



UV Asset Reconstruction Company Limited

"Restoring NPAs Back to Health"

Regd. Office :704 Deepali Building, 92, Nehru Place, New Delhi-110019

Tel. : +91-11-41055576, 41038818, Fax: 011-40501824 | Email : uvarcl@gmail.com | Website: www.uvarcl.com

CIN (Corporate Identity Number) : U74900DL2007PLC167329

NOTICE

Notice is hereby given that the **Tenth Annual General Meeting (AGM)** of the Members of the Company will be held on **Tuesday, the 26th day of September, 2017 at 1:00 PM at Sapphire Hall, Crowne Plaza Today, Plot No.1, Community Centre, Okhla Phase-I, New Delhi-110020** to transact the following business:

Ordinary Business:

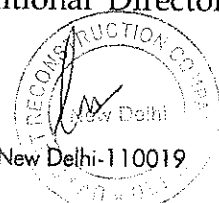
1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2017 and Profit and Loss Account for the year ended on that date, together with the Reports of the Auditor's and Directors' thereon.
2. To appoint a Director in place of Ms. Shilpi Sharma (DIN: 01680321) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Statutory Auditors and fix their remuneration and, for the purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the recommendations of the Audit Committee, M/s R.K. Mahaseth & Co, (FRN-022140N) be and are hereby appointed as Auditors of the Company in place of retiring auditors M/s Dinesh K. Sharma & Associates, Chartered Accountants to hold office from the conclusion of 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting subject to ratification by members every year at a remuneration amount to be decided by the Board of Directors of the Company, in addition to reimbursement of out-of-pocket expenses in connection with audit and Review of Accounts of the Company on Quarterly Basis".

Special Business

4. To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Ordinary Resolution**:

"Resolved That Mr. Prakash Prabhakar Naolekar (DIN No. 02654305) who was appointed by the Board of Directors as an Additional Director of the





Company with effect from October 3, 2016 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

“**Resolved Further That** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder as amended or re-enacted from time to time, read with Schedule IV to the Companies Act, 2013, Mr. Prakash Prabhakar Naolekar (DIN No.02654305), who qualifies for being appointed as an Independent Director, be and is appointed as an Independent Director of the Company to hold office for the term of four consecutive years from this Annual General Meeting upto the conclusion of 14th Annual General Meeting of the Company to be held in the year 2021, not liable to retire by rotation.”

5. To Consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**Resolved that** pursuant to the provisions of Sections 196, 190, 197 and 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 read with (The Appointment and Remuneration of Managerial Personnel), Rules, 2014 and subject to the approval of the Reserve Bank of India for appointment, Ms. Shilpi Sharma be and is hereby appointed as the Whole Time Director of the Company in the capacity of Key Managerial Personnel within the meaning of Section 2(94) of Companies Act 2013 with effect from the date of approval of Reserve Bank of India or the approval of members in Annual General Meeting whichever is later for a period of Three (3) years.

“**Resolved further that** Ms. Shilpi Sharma be hereby appointed as a Whole Time Director on following remuneration:

- Fixed pay of Rs. 5.00 lakhs per month i.e. Rs. 60 lakhs per annum
- Rs. 50,000/- per month i.e. total upto Rs. 6.00 lakhs per annum which includes petrol expenses of Company's car for office use and expenses of one domestic servant at her residence and any other miscellaneous expenses.





- In addition to Fixed pay of Rs. 66 lakhs per annum, incentive of amount not exceeding Rs. 54 lakhs shall be paid to her subject to achievement of atleast 85 percent of projected profit before tax (PBT) approved by Board of Directors of the Company for the year of payment. Further, if the projected PBT of the Company is achieved upto 75 percent then proportionate incentive shall be paid to Ms. Shilpi Sharma. However no incentive shall be payable if the PBT of the Company falls below 75 percent of the projected level.
- She will be entitled to Earned Leave, Casual Leave, and Sick Leave as per Company's policy.
- The period of appointment will be for 3 years.

The Cost to Company (CTC) shall not exceed Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs Only) per annum.

General Conditions:

- (a) Ms. Shilpi Sharma shall be entitled to such other privileges, facilities and amenities in accordance with the Company Rules and Regulations applicable to other employees of the Company as may be decided by the Board of Directors, within the overall limits prescribed under the Companies Act, 2013".
- (b) Ms. Shilpi Sharma shall not be paid any sitting fees for attending meetings of Board of Directors or Committees thereof

Resolved further that Mr. P.J. Vincent, Chairman or Mr. A.K. Chadha, Chief Executive Officer of the Company of the Company be and are hereby authorized severally to sign and execute all deeds, documents, papers, agreements and take all necessary steps to give effect to the foregoing resolution"

**For and on Behalf of the Board
For UV Asset Reconstruction Company Limited**



(Signature)
(Gurpreet Kaur)
Company Secretary
Membership No -8237

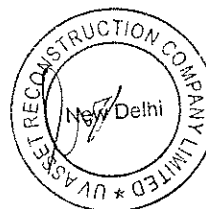
**Regd. Office-704, 7th Floor, Deepali Building,
92, Nehru Place, New Delhi-110019**

