No of Board Meeting attend	Attend-ance at AGM	No. of other Director ships	Committee Membership	
					Member	chairman
PRAFUL N TRIVEDI	Non-Exe-Chairman	-	No	-	-	-
Abhishek N.Shah	Managing Director	6	Yes	-	2	1
Jitendra Shah	Ind. Dir. Non Exe.	6	Yes	2	2	1
Narendra Shah	Director	6	Yes	1	2	1



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**(C) AUDIT COMMITTEE**

The Audit committee of the Board was formed in 2000 and during F.Y. 2012-13, comprises of 3 Directors who met 5 times during the year and attendance of the members at the meeting was stated hereinbelow.

**Composition :-**

<b>Name of Director</b>	<b>Category &amp; Position</b>	<b>Meeting Attended</b>
Abhishek N.Shah	Member	5
Jitendra Shah	Chairman of Audit committee	5
Narendra Shah	Member	5

**Terms of Reference:-**

The terms of reference for the audit committee as laid down by the Board include the following:-

- a) Overseeing the Company's Financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- b) Recommending the appointment and removal of statutory auditor, fixation of audit fee and also approval for payment for any other services.
- c) Reviewing with management, the quarterly, half yearly and annual financial statements before submission to the Board, focusing primarily on any changes in accounting policies and practices; major accounting entries based on exercise of judgment by management; qualifications in draft audit report; significant adjustments arising out of audit; the going concern assumption; compliance with accounting standards; compliance with stock exchange and legal requirements' concerning financial statements; any related party transaction i.e. transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives, etc. that may have potential conflict with the interests of Company at large.
- d) Reviewing with the management, statutory and internal auditors, and the adequacy of internal control system and ensuring compliance therewith.
- e) Discussions with statutory auditors before the commencement of the audit about the nature and scope of audit as well as have post-audit discussion to ascertain any areas of concern.
- f) Reviewing the Company's financial and risk management policies.
- g) To review the functioning of the Whistle Blower Policy adopted by the Company.
- h) To review report on Management Discussion & Analysis of Financial Condition and Results of operation, to be included in the Company's Annual Report to its Shareholders.

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**D) REMUNERATION COMMITTEE**

This is a non-mandatory requirement. The company has constituted a Remuneration Committee on 15/7/2002 to decide and fix payment of remuneration and sitting fees to the Directors of the Company.

The Remuneration Committee consists of Mr. Narendra Shah as Chairman and Jitendra Shah and Mr. Abhishek N. Shah as members. Two meetings of the committee held during the year under review.

**E) SHARE HOLDER'S GRIEVANCE AND SHARE TRANSFER COMMITTEE**

**Composition:-**

The said committee comprises of Abhishek Shah, M.D. and Chairman of the said committee and Narendra Shah and Jitendra Shah, Directors. There are 4 meetings during the year.

The Committee has delegated the authority to an officer of the Company who attends to share transfer formalities at least once in a fortnight.

**Terms of reference:-**

To look into the redressal of the share holders complaints in respect of any matter including transfer of shares non receipt of annual report, non receipt of declared dividend etc.

**Compliance Officers :-**

The company has designated Mr. Narendra Shah as Compliance Officer.

**Summary of Investors' Complaints:-**

During the year 3 letters / complaints were received from the share holders, out of which 3 letters/ complaints were replied / resolved to the satisfaction of the shareholders.

As on date, there are no complaints pending.

**(F) GENERAL BODY MEETING**

The last three Annual General Meeting

Financial Year	Date	Time	Location
2009-10	30-09-2010	11.00 a.m.	AT REGD. OFFICE
2010-11	30-09-2011	11.00 a.m.	AT REGD. OFFICE
2011-12	28-09-2012	11.00 a.m.	AT REGD. OFFICE

No Special resolution were passed by postal ballot during the year under review

No special resolutions on matters requiring postal ballot are placed for shareholders approval at this meeting.

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**(G) DISCLOSURES**

1. During the year there were no transactions of material nature with the directors or the management or their subsidiaries or relatives that had potential conflict with the interest of the company.
2. There were no instances of non-compliance on any matter related to the capital markets, during the last three years except suspension of trading of scrip of the company by the BSE due to non-payment of listing fees. Now, the company is approaching to the BSE, Mumbai to revoke the suspension.

**(H) MEANS OF COMMUNICATION**

The quarterly unaudited financial results are published in Business Standard (English) and Vadodara Samachar (Gujarati).

The Management Discussion and Analysis Report prepared by the management and forming part of the Annual Report is separately attached.

**(I) GENERAL SHAREHOLDERS INFORMATION**

Annual General Meeting is proposed to be held on 06TH September 2013, at B-5, Mira Co-Op HSG Society, B/H. Mother's School, Makrand Desai Road, Vadodara - 390015 Gujarat) at 11.00 a.m.

**1. FINANCIAL CALENDAR**

First Quarter Results	Mid July
Second Quarter Results	Mid October
Third Quarter Results	Mid January
Fourth Quarter Results	Mid April

**2. Dates of Book Closure** : 02-9-2013 to 06-09-2013 (Both days inclusive).

**3. Dividend Payment Date** : Not applicable as not declared.

**4. Listing of Equity Shares** : on Stock Exchange at Baroda, Ahmedabad and Mumbai (BSE)

**5. The Scrip code and abbreviated Name at Mumbai Stock Exchange** : 531963 - UNICRSE.

**6. Market Price Data** :- Since trading of the shares of the company are suspended in BSE, hence no market price data is available for the F.Y 2012-13 but last trading price was Rs.10/- in the year 2003-04.