**Date: 25.08.2017
Place: New Delhi**



Notes:

- A. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed thereto.**
- B. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the meeting.**
- C. Members/Proxies attending the meeting are requested to bring duly filed attendance slips sent herewith to attend the meeting.**
- D. Queries proposed to be raised at Annual General Meeting may be sent to the Company at its registered office or at gurpreet@uvarcl.com at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the query in the meeting.**
- E. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.**
- F. Members are requested to notify any change in their address/ mandate/ bank details immediately to the Company at its Registered Office.**
- G. All documents referred to in the accompanying Notice and the Explanatory statement shall be open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.**
- H. Members may also note that the Notice of the 10th Annual General Meeting for the financial period ended on March 31, 2017 will also be available on the Company's website www.uvarcl.com for their download. The physical copies of the aforesaid documents will also be available at the Company's registered office.**



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



RESOLUTION NO. 4

The Board appointed Mr. Prakash Prabhakar Naolekar as an Additional Director with effect from October 3, 2016.

As per the provisions of section 161(1) of the Companies Act, 2013 he holds the office of Additional Director only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company along with the requisite deposit.

Mr. Prakash Prabhakar Naolekar is not disqualified from being appointed as Director in terms of section 164(2) of the Companies Act, 2013 and has given his consent to act as Director.

Justice Prakash Prabhakar Naolekar passed B.com in the year 1963 from Jabalpur University. Passed LL.B from Jabalpur University in the year 1965.

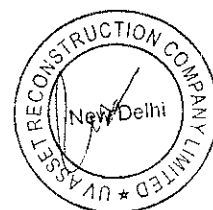
As an advocate, he also practiced in Civil, Criminal, Constitution, Company Labour & Service matters. Appointed standing counsel for Raipur University in 1983 and Standing Counsel of Madhya Pradesh High Court, Municipal Corporations and various Co-operative Societies in 1989. He has also functioned as Vice President of Madhya Pradesh High Court Bar Association from 1983 to 1989. Associated with Social Organisations, viz. Lions International Club, Sangeet Samaj, Educational Institutions.

Mr. Naolekar was also elevated to Bench of Madhya Pradesh High Court as Permanent Judge on 15.06.1992. He was transferred to Rajasthan High Court on 28.04.1994 and appointed as the Chief Justice of the Gauhati High Court on 10.06.2002. In year 2004 he was elevated as Judge of the Supreme Court of India and retired on 29.06.2008.

Thereafter, he was also appointed as Lokayukta of Madhya Pradesh from 2008 to 2016.

Keeping in view his vast experience and knowledge, it will be in the interest of the Company that Mr. Prakash Prabhakar Naolekar be appointed as an Independent Director.

In the opinion of the Board, Mr. Naolekar fulfils the conditions specified in the Companies Act, 2013 and the Company (Appointment & Qualification of Directors)





Rules, 2014 made thereunder. Accordingly, Board of Directors has also recommended his appointment as an Independent Director effective from the date of ensuing AGM i.e. September 26, 2017 for a period of four years subject to approval of the members. He is not liable to retire rotation.

None of the other Directors, KMP of the Company or their relatives except Mr. Prakash Prabhakar Naolekar is interested in above resolution.

RESOLUTION NO. 5

Ms. Shilpi Sharma started her career in the year 1993 as Company Secretary. Within a span of few years, she gains expertise in the field and established her own advisory firm to advise clients across industries on diversified regulatory and compliance matter relating to secretarial, banking, finance and capital market. She directly or through this firm also extended advisory service to venture capital funds, managed funds and private equity. She establishes her name in financial arena by responding to clients' need with passion, adding qualitative and quantitative value to the service rendered with her high degree of honesty and transparency.

Coinciding with the reform process initiated by Govt. of India and regulators, she expanded her vision and scope of work and sponsored an Asset Reconstruction Company engaged in acquisition of distressed financial assets from banking sector with a view to revive and resolution of these assets by customized reconstruction so as to retain the economic value (rather value enhancement) of business and underlying securities through application of the best legal, financial and management skills.

On personal front, Mrs. Sharma strive to improve consistently by amassing knowledge to serve the growing demands of industries thereby contributing in continuous development of her associated firms and individuals. She has a deep sense of understanding and commitment in achieving her objectives. She always leads from the front by providing effective, efficient and accountable support and at the same time is highly responsive to change and execute plans to deliver best results while ensuring transparency and ethical practices.

Presently, Ms. Shilpi Sharma is a Promoter and Non-Executive Director on the Board of Directors since incorporation of the Company. Ms. Shilpi Sharma with her expertise and valuable suggestions in Business of Asset Reconstruction helping in continuous growth of the Company. She has been actively participating in all the Board Meetings and Committee Meetings of the Company. She has been instrumental in garnering recently acquired financial assets. Now Company





proposes to appoint Ms. Sharma as a Whole time Director in terms of section 2(94) of Companies Act, 2013 (the Act).

As per Section 197 of the Companies Act, 2013 the remuneration payable to any one MD or WTD or Manager shall not exceed five percent of the net profits of the Company . Accordingly, Company needs to follow Schedule V of the Companies Act, 2013.

The appointment of Ms. Shilpi Sharma is subject to the approval of Reserve Bank of India.

Statement as per item (iv) of third proviso of Section II of Part II of Schedule V

I. GENERAL INFORMATION:

1. Nature of Industry:

The Company is an Asset Reconstruction Company registered under section 3 of SARFAESI Act, 2002. Company is in the business of acquiring Non Performing assets from Banks/FIs under section 5 of SARFAESI Act, 2002.

2. Date of commencement of Commercial production: Company received registration certificate from RBI on June 17, 2011 and started its business from July 5, 2011.

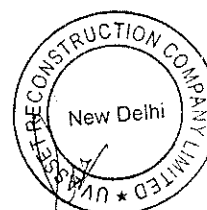
3. In case of new Company, expected date of commencement of activities as per project approved by Financial Institutions appearing in prospectus:
Not Applicable

4. Financial performance:

(Rs. in crores)

F.Y	Net Worth	Revenue from Operations	Profit Before Tax	Profit after Tax
2014-15	15.46	8.55	3.68	2.48
2015-16	24.62	6.85	2.94	1.96
2016-17	111.38	10.60	1.54	1.03

5. Foreign Investment or collaborations, if any: Nil





II. Information about the appointee:

1. Background details:

It is proposed to appoint Ms. Shilpi Sharma, as a Whole time Director in terms of section 2(94) of Companies Act, 2013 (the Act).

Ms. Shilpi Sharma started her career in the year 1993 as Company Secretary. Within a span of few years, she gains expertise in the field and established her own advisory firm to advise clients across industries on diversified regulatory and compliance matter relating to secretarial, banking, finance and capital market. She directly or through this firm also extended advisory service to venture capital funds, managed funds and private equity.

She had expanded her vision and scope of work and sponsored this Asset Reconstruction Company engaged in acquisition of distressed financial assets from banking sector with a view to revive and resolution of these assets by customized reconstruction so as to retain the economic value (rather value enhancement) of business and underlying securities through application of the best legal, financial and management skills.

Presently, Ms. Shilpi Sharma is a Promoter and Non-Executive Director on the Board of Directors since incorporation of the Company. Ms. Shilpi Sharma with her expertise and valuable suggestions in Business of Asset Reconstruction helping in continuous growth of the Company. She has been actively participating in all the Board Meetings and Committee Meetings of the Company. Now Company proposes to appoint Ms. Sharma as a Whole time Director in terms of section 2(94) of Companies Act, 2013 (the Act).

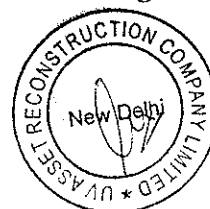
2. Past remuneration: Not Applicable

3. Recognition or awards

Ms. Shilpi Sharma is Fellow Member of the Institute of Company Secretaries of India.

4. Job profile and her suitability

Mrs. Shilpi Sharma, a Commerce graduate from Delhi University. She is a "Fellow" member of the Institute of Company Secretaries of India, New Delhi. She is a Practicing Company Secretary with more than 22 years vast experience in the field of Secretarial, Corporate Laws, Finance and Corporate Restructuring. Business of Asset Reconstruction involves acquisition of financial assets (NPAs) from banks and resolving them through various options. As a Whole Time Director, Ms. Shilpi Sharma will be required to put in place organisation systems and procedures in place for smooth conduct of business. She will guide the Company for the reconstruction and securitisation of Non Performing Assets. It is





therefore proposed to appoint Ms. Shilpi Sharma as Whole Time Director of the Company on the remuneration as set out in the enclosed resolution.

5. Remuneration proposed:

As mentioned in the resolution

6. Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person:

Considering the size and nature of the Company, profile of Ms. Shilpi Sharma responsibilities and duties shouldered on her the aforesaid remuneration is comparative / commensurate with the remuneration payable in similar companies.

7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Apart from receiving the managerial remuneration, she hold the following pecuniary relationship with the Company:

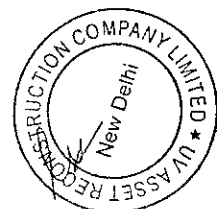
- a) Lease agreement with Ms. Shilpi Sharma for the registered office of the Company at 704, 7th Floor, 92 Deepali Building, Nehru Place, New Delhi, for 3 years i.e. 1st April , 2015 to 31st March,2018 @ Rs. 70/- per sq.ft. along with the security deposit of Rs. 4,80,000/-.
- b) Appointment of Mr. Pramod Sharma (Spouse of Ms. Shilpi Sharma) as a Corporate Advisor of the Company w.e.f September 26, 2016 on a fee of Rs. 3,00,000/- per month with such enhancement / incentives from time to time as may be desirable and justified keeping in view his overall contribution, subject to maximum Rs. 72 lacs per annum.