**7. Registrar and Share Transfer Agents:-** The Company has appointed M/s. Sharex Dynamic (I) Pvt. Ltd, Mumbai as common agency for share Registry Work for both the form of shares viz. physical & electronic.

**8. Share Transfer System:-** The Company has entered into agreement with NSDL & CDSL for its Equity shares to be dealt in Dematerialized form on Stock Exchange. Shares in physical mode which are lodged for transfer at the Investor service center are processed. The share related information is also available at the registered office of the Company.

**10. Categories of shareholders as on 31-03-2013:-**

	<b>No. of Shares</b>	<b>% of Share Holding</b>
Promoters, Directors & Associates	1750000	34.98
Body Corporate	296700	5.93
Others	2956700	59.09
TOTAL	5003400	100.00

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**11. Dematerialization Of Shares:-**

The company has entered into agreement with Depository for its Equity shares to be dealt in Dematerialized Form on Stock Exchanges and ISIN allotted by NSDL is INE607F01013. The Company has appointed M/s. SHAREX DYNAMIC (I) PVT. LTD. 17/B, 2<sup>nd</sup> Floor, Dena Bank Bldg., Horiman Circle Fort, Mumbai – 400 001, as its Registrar for Electronic connectivity.

**12. Address for Communication:**

The Company's Registered Office is situated at:

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

**(J) CERTIFICATION WITH RESPECT TO FINANCIAL STATEMENT:-**

The Managing director of the Company has furnished a certificate to the Board of Directors of the Company with respect to accuracy of financial statements and adequacy of internal controls and also compliance of Corporate Governance as required under clause 49 of the listing agreement.

**(K) WHISTLE BLOWER POLICY**

Recently, the Security & Exchange Board of India has also prescribed the adoption by all listed companies, of a Whistle Blower Policy as a non-mandatory requirement. The company has adopted a Whistle Blower Policy, which affords protection and confidentiality to Whistle blowers. The Audit Committee Chairman is authorized to receive Protected Disclosures under this Policy. The Audit Committee is also authorized to supervise the conduct of investigations of any disclosures made whistle blowers in accordance with policy.

No personnel have been denied access to the Audit Committee. As of March 31, 2013, no Protected Disclosures have been received under this policy.

**(L) CODE OF CONDUCT:-**

The Company's Board of Directors has adopted the code of conduct which govern the conduct of all directors /employees. All Directors and senior management personnel have affirmed compliance with respective codes for the year ended on 31<sup>st</sup> March 2013.

**(M) Implementation of Non-Mandatory Corporate Governance Requirements**

The company has implemented the following non-mandatory requirements as stated in clause 49 of the listing agreement with respect to Corporate Governance:-

- (i) Remuneration Committee:- Already details have been given earlier.
- (ii) Whistler Blower policy:- Under this policy employees of the Company can report to the management about unethical behavior, actual or suspected fraud or violation of code of conduct or ethics policy. It is the company's policy to insure that the Whistler Blower are not victimized or denied direct access to the chairman of the Audit Committee. The existence of said policy mechanism has been communicated to all employees.

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**MANAGEMENT DISCUSSION AND ANALYSIS**

The Company is in the business of Trading in shares and Finance Activity. The key issues of the Management Discussion and Analysis are given below.

**(a) Industry structure and developments**

Indian Finance market size is estimated at Rs. 100 Trillion. Approximately one third of this demand is met through Share Market and the balance is met through Financers and lenders. The Industry is mainly dependent on the Investors sentiments. It is now prevailing good and getting healthy.

The fortunes of the Finance industry are, to a large extent, linked to the growth of the Industry and Investment sentiments of the people. The Industry is facing intense competition from the Foreign financial Institution.

**(b) Strength**

The strength of a company is known from the profit it earns and sound advances. It also depends on the Government policies of taxation. Introduction of Securities Transaction Tax and thereby exempting Long term Capital gain has given a big boost to the market.

**( c ) Comment on Current year's performance**

Receipts	: The Receipt has been phenomenal for the first year of its operations.
Operating Expenses	: The operating Expenses are well under control.
Operating Profits	: The Operating Profits are up to industry mark.
Indirect Expenses	: The Indirect Expenses are under control.
Depreciation	: Reasonable amount of Depreciation is provided.
Profit before tax	: Profit before tax is also an improving trend.
Taxation	: Taxation is Provided as per Income Tax Act.
Debtor/Sales	: Debtors are reasonable.
Creditors/Purchase	: The Company has an established credit.

**d) Opportunities and threats**

The impact of boom in capital market and real estate market due to government support has provided a boost to the economy and it is set to grow at 7% to 8% supported by a smart growth in manufacturing and services sectors. This brings prosperity to a country and more and more people go for investment in Share market. Outlook for the year 2013 is positive. While the overall demand outlook for the year 2013 remains good, the Company expects the pressure on quality customers to continue due to competition.

**(e) Segment wise performance**

The business of the Company falls under a single segment i.e. Dealing, Trading and Investment in shares for the purpose of Accounting Standard AS-17.