III. Other information

Reasons of inadequate profits:

During the Previous Year, Company has shifted its business model, which focuses income from 'front ended' to 'back ended' which is more remunerative. In this being focus on back ended, there is expected reduction of profits in the initial period and profitability to be increased substantially in coming years. Company Shifted to this model as Company found that it is the best sustainable model for growth and profitability of the Company.

Another significant Reason of lower profits is due to demonetization, and resultant cautions market approach the sale under SARFAESI Act did not materialise.





Steps taken or proposed to be taken for improvement:

Company has taken the steps for improvement of profitability and expected back ended models results thereof, profits of the Company in 1st quarter of 2017-18 itself is more than the profits of full year of 2016-17. Also, we are expecting PBT for the current financial year of Rs. 6.21 Crores, which is 4 times of the PBT of 2016-17.

Expected increase in productivity and profits in measurable terms:

As mentioned above, Company is expecting PBT for the year of Rs. 6.21 Crores and it will again improve in F.Y. 2018-19 and we expect profits of the Company will come under permissible limits of 11% by 2019-20.

Pursuant to section 197, 198 read with Schedule V to the Companies Act, 2013 the payment of aforesaid remuneration requires the approval of members in General Meeting by way of special Resolution.

Accordingly, the board recommends for approval of aforesaid resolution as set out in the notice.

None of the KMP and directors except Ms. Shilpi Sharma along with her relatives are interested in the aforesaid resolution.

**For and on Behalf of the Board
For UV Asset Reconstruction Company Limited**



Gurpreet Kaur
Company Secretary
Membership No -8237

**Regd. Office-704, 7th Floor, Deepali Building,
92, Nehru Place, New Delhi-110019**

Date: 25.08.2017

Place: New Delhi



UV ASSET RECONSTRUCTION COMPANY LIMITED

Director's Report

Dear Members,

Your Directors have pleasure in presenting their Tenth Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

(A) Financial summary or highlights/Performance of the Company

The company's Financial Performance (standalone basis) is summarized below:

(Amount in Rs. Lakhs)

Particulars	Financial Year Ended	
	31 st March 2017	31 st March 2016
Total Income	1060.30	707.13
Total Expenditure	906.10	413.19
Profit before tax	154.20	293.94
Provision for tax	51.10	98.04
Profit after tax	103.10	195.90
Transfer to Reserve	15.46	29.38
Paid-up Share Capital	3818.75	1675.00
Reserves and Surplus (excluding revaluation reserve)	7319.39	786.80

During the year, Company's networth has crossed Rs. 10,000 lakhs and as on 31.03.2017, the net worth of the company stood at Rs.11138 lakhs. Assets under Management (AUM) of the Company has also crossed Rs. 50,000 Lakhs and stood at Rs. 69004.20 lakhs as on 31.03.2017.

During the year, your Company also continued to focus on delivery of strong performance and further strengthened and created value for its stakeholders in long term.

The Company's Net worth as on March 31, 2017 stood at Rs. 11138.14 lakhs (comprising Rs. 3818.75 lacs of paid up capital and Rs. 7319.39 lacs of Reserves and Surplus) as against Rs.2461.80 in the previous year. With Company's strong performance, Company issued shares at premium during the year which resulted in increase in Reserves and Surplus and consequential increase in Net Worth. The total income of the Company increased to Rs. 1060.31 Lacs as against Rs. 707.13 Lacs in the previous year. The total expenses of the company increased to Rs. 906.10 Lakhs from Rs. 413.19 of previous year.

To garner fresh business, Company participated in bids and during the year acquired financial assets worth Rs. 57620.00 Lakhs and resolved financial assets amounting Rs. 1689.27 Lakhs, thus taking outstanding total Financial Assets to Rs. 69004.20 Lakhs.

(B) Material changes and commitments subsequent to the Balance sheet

There were no changes, subsequent to the close of the financial year till the signing of the Board's report which affects the financial position of the company.

(C) Industry Scenario

The NPAs of the banking system have been growing exponentially. The level of NPAs is estimated at Rs.7.7 lakh Crore as on March, 2017. Concerned with the alarming growth of NPAs, the Govt. of India has made various amendments in SARFAESI Act beside introducing Banking (Regulation) Amendment Bill, 2017 which has been passed by both the houses of Parliament on August 10, 2017. The highlights of the Bill are:

1. **Initiating insolvency proceedings:** The central government may authorise the Reserve Bank of India (RBI) to issue directions to banks for initiating proceedings in case of a default in loan repayment. These proceedings would be under the Insolvency and Bankruptcy Code, 2016.
2. **Issuing directions on stressed assets:** The RBI may, from time to time, issue directions to banks for resolution of stressed assets.

3. **Committee to advise banks:** The RBI may specify authorities or committees to advise banks on resolution of stressed assets. The members on such committees will be appointed or approved by the RBI.

Earlier, the decision making at commercial banks particularly the PSBs was constrained by fear of later day scrutiny by 3 Cs viz. CBI, CAG, and CVO. However, the intervention of RBI and approval of resolution at National Company Law Tribunal (NCLT) would help the banks to overcome the fear of 3Cs referred above and help clean their Balance Sheets expeditiously which is the need of economy in general and banking sector in particular.

RBI has already identified 12 high value cases for reference to NCLT under Insolvency & Bankruptcy Code. From the reference made by the banks in respect of those 12 accounts, 8 cases have been admitted and the rest are in the pipeline. These cases have to be resolved within a maximum period of 270 days (180 + 90 days) failing which liquidation proceedings against the company will commence.

In other development, RBI has tightened the provisioning norms in respect of advances referred to NCLT. RBI has asked banks to set aside 50% of the loan amount covered by tangible assets and 100% for remaining loan amount as likely losses for all cases referred to the NCLT and 100% in those cases that fail to get resolved under the insolvency proceedings and thereby forced into liquidation.

In the meantime, Finance Minister had a meeting with select PE firms and ARCs in July 2017 urging them to play a more meaningful role in the NPA resolution process. The operating environment is now more conducive for ARCs for an effective role play as an institutional mechanism to address the growing NPAs of the banking system.

In another significant development, the Securities and Exchange Board of India (SEBI) asks listed companies to inform bourses on loan default. It has mandated all listed Companies to inform stock exchanges if they default on interest or loan repayments to banks and financial institutions.

(D) Business Overview

Your company acquired financial assets for Rs. 57620 Lakhs in 2016-17.

As at March 31, 2017 the company's asset book stood at Rs. 69004.20 Lakhs

(F) Dividend

In order to increase retained profits thus strengthening the Net worth of the Company your company has not declared dividend on equity shares of the Company

(G) Reserves

The Board in line with earlier years proposes to transfer 15% of PAT i.e. Rs. 15.47 Lacs to the General Reserves out of the amount available for appropriation thereby taking General Reserve at a level of Rs. 146.87 Lakhs and balance in Profit & Loss Account amounting Rs. 366.27 Lakh

(H) Corporate Governance

Your Directors are enforcing high standards of Corporate Governance in the overall functioning of the Company which, in turn, helps to enhance the overall efficiency of its operations for the benefit of the stakeholders and society as a whole. Directors Report on Corporate Governance is at Annexure I.

(J) Share Capital

(i) Equity shares:

The Company has only one kind of Shares i.e. Equity shares with same voting rights.

As at 31st March 2017, Company's paid-up equity capital is Rs. 38,18,75,000 (Rupees Thirty Eight Crores Eighteen Lakhs Seventy Five Thousand) divided into 3,81,87,500/- shares of Rs. 10/- each

(ii) Sweat Equity shares:

The Company has not issued any sweat equity shares during the financial year under review.

(iii) Issue of further Share Capital - (Preferential Allotment):

During the financial Year, the Company has issued / made following allotments of shares:

S. No.	Date of Allotment	No. of Shares allotted	Price per share	Date of Approval of Shareholders
1	01.06.2016	15,00,000	Rs. 10 per share at a premium of Rs. 30/- per share	January 22, 2016
2	28.06.2016	1,72,50,000	Rs. 10 per share at a premium of Rs. 30/- per share	June 27, 2016
3	29.09.2017	4,37,500	Rs. 10 per share at a premium of Rs. 30/- per share	June 27, 2016
4	03.03.2017	5,00,000	Rs. 10 per share at a premium of Rs. 30/- per share	June 27, 2016
5	23.03.2017	17,50,000	Rs. 10 per share at a premium of Rs. 30/- per share	June 27, 2016

(iv) **Buy back of Shares:**

During the year under review, rather till date, the Company has not made any offer to buy back its shares.

(K) **Directors and Key Managerial Personnel**

(i) **Directors:**

In terms of the provisions of Section 152 of the Companies Act, 2013, Ms. Shilpi Sharma, Director of the Company is liable to retire by rotation at the forthcoming Annual General Meeting and being eligible, offer herself for reappointment. Your Directors recommend their re-appointment.

During the year Central Bank of India had withdrawn the nomination of Mr. Sita Ram Khatik on 01.06.2016 and appointed Mr. D.G. Rajpal, GM-Recovery as a Nominee Director. Accordingly, Board of Directors had appointed Mr. D.G. Rajpal as a nominee director w.e.f August 22, 2016.

Mr. Prakash Prabhakar Naolekar had been appointed as an Additional Director w.e.f October 3, 2016. The resolution seeking approval of the

members for the appointment of Mr. Naolekar as an Independent Director has been incorporated in the notice of the forthcoming Annual General Meeting of the Company along with explanatory statement. Your Company has received a notice in writing from a Member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

There has been no change in the circumstances which may affect the status as independent director of other directors during the year.

None of the Directors of the company are disqualified from being appointed as Directors as specified under Section 164 of the Companies Act, 2013.

(ii) **Declaration of independency of independent directors, their meeting and evaluation.**

The Company has received the requisite declarations under section 149(7) of the Companies Act, 2013 from each of the Independent directors at the time of their appointment stating that they meet the criteria of independence as mentioned under Section 149(6) of the Act.

A separate meeting of Independent Directors was held on March 28, 2017. In the separate meeting of independent Directors, performance of non-independent directors, performance of the Chairman and performance of the Management was evaluated and appreciated.