**(f) Outlook**

The continual growth in the Finance sector is expected to give the necessary support to the Finance industry. The Company is making all efforts to accelerate growth of its business. It expects to improve its position in the market by focusing on technologically

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advanced and more profitable products/market segments and working aggressively in the areas of productivity, efficiency and cost reductions.

**(g) Risk and concerns**

The menace of local Finances and play of angadia has further compounded the problems of the organised Finance Industry as they use inferior way of transferring funds. The Stock market is also a risky place to put one's fund. The pull back of FIIs will also have an adverse effect on the share market.

**(h) Internal control system**

Internal audit and other controls have been found to be adequate. These are reviewed periodically by the Audit Committee and found the performance satisfactory.

**(i) Developments in human resources and industrial relations**

Information as per Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particular of Employees) Rules, 1975 is not required to be given as no employee falls under it. The Company continued to have cordial relations with all the employees.

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**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

The Board of Directors  
UNIVERSAL CREDIT & SECURITIES LIMITED  
Baroda

We have reviewed the implementation of Corporate of Governance procedure by the Company during the year ended 31-03-2013 with the relevant records and documents maintain by the Company, furnished to us for our review and the report of Corporate Governance as approved by the Board of Directors.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination is neither an audit not as expression of opinion on the financial statements of the Company.

On the basis of the above and accordance to the information and explanations given to us, in our opinion, the company has complied in all material respects with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement with the Stock Exchange.

We further state that our examination is such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**Date : 01/08/2013**  
**Place :MUMBAI**

**Dinesh S. Bang & Co.,**  
**Chartered Accountants**  
**Sd/-**  
**(Dinesh Bang)**  
**Proprietor**  
**M.No.39978**

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**Auditors' report to the member of Universal Credit and Securities Limited**

1. We have audited the attached Balance Sheet of Universal Credit and Securities Limited ('the Company') as at March 31, 2013 and also the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 (as amended) (the Order) issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii. The balance sheet, profit and loss account and cash flow statement dealt with by this report are in agreement with the books of account;
  - iv. In our opinion, the balance sheet, profit and loss account and cash flow statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
  - v. On the basis of the written representations received from the directors, as on March 31, 2013, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;
    - in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
    - in the case of the Profit and Loss Account, of the Loss for the year ended on that date; and
    - in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

**Date : 01/08/2013**  
**Place :MUMBAI**

**Dinesh S. Bang & Co.,**  
**Chartered Accountants**  
**Sd/-**  
**(Dinesh Bang)**  
**Proprietor**  
**M.No.39978**



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**Annexure to the Auditor's Report**

- (i) (a) The fixed assets of the Company comprises of leased fixed assets and other fixed assets. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All fixed assets, except leased assets, were physically verified by the management during the year in accordance with a planned program of verifying them which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed, no material discrepancies were noticed on such verification.
- (c) There was no substantial disposal of fixed assets during the year.
- (ii) (a) The securities held as stock in trade by the custodian are verified with the confirmation statement received from them on a regular basis. In our opinion, the frequency of such verification is reasonable.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business. The Company is maintaining proper records of inventory and no discrepancies were noticed on comparing the physical securities/ statement from custodian with book records.
- (iii) As informed, the Company has not granted nor taken any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of securities and fixed assets and for the sale of securities and services. During the course of our audit, no major weakness has been noticed in the internal control system in respect of these areas.
- (v) According to the information and explanations provided by the management, we are of the opinion that the particulars of contracts or arrangements referred to in section 301 of the Act that need to be entered into the register maintained under section 301 have been so entered.
- (vi) The Company has not accepted any deposits from the public.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The provision of clause (viii) of the Order is not applicable to the Company in the year under audit and hence not reported upon.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income-tax, wealth tax, service tax and other material statutory dues applicable to it. The provisions of Investor Education and Protection Fund, customs duty, excise duty and cess are not applicable to the Company in the current year.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, service tax, sales-tax, cess and other undisputed statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (x) The Company has no accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.

*Universal Credit and Securities Limited*  
*19<sup>th</sup> Annual report (2012-2013)*

- (xi) Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to financial institution, banks or debenture holders.
- (xii) According to the information and explanations given to us and based on the documents and records produced to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditor's Report) Order, 2003 (as amended) are not applicable to the Company.
- (xiv) In respect of dealing/trading in shares, securities, debentures and other investments, in our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts and timely entries have been made therein. The shares, securities, debentures and other investments have been held by the Company, in its own name.
- (xv) According to the information and explanations given to us, the Company has not given counter guarantee for loans taken by anybody.
- (xvi) The Company did not have any term loans outstanding during the year. For this purpose loans with repayment periods beyond 36 months are considered are considered as long term loans.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet and cash flow statement of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
- (xviii) The Company has not made any preferential allotment of shares to parties or companies covered in the register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company did not have any outstanding secured debentures during the year.
- (xx) The Company has not raised any money through a public issue.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**Date : 01/08/2013**  
**Place :MUMBAI**

**Dinesh S. Bang & Co.,**  
**Chartered Accountants**  
Sd/-  
**(Dinesh Bang)**  
**Proprietor**  
**M.No.39978**

Universal Credit & Securities Limited  
**BALANCE SHEET**  
Balance Sheet as at 31st March, 2013