Evaluation of Independent Directors of the Company has been carried out by Board of Directors of the Company as per the criterion laid down in the Nomination & Remuneration Policy of the Company and appreciated.

(iii) **Board Evaluation**

The evaluation of Board of Directors of the Company has been carried out as per the criterion laid down in the Nomination & Remuneration Policy of the Company.

The Performance of the Board was evaluated by the Nomination & Remuneration Committee of the Board of Directors in terms of the provisions of Section 178 of the Companies Act, 2013. The performance of

every Director was also evaluated by scoring the evaluation sheets for every Director.

The evaluation sheets for every director are in the custody of Company Secretary of the Company.

(iv) **Policy on Directors appointment & remuneration:**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the directors' report.

(v) **Key- Managerial Personnel:**

During the financial year under review, following change took place in Key Managerial Personnel of the Company:

S. No.	Name of Director/ KMP	Date of Appointment/ Resignation	Designation
1.	Mr. Rajesh Chawla	Resigned on 26.04.2016	CFO
2.	Mr. N.K. Mittal	Appointed as CFO (KMP) on 01.06.2016	CFO
3.	Mr. A.K. Chadha	Re-appointed as Chief Executive Officer (KMP) on August 22, 2016	CEO

(L) **Particulars of Employees**

During the financial year under review, none of the Company's employee was in receipt of remuneration as prescribed under section 134 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and hence no particulars are required to be disclosed in this Report.

(M) Meetings

In all, Eighteen meetings of Directors were held during the financial year 2016-17 which includes five Board meetings, four Audit Committee meetings, one HR Committee meeting, five Credit Committee meetings and three Nomination & Remuneration committee meetings.

The details are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

(N) Auditors

Pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 as may be applicable, Your Company proposes to appoint M/s R.K. Mahaseth & Co. Chartered Accountants, (Firm Registration No. 022140N), as Statutory Auditors of the Company in place of retiring auditors M/s Dinesh K. Sharma & Associates, Chartered Accountants to hold office from the conclusion of 10th Annual General Meeting until the conclusion of the 15th Annual General Meeting subject to ratification by members every year.

Board's explanation and Comments on Auditor's Report:

There are no explanations and comments given by the Board as the auditor's report given by auditors of the Company is self explanatory and doesn't contain any qualification, reservation or adverse remarks.

(O) Internal Audit & Controls

Your Company is following proper internal Audit & control system and has also appointed the Internal Auditor's. During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the financial assets of the Company, all cases of asset acquisition and resolution, Compliance culture on Board-approved business policies, MIS framework etc. Internal Auditors findings are discussed and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations.

(P) **Risk Management**

The distressed asset business entails taking risks at every stage from pre-acquisition to post acquisition and finally to resolution /recovery from the acquired assets. In order to properly measuring, monitoring and mitigating such risk in business, your Company has formulated its Risk Management Policy and also formed Risk Management Committee to ensure sustainable business growth with stability and monitoring and mitigating the risk.

(Q) **Vigil Mechanism**

Company has established the vigil mechanism under sub-section (9) of Section 177 of the Companies Act, 2013 for providing adequate safeguards against victimization of persons. Any person can use such mechanism and may directly access to the chairperson of the Audit Committee in appropriate exceptional cases.

(R) **Extracts of Annual Return**

The extracts of Annual Return pursuant to the provisions of Section 92 read with rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Form MGT-9 (Annexure -II) and is attached to this report.

(S) **Public Deposits**

During the year under report, your Company did not accept any deposits from the public in terms of the provisions of Section 73 of the Companies Act, 2013 and in compliance with the provisions of SARFAESI Act, 2002.

(T) **Particulars of contracts or arrangements with related parties**

The particulars of contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 has been disclosed in Form No. AOC-2 as (Annexure III) attached to this report.

(U) Loans, Guarantees or investments

The Company has not granted any loan or extended any Guarantees and has not made any investments, to any individual or Corporates u/s 186 of the Companies Act, 2013 during the financial year under review.

(V) Corporate Social Responsibility

The provisions of Corporate Social Responsibility are presently not applicable to the Company.

(W) Transfer of Amounts to Investor Education and Protection Fund

Your Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds required to be transferred to Investor Education and Protection Fund (IEPF).

(X) Key Changes during the year:

(i) Changes in Nature of Business: Nil

(ii) Key Changes during the year in Directors and KMPs:

S. No.	Name of Director / KMP	Date of Appointment/ Resignation	Designation
1.	Mr. D.G. Rajpal	Appointed on 22.08.2016	Nominee Director
2.	Mr. P.P. Naolekar	Appointed on 03.10.2016	Additional Independent Director
3.	Mr. Rajesh Chawla	Resigned on 26.04.2016	CFO
4.	Mr. N.K. Mittal	Appointed as CFO on. 01.06.2016	CFO

(iii) Changes in Subsidiaries, Joint Ventures or Associate Companies: Not Applicable

(iv) **Details of Order Passed by the Regulators:** Nil

(Y) **Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

- (i) **Conservation of Energy & Technology Absorption:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not relevant to its functioning.
- (ii) **Export Activities:** There was no export activity in the Company during the year under review. The Company is not in the line of exports and therefore not contemplating any export.
- (iii) **Foreign Exchange Earnings and Outgo:** During the year under review there have been no earnings in foreign exchange, however, there has been foreign exchange outgo of 7514 Singapore Dollars amounting Rs. 3.82 Lakhs.

(Z) **Directors' Responsibility Statement**

In terms of the provisions of Section 134(5) of the Companies Act, 2013 and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon and to the best of their knowledge and belief, your Directors confirm that:

- in preparation of the annual accounts, the applicable accounting standards had been followed;
- the Directors had adopted such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit or loss of the Company for the year ended on that date;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for


safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and


- the Directors had prepared the Annual Accounts on a going concern basis.
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgements

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from the Reserve Bank of India, Government of India and the banks / FIs. The Board also places on record its appreciation of the devoted services of employees of the Company and also likes to sincerely thank the Shareholders for their continuous support to the Company.

For and behalf of Board of Directors of
UV Asset Reconstruction Company Limited


(P.J. Vincent)
Chairman
DIN: 00096587


(Shilpi Sharma)
Director
DIN: 01680321

Place: New Delhi
Date: 25.08.2017

Report on Corporate Governance

Corporate governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices to ensure that the company is managed in the best interest of all stakeholders i.e. shareholders, employees, suppliers, customers and society in general. The fundamental of corporate governance includes transparency, accountability and independence.

The basic philosophy of your Company towards corporate governance is to protect and enhance the long- term value for all its stakeholders' viz. shareholders, creditors, employees, and to demonstrate that the shareholders are the ultimate beneficiaries of our economic activity, besides meeting compliance standards of Regulatory Authorities. Our corporate governance philosophy encompasses several voluntary practices aimed at a high level of business ethics, and enhancement in shareholders' value

BOARD OF DIRECTORS

Composition of the Board and Director's Attendance Records

During the financial year 2016-17, the Board of Directors met five times on 1.06.2016, 27.06.2016, 22.08.2016, 15.12.2016 and 28.03.2017. The maximum gap between any two consecutive meetings did not exceed one hundred twenty days, as stipulated under Companies Act, 2013.

The necessary quorum was present in all the meetings.

The overall attendance of Directors for the financial year 2016- 2017 is shown hereunder:

Name	Designation	Numbers of meetings during financial Year 2016-17		Attendance at the last AGM held on September 26, 2016
		Held	Attended	
Mr. P.J. Vincent	Chairman and Non Executive Director	5	5	No

Ms. Shilpi Sharma	Non Executive Director	5	4	Yes
Mr. K.K Gupta	Independent Director	5	5	Yes
Mr. U.S. Kohli	Independent Director	5	1	No
Mr. S.S. Parkar	Independent Director	5	5	No
Mr. Prakash Prabhakar Naolekar*	Additional Independent Director	2	2	-
Mr. D.G. Rajpal	Nominee Director	3	1	Yes

Committee of Directors

The Board of Directors has constituted committees of Directors of your Company in line with the best practices in corporate governance:

Audit Committee:

Board has constituted a Committee of Board of Directors named as Audit Committee on 18th December' 2010. As on March 31'2017, the Audit Committee comprises of three directors out of which 2 Directors namely Mr. K.K. Gupta and Mr. S.S. Parker are non-executive and Independent Directors and Ms. Shilpi Sharma is Non-Executive Promoter Director. The Composition of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013.

During the financial year 2016-2017 four meetings were held on 1.06.2016, 22.08.2016, 15.12.2016 and 28.03.2017.

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2016-17	
			Held	Attended
1.	Mr. K.K. Gupta	Chairman	4	4
2.	Ms. Shilpi Sharma	Member	4	4
3.	Mr. S.S. Parkar	Member	4	4

Nomination & Remuneration Committee

Pursuant to section 178 of the Companies Act, 2013, the company has reconstituted its Remuneration Committee as a Nomination & Remuneration Committee. The Committee formulates the criteria for determining qualifications, positive attributes and independence of a director from time to time. The Committee also carries out evaluation of Director's performance.

The Nomination & Remuneration Committee is advisory to the Board of Directors regarding remuneration payable to the members of the Board and terms of employment of the senior executives of the Company. As on March 31'2017, the Nomination & Remuneration Committee comprises of four directors out of which 2 Directors namely Mr. U.S. Kohli and Mr. S.S. Parker are non-executive and Independent Directors and Ms. Shilpi Sharma and Mr. P.J. Vincent are Non-Executive Directors. The Composition of the Nomination & Remuneration Committee meets the requirement of Section 178 of the Companies Act, 2013.

During the financial year 2016-2017 three meetings were held on 1.06.2016, 22.08.2016 and 28.03.2017.