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>		<b>5,64,38,543</b>	<b>5,66,75,075</b>
(a) Share Capital	1	5,00,34,000	5,00,34,000
(b) Reserves and Surplus	3	64,04,543	66,41,075
(c) Money received against share warrants		-	-
<b>(2) Share application money pending allotment</b>	2	-	-
<b>(3) Non-Current Liabilities</b>	4	-	-
(a) Long-term borrowings		-	-
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities		-	-
(d) Long term provisions		-	-
<b>(4) Current Liabilities</b>	5	<b>2,17,03,605</b>	<b>2,22,03,605</b>
(a) Short-term borrowings		-	-
(b) Trade payables		2,17,03,605	2,22,03,605
(c) Other current liabilities		-	-
(d) Short-term provisions		-	-
<b>Total</b>		<b>7,81,42,148</b>	<b>7,88,78,680</b>
<b>II. Assets</b>			
<b>(1) Non-current assets</b>	6	<b>5,73,02,805</b>	<b>5,76,73,230</b>
(a) Fixed assets			
(i) Tangible assets		11,05,903	11,65,573
(ii) Intangible assets		1,000	1,000
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed Assets held for sale		-	-
(b) Non-current investments		4,26,00,753	4,26,00,753
(c) Deferred tax assets (net)		-	-
(d) Long term loans and advances		1,35,95,149	1,39,05,904
(e) Other non-current assets		-	-
<b>(2) Current assets</b>	7	<b>2,07,51,175</b>	<b>2,10,29,114</b>
(a) Current investments		31,42,363	31,42,363
(b) Inventories		-	-
(c) Trade receivables		1,19,27,759	1,32,60,912
(d) Cash and cash equivalents		56,81,053	46,25,839
(e) Short-term loans and advances		-	-
(f) Other current assets		-	-
<b>(3) Miscellaneous Expenditure</b>	15	<b>88,169</b>	<b>1,76,337</b>
<b>Total</b>		<b>7,81,42,148</b>	<b>7,88,78,680</b>
As per our report of even date attached			
<b>For Dinesh S. Bang &amp; Co</b>		On or behalf of Board	
CHARTERED ACCOUNTANTS		<b>For Universal Credit &amp; Securities Limited</b>	
SD/-	SD/-	SD/-	
<b>(Dinesh Bang)</b>	Chetan Pandit	Narendra Shah	
Proprietor	(DIRECTOR)	(DIRECTOR)	
M.ship No. 039978			
PLACE : MUMBAI			
Date :- 01-08-2013			

Universal Credit & Securities Limited  
Statement of Profit and Loss for the year ended 31 March, 2013

Particulars	Note No	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
<b>A. CONTINUING OPERATIONS</b>			
1 Revenue from operations (Gross)		-	-
Less : Excise Duty		-	-
Revenue from operations (Net)		-	-
2 Other Income	10	17,91,997	16,34,072
3 <b>Total Revenue (1+2)</b>		<b>17,91,997</b>	<b>16,34,072</b>
4 <b>Expenses:</b>			
(a) Cost of material consumed	11	51,950	44,788
(b) Purchase of Stock-in-Trade		-	-
(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		-	-
(d) Employee Benefits Expenses	12	5,30,000	5,26,263
(e) Finance Cost		-	-
(f) Depreciation and amortisation Expenses	13	60,670	65,487
(g) Other Expenses	14	13,85,909	9,44,002
<b>Total Expenses</b>		<b>20,28,529</b>	<b>15,80,540</b>
5 <b>Profit / (Loss) before exceptional and extraordinary items and tax (3-4)</b>		<b>(2,36,532)</b>	<b>53,532</b>
6 Exceptional Items		-	-
7 <b>Profit/Loss before extraordinary items and tax (5+6)</b>		<b>(2,36,532)</b>	<b>53,532</b>
8 Extraordinary Items		-	-
9 <b>Profit / (Loss) before tax (7+8)</b>		<b>(2,36,532)</b>	<b>53,532</b>
10 <b>Tax expense:</b>			
(a) Current tax expenses for current year		-	-
(b) <b>(Less) : MAT Credit</b> (where applicable)		-	-
(c) Current tax expenses relating to prior year		-	-
(d) Net Current Tax Expenses		-	-
(e) Deffered Tax		-	-
11 <b>Profit / (Loss) from continuing operations (9+10)</b>		<b>(2,36,532)</b>	<b>53,532</b>
<b>B DISCONTINUING OPERATIONS</b>			
12.i <b>Profit / (Loss) from discontinuing operations (before tax)</b>			
12.ii Gain / (Loss) on disposal of Assets / settlement of liabilities attributable to the discontinuing operations			
12.iii <b>Add / (Less) : Tax expenses of discontinuing operations</b>			
<b>a)</b> On ordinary activities attributable to the discontinuing operations			
<b>b)</b> On gain / (loss) on disposal assets / settlement of liabilities			
13 <b>Profit / (Loss) from discontinuing operations (12.i + 12.ii + 12.iii)</b>		-	-
<b>C TOTAL OPERATIONS</b>			
14 <b>Profit / (Loss) for the year (11+13)</b>		<b>(2,36,532)</b>	<b>53,532</b>
15 Earning per equity share:			
(1) Basic		(0)	0
(2) Diluted		(0)	0

As per our report of even date attached

**For Dinesh S. bang & Co**  
CHARTERED ACCOUNTANTS

SD/-  
**(Dinesh Bang)**  
Proprietor  
M.ship No. 039978  
PLACE : MUMBAI  
Date :- 01-08-2013

On or behalf of Board  
**For Universal Credit & Securities Limited**

SD/-                      SD/-  
Chetan Pandit              Narendra Shah  
(DIRECTOR)                      (DIRECTOR)

## UNIVERSAL CREDIT & SECURITIES LIMITED

### NOTES TO ACCOUNTS

NOTE NO.1 SHARE CAPITAL			
PARTICULARS		Amount of current period	Amount of previous period
A) <b>Authorized Capital</b> <u>Equity shares</u> 6,000,000/- Equity Share of Rs.10 each		6,00,00,000	6,00,00,000
		<b>6,00,00,000</b>	<b>6,00,00,000</b>
B) <b>Issued, Subscribed and fully paid, or Subscribed but not fully paid shares</b> <u>Equity shares</u> 5,003,400/- Equity Shares of Rs.10/- each		5,00,34,000	5,00,34,000
	<b>TOTAL</b>	<b>5,00,34,000</b>	<b>5,00,34,000</b>
C) <b>Money received against Share warrants</b>		-	-
		-	-

NOTE NO. 2 SHARE APPLICATION MONEY			
A) <b><u>Share Application Money</u></b> Share Application Money Pending Allotment		-	-
		-	-

NOTE NO.3 RESERVES AND SURPLUS			
a) Revaluation Reserve			
b) Capital Reserve			
c) Capital Redemption Reserve			
d) Securities Premium Reserve			
e) Debentures Redemption Reserve			
f) Share Options Outstanding Account			
g) Other Reserves			
h) Surplus		64,04,543	66,41,075
<b>TOTAL</b>		<b>64,04,543</b>	<b>66,41,075</b>

### NOTE NO. 4 NON CURRENT LIABILITIES

(A) <b><u>Long-Term Borrowing</u></b>			
(a) Bonds / Debentures			
(b) Term Loans :-			
<b>TOTAL</b>		-	-
(B) <b><u>Other Long-Term Liabilities</u></b>			
(a) Trade Payable			
(b) Others			
<b>TOTAL</b>		-	-
(C) <b><u>Long-Term Provisions</u></b>			
(a) Provision for employee benefits			
(b) Others (Specifying the nature)			
		-	-

### NOTE NO. 5 CURRENT LIABILITIES

PARTICULARS	Amount of current period	Amount of previous period
<b>(A) <u>Short-Term Borrowings</u></b>		
(a) Loans Payable on Demand		
From Bank		
From Other Parties		
(b) Loans & Advances from Related Parties		
(c) Deposits		
(d) Other Loans & Advances (Specify Nature)		
	-	-
<b>(B) <u>Other Current Liabilities</u></b>		
(a) Current Maturities of Long-Term Debt		
(b) Current Maturities of Finance Lease Obligations		
(c) Other Payable (Specify nature)	2,17,03,605	2,22,03,605
	<b>2,17,03,605</b>	<b>2,22,03,605</b>
<b>(C) <u>Short-Term Provisions</u></b>		
(a) Provision for employee benefits		
(b) Others (Specifying the nature)		
<b>TOTAL</b>	-	-

#### NOTE NO. 6 NON-CURRENT ASSETS

PARTICULARS	Amount of current period	Amount of previous period
<b>(A) <u>Tangible Assets</u></b>		
(a) Land		
(b) Buildings		
(c) Plant & Equipments		
(d) Furniture & Fixtures	9,699	11,828
(e) Vehicles		
(f) Office Premises	10,95,619	11,53,283
(g) Computer	585	462
(g) Other (Specify nature)		
	<b>11,05,903</b>	<b>11,65,573</b>
<b>(B) <u>Intangible Assets</u></b>		
(a) Goodwill		
(b) Brands / Trademarks		
(c) Computer Software	1,000	1,000
	<b>1,000</b>	<b>1,000</b>
<b>(C) <u>Non-current Investments</u></b>		
(a) Property		
(b) Equity Instruments		
(c) Preference Shares		
(d) Government & Trust Securities		
(e) Debentures / Bonds		
(f) Mutual Funds		
(g) Partnership Firm		
(h) Other (Unquoted)	4,26,00,753	4,26,00,753
	<b>4,26,00,753</b>	<b>4,26,00,753</b>
<b>(D) <u>Long-Term Loans &amp; Advances</u></b>		
(a) Capital Advances		
(b) Security Deposits	2,25,000	2,25,000
(c) Loans & Advances from Related Parties	1,33,50,723	1,36,61,478
(d) Other Loans & Advances	19,426	19,426
(e) Loans & Advances from Director & Other Officers		

(f) Secured, considered goods		
(g) Unsecured, considered goods		
(h) Doubtful		
	<b>1,35,95,149</b>	<b>1,39,05,904</b>
<b>(E) <u>Other Non-Current Assets</u></b>		
(a) Long Term Trade Receivable		
(b) Others		
	-	-

**NOTE NO. 7 CURRENT INVESTMENTS**

PARTICULARS	Amount of current period	Amount of previous period
<b>(A) <u>Current Investmentst</u></b>		
(a) Equity Instruments		
(b) Preference Shares		
(c) Governement & Trust Securities		
(d) Debentures / Bonds		
(e) Mutual Funds		
(f) Partnership Firm		
(g) Other (Quoted)	31,42,363	31,42,363
	<b>31,42,363</b>	<b>31,42,363</b>
<b>(B) <u>Inventories</u></b>		
(a) Raw Materials	-	-
(b) Work-in-Progress		
(c) Stock-in-Trade (Goods acquired for tradings)		
<b>TOTAL</b>	-	-
<b>(C) <u>Trade Receivable</u></b>		
(i) Outstanding for a period exceeding six months		
(ii) a) Secured considered goods		
b) Unsecured considered goods		
c) Doubtful		
(iii) Allowable for Bad & doubtful debts		
(iv) Debts due by Director / Other Officers		
(v) Others	1,19,27,759	1,32,60,912
	<b>1,19,27,759</b>	<b>1,32,60,912</b>
<b>(D) <u>Cash and Cash Equivalents</u></b>		
(i) Cash and Cash Equivalents		
a) Balances with Banks	2,58,109	20,059
a) Cash in Hand	54,22,944	46,05,780
c) Others		
	<b>56,81,053</b>	<b>46,25,839</b>
<b>(E) <u>Short-Term Loans &amp; Advances</u></b>		
(i) Short-Term Loans & Advances		
a) Loans & Advances to related parties		
b) Other (Specify Nature)		
c) Secured considered goods		
d) Unsecured considered goods		
e) Doubtful		
(ii) Allowable for Bad & doubtful debts		
(iii) Loans & Advances due by Directors / Other Officers		
	-	-
<b>(F) <u>Other Current Assets</u></b>		
Incorporate Current assets		
	-	-

<b>NOTE NO. 8 CONTINGENT LIABILITIES AND COMMITMENT</b>		
<b>PARTICULARS</b>	<b>Amount of current period</b>	<b>Amount of previous period</b>
a) <b><u>Contingent Liabilities</u></b>	-	-
i) Claim against the company not acknowledged		
ii) Guarantees		
iii) Other Money for which the company is contingent liable		
b) <b><u>Commitments</u></b>	-	-
i) Estimated amt. of contracts remaining to be executed on capital account and not provided for		
ii) Uncalled liability on share and other investments parties		
iii) Other Commitments		
	-	-

<b>NOTE NO.9 REVENUE FROM OPERATIONS</b>		
<b>PARTICULARS</b>	<b>Amount of current period</b>	<b>Amount of previous period</b>
(a) Sales		
<b>TOTAL</b>	-	-

Sale are recognized at the time of despatches and include excise duty, VAT and are net of returns. In case of export sales, revenue is recognized as on the date of bill of lading, being the effective date of despatch.

<b>NOTE NO.10 OTHER INCOME</b>		
<b>PARTICULARS</b>	<b>Amount of current period</b>	<b>Amount of previous period</b>
(a) Net Gain/Loss on sale of Shares	16,58,997	14,84,072
(b) Rent	-	-
(c) Commission-Other Income	-	-
(d) Dividend	-	-
(e) Interest-Other Income	1,33,000	1,50,000
(f) Profit on sale of investment being securities chargeable to Securities Transaction Tax (STT)	-	-
(g) Profit on account of currency fluctuation	-	-
(h) Agriculture income	-	-
(i) Any other income	-	-
<b>TOTAL</b>	<b>17,91,997</b>	<b>16,34,072</b>

<b>NOTE NO.11 RAW MATERIAL CONSUMED</b>		
<b>PARTICULARS</b>	<b>Amount of current period</b>	<b>Amount of previous period</b>
(A) Opening Balance	-	-
(B) Purchases	-	-
<b>Less:</b> Closing Balance	-	-
	-	-
<b>EXPENDITURES :-</b>		
(a) Power and fuel.	16,950	14,788
(b) Rent	35,000	30,000
(c) Rates and taxes, Excluding, taxes on income	-	-
(d) Freight	-	-
(e) Consumption of stores and spare parts	-	-
(f) Repair to Building & Machinery	-	-



<b>TOTAL</b>	<b>51,950</b>	<b>44,788</b>

**NOTE NO. 12 EMPLOYEES BENEFIT EXPENSES**

PARTICULARS	Amount of current period	Amount of previous period
(a) Salaries and wages	5,30,000	5,26,263
(b) Staff Welfare	-	-
<b>TOTAL</b>	<b>5,30,000</b>	<b>5,26,263</b>

**NOTE NO.13 DEPRECIATION AND AMOTIZATION EXPENSES**

PARTICULARS	Amount of current period	Amount of previous period
(a) Depreciation	60,670	65,487
<b>TOTAL</b>	<b>60,670</b>	<b>65,487</b>

**NOTE NO.14 OTHER EXPENSES**

PARTICULARS	Amount of current period	Amount of previous period
(a) Other Insurance	12,652	11,646
(b) Printing & Stationery	25,000	19,600
(c) Computer expense	5,000	3,500
(d) Hotel boarding and Lodging	-	-
(e) Traveling expenses including foreign traveling	25,447	19,562
(f) Conveyance expenses	-	-
(g) Telephone expenses	16,889	14,576
(h) Office maintenanceExpense	26,897	71,394
(i) Professional fees	1,50,000	3,52,854
(k) Legal charges	1,24,000	2,01,033
(l) Bank Charges	6,258	15,977
(m) Advertisement expense	11,445	10,427
(n) Union excise duty - to Govt.	-	-
(o) Service tax - to Govt.	-	-
(p) Custodian charges	57,015	57,015
(q) Listing Fees	29,854	28,250
(r) Any other rate tax duty or cess - to Govt.	-	-
(s) Audit fee	-	-
(t) Other expenses	32,000	50,000
(u) Bad debts	-	-
(v) Provision for bad and doubtful debts	-	-
(x) Reinstainment fees	7,75,284	-
(y) Preliminary Expenses w/off	88,168	88,168
<b>TOTAL</b>	<b>13,85,909</b>	<b>9,44,002</b>

**ANY ITEM MORE THAN RS.1 LAC OR 1% OF TOTAL REVENUE**

PARTICULARS	Amount of current period
(A) Salary	5,30,000
(B)	
<b>TOTAL</b>	<b>5,30,000</b>

**NOTE NO.15 MISCELLENOUS EXPENDITURE**

<b>PARTICULARS</b>	<b>Amount of current period</b>	<b>Amount of previous period</b>
(a) Preliminary & Pre operative expense	1,76,337	2,64,505
Less: Written off	88,168	88,168
<b>TOTAL</b>	<b>88,169</b>	<b>1,76,337</b>

**Notes to Accounts**

- 1) Pursuant to the Notification No.447 (E) dated February 28,2011 and Notification No.653 (E) dated March 30, 2011, issued by the Ministry of Corporate Affairs, the Company has prepared its financial statements for the year ended March 31, 2013 as per revised schedules VI to the Companies Act, 1956. Accordingly, the previous year's figures have been regrouped / reclassified, wherever required to align the financial statements to the



**UNIVERSAL CREDIT & SECURITIES LIMITED**

**Cash Flow Statement for the Year ended on 31st March 2013**

<b>PARTICULARS</b>		<b>2012-13 Amount (Rs.)</b>	<b>2011-12 (Amount Rs.)</b>
<b>CASH FLOW FROM OPERATING ACTIVITIES :</b>			
Net Profit / (Loss) before tax and extraordinary items		-236532	53533
<b>Adjustment for :</b>			
Depriciation		60670	65487
Pre. & Pre. Op. Exps. Written off		88168	88168
Foreign Exchange		0	0
Investments		0	0
Interest / Dividend		0	0
Sub Total		148838	153655
Total Inflow from Operation		-87693.8	207187.76
Non-Operating Income		0	0
Operating Profit / Loss before working Capital Changes		-87693.8	207187.76
<b>Adjustment For:</b>			
Trade and Other Receivables		1333153	-12821800
Inventories		0	0
Loans & Advances		310755	9500000
Liabilities & Porvisions		-500000	11339000
Sub -Total		1143908	8017200
		1056214	8224387.76
<b>CASH GENERATION FROM OPERATION</b>			
Direct Taxes Paid or Tax Provision		0	0
Sub - Total		0	0
<b>CASH FLOW BEFORE EXTRAORDINARY ITEMS</b>			
		1056214	8224387.76
Extra Ordinary Item		0	0
Dividend & Dividend Tax Payable		0	0
<b>BALANCE CARRIED FORWARD</b>	<b>(A)</b>	1056214	8224387.76
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>			
Purchase of Fixed Assets		0	-2500
Sales of Fixed Assets		0	0
Purchase of Investment		0	-7100000
Sales of Investments		0	0
Interest Received + Shorrt term Capital Gain		0	0
Dividend Received		0	0
Sub - Total		0	-7102500
<b>BALANCE CARRIED FORWARD</b>	<b>(B)</b>	1056214.2	1121887.76

<b>CASH FLOW FROM FINANCIAL ACTIVITIES</b>			
Proceeds from receipt of call money		0	0
Proceeds from unsecured loan		0	0
Payment of Finance Liabilities		0	0
Sub - Total		0	0
Net Increase (Decrease) in cash & cash equivalent	<b>( C )</b>	1056214	1121887.76
Opening Cash & Cash equivalents		4625839	3503951
Closing Cash & Cash equivalents		5681053	4625838.76

As per our report of even date attached

**For Dinesh S. Bang & Co**  
CHARTERED ACCOUNTANTS

SD/-  
**(Dinesh Bang)**  
Proprietor  
M.ship No. 039978  
PLACE : MUMBAI  
Date :- 01-08-2013

On or behalf of Board  
For Universal Credit & Securities Limited

SD/-                      SD/-  
Chetan Pandit        Narendra Shah  
(DIRECTOR)            (DIRECTOR)

*Universal Credit and Securities Limited*  
*19<sup>th</sup> Annual report (2012-2013)*

**Accounting Policies**

**(i) Revenue Recognition**

- (a) Revenue from issue management, loan syndication, financial advisory services etc., is recognized based on the stage of completion of assignments and terms of agreement with the client.
- (b) Gains and losses on dealing with securities & derivatives are recognized on trade date.

**(ii) Stock-in-trade (i.e. inventories)**

- (a) The securities acquired with the intention of holding for short-term are classified as investment and securities acquired for trading are classified as stock-in-trade.
- (b) The securities held as stock-in-trade are valued at lower of cost arrived at on weighted average basis or market/ fair value, computed category-wise. In case of investments transferred to stock-in-trade, carrying amount on the date of transfer is considered as cost. Commission earned in respect of securities acquired upon devolvement is reduced from the cost of acquisition. Fair value of unquoted shares is taken at break-up value of shares as per the latest audited Balance Sheet of the concerned company. In case of debt instruments, fair value is worked out on the basis of yield to maturity rate selected considering quotes where available and credit profile of the issuer and market related spreads over the government securities
- (c) Discounted instruments like Commercial paper/treasury bills/zero coupon instruments are valued at carrying cost. The difference between the acquisition cost and the redemption value of discounted instruments is apportioned on a straight line basis for the period of holding and recognized as Interest income.
- (d) Units of mutual fund are valued at lower of cost and net asset value.

**(iii) Investments**

The securities acquired with the intention of holding till maturity or for a longer period are classified as investments. (b) Investments are carried at cost arrived at on weighted average basis. Commissions earned in respect of securities acquired upon devolvement are reduced from the cost of acquisition. Appropriate provision is made for other than temporary diminution in the value of investments.

**(iv) Fixed Assets and Depreciation**

- (a) Fixed assets are stated at historical cost less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for intended use.
- (b) Depreciation on fixed assets is provided on written down value method at the rate and in the manner prescribed in Schedule XIV of the Companies Act, 1956.

**(v) Deferred Tax**

Tax expense comprises both current and deferred taxes. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act. Deferred income tax reflects the impact of current year timing differences between taxable income and accounting income for

*Universal Credit and Securities Limited*  
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the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. Unrecognised deferred tax assets of earlier years are re-assessed and recognised to the extent that it has become reasonably certain that future taxable income will be available against which such deferred tax assets can be realised.

**(vi) Derivatives Transactions**

- (a) All open positions are marked to market.
- (b) Gains are recognized only on settlement/expiry of the derivative instruments except for Interest Rate derivatives where even mark to-market gains are recognized.
- (c) Receivables/payables on open position are disclosed as current assets/current liabilities, as the case may be.

**(vii) Earning Per Share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

**Notes on Accounts**

**NOTES FORMING PART OF ACCOUNTS.**

- 1) There are no contingent liabilities nor provided for.
- 2) Depreciation has been provided on assets as per WDV method by the company.
- 3) The value of realization of Current Assets, Loans and Advances in the ordinary course of business will not be less than the value at which they are started in the balance sheet.
- 4) Auditors remuneration is as under :
  - a) Audit fees Rs. NIL/- (Prv.Yr. Rs. 15000/-)
  - b) Income Tax matter Rs. Nil/- (Prv. Yr. Rs. NIL)
  - c) Other Matters Rs. Nil/- (Prv. Yr. Rs. NIL)
- 5) No related party transactions taken place during the year.
- 6) The additional Information pursuant to the provision of the paragraph 3, 4C, and 4D of Part-II of schedule Vi to the companies Act, 1956 has been furnished to the extent possible and applicable because of the nature of the business of the company.
- 7) The previous year figure has been regrouped and/or rearranged wherever necessary.

**As per our report of even date**  
**Dinesh S. Bang & Co.**  
**Chartered Accountants**

Sd/-  
**(Dinesh Bang )**  
**Proprietor**

**For and On behalf of the Board**  
**For Universal Credit And Securities Ltd.**

Sd/-  
**ABHISHEK SHAH**  
**M.D.**

sd/-  
**NARENDRA SHAH**  
**Director**

**M.No.39978**  
**Date : 01/08/2013**  
**Place : MUMBAI**

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**UNIVERSAL CREDIT AND SECURITIES LIMITED**

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

**ATTENDANCE SLIP**

**PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.**

**L. F. No.** \_\_\_\_\_

I Hereby record my attendance at the 19TH Annual General Meeting being held on 06-09-2013, at 11.00 a.m. at B-5, Mira Co-Op HSG Soceity, B/H. Mother's School, Makrand Desai Road, Vadodara – 390015 (Gujarat)

\_\_\_\_\_  
Signature of the Member

\_\_\_\_\_  
Signature of the Proxy

\_\_\_\_\_  
Name of the Member

\_\_\_\_\_  
Name of the proxy

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**UNIVERSAL CREDIT AND SECURITIES LIMITED**

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Vadodara – 390015 (Gujarat)

**PROXY FORM**

I / We \_\_\_\_\_  
Of \_\_\_\_\_ in the district of \_\_\_\_\_  
Being a member(s) of UNIVERSAL CREDIT AND SECURITIES LIMITED hereby appoint  
\_\_\_\_\_ Of \_\_\_\_\_ in the district of \_\_\_\_\_  
as my/our

Proxy to attend and vote for me/us and my/our behalf at the 19TH Annual General Meeting of the Company to be held on 06-09-2013 at 11.00 A.M. at B-5, Mira Co-Op HSG Soceity B/H. Mother's School, Makrand Desai Road,, Vadodara – 390015 (Gujarat) and any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Affix Rs. One  
Revenue  
Stamp here

Note: The proxy form duly completed must be deposited at he Registered Office of the Company not less than 48 hours before the time for holding the meeting. The proxy need not be a member of the Company.

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