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2016-17	
			Held	Attended
1.	Mr. U.S. Kohli	Chairman	3	Nil
2.	Ms. Shilpi Sharma	Member	3	3
3.	Justice S.S. Parkar (Retd)	Member	3	3
4.	Mr. P.J. Vincent	Member	3	3

Nomination and Remuneration Policy:

Company has also got approved the policy at the Meeting of Board of Directors held on August 26, 2015. The major terms of Nomination and Remuneration Policy are:

1.2 ROLE AND POWERS OF THE NOMINATION & REMUNERATION COMMITTEE:

- (i) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- (ii) To identify persons who qualify to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this Policy.
- (iii) To recommend to the Board the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- (iv) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- (v) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- (vi) To formulate criteria for evaluation of Independent Directors and the Board.
- (vii) To carry out evaluation of every Director's performance.
- (viii) To carry out any other function as is mandated by the Board from time to time and /or enforced by the regulatory and statutory notification, amendment or modification, as may be applicable.

1.3 APPOINTMENT OF MANAGERIAL PERSONNEL, DIRECTOR, KMP AND SENIOR MANAGEMENT:

- (i) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Personnel, Director or KMP or Senior Management and recommend to the Board his /her appointment. A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient /satisfactory for the concerned position.

- (ii) Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder.

1.4 REMUNERATION

I. Remuneration Policy for Directors and Key Managerial Personnel :

- i. The remuneration / compensation / commission etc. to the Whole-time Directors, KMPs will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and/ or Central Government, wherever required.
- ii. The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- iii. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
- iv. Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director and KMP:

(i) Fixed pay:

The Whole-time Director and KMP shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the

Committee and approved by the shareholders and/ or Central Government, wherever required.

(ii) **Minimum Remuneration:**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Companies Act 2013 and if it is not able to comply with such provisions, with the previous approval of the Central Government.

v. **Remuneration to Executive/ Non-Executive Directors/Independent Directors:**

- (i) Executive/ Non-Executive Directors/Independent Directors shall be paid a sitting fee of Rs. 20,000/- for every meeting of the Board and Rs. 5,000/- for every committee thereof attended by them as member.
- (ii) The company has no stock options plans and no payment by way of commission, bonus, pension, incentives etc. shall be made.

Credit Committee

For considering the asset acquisition cases and as per the requirement of RBI, Credit Committee was constituted on 29th June, 2011. As on March 31, 2017, Credit Committee comprises of three directors out of which one Director namely Mr. K.K. Gupta is non-executive and Independent Directors and Ms. Shilpi Sharma and Mr. P.J. Vincent are Non-Executive Promoter Director. During the financial year 2016-17 five meetings were held on 27.06.2016, 5.08.2016, 06.09.2016, 9.03.2017 and 28.03.2017.

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2016-17	
			Held	Attended
1.	Mr. P.J. Vincent	Chairman	5	2
2.	Ms. Shilpi Sharma	Member	5	4
3.	Mr. K.K. Gupta	Member	5	5

HR Committee

To consider and approve the appointment of senior officials of the Company other than those appointed by Nomination & Remuneration Committee, HR Committee was

constituted on 18th June, 2012. As on March 31, 2017, Credit Committee comprises of three directors out of which one Director namely Mr. K.K. Gupta is non-executive and Independent Directors and Ms. Shilpi Sharma and Mr. P.J. Vincent are Non-Executive Promoter Director. During the financial year 2016-17 only one meeting was held on 13.05.2017.

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2016-17	
			Held	Attended
1.	Mr. P.J. Vincent	Chairman	1	1
2.	Ms. Shilpi Sharma	Member	1	1
3.	Mr. K.K. Gupta	Member	1	1

Corporate Social Responsibility (CSR) Committee

As per Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, every Company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crores or more during any financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director. Though presently not mandatorily required yet in the best interest of the Company. CSR Committee was constituted on March 28, 2017. As on March 31, 2017, CSR Committee comprises of three directors out of which one Director namely Mr. S.S. Parker is non-executive and Independent Director and Ms. Shilpi Sharma and Mr. P.J. Vincent are Non-Executive Directors. Since, the provisions of section 135 are not applicable on Company as on March 31, 2017. No meeting of CSR Committee was held during the Financial Year 2016-17

Annual General Meeting (AGM)

The 9th Annual General Meeting of the Company was held at Hotel Vivanta Ambassador (Taj), Sujan Singh Park, Subramania Bharti Marg, New Delhi-110003 on the following dates and time:-

AGM	Year	Venue	Day & Date	Time
9 th	2015-16	Hotel Vivanta Ambassador (Taj), Sujan Singh Park, Subramania Bharti Marg, New Delhi- 110003.	Monday, September 26, 2016	12:30 PM

Extraordinary General Meeting (EGM)

The Company held its 10th Extraordinary General Meeting (EGM) at Hotel Vivanta Ambassador (Taj), Sujan Singh Park, Subramania Bharti Marg, New Delhi-110003 on the following date and time:-

EGM	Year	Venue	Day & Date	Time	Purpose
10 th	2016-17	Hotel Vivanta Ambassador (Taj), Sujan Singh Park, Subramania Bharti Marg, New Delhi- 110003	Monday, June 27, 2016	12:30 PM	To create, offer, issue and allot 2,62,50,000 (Two Crores Sixty Two Lakhs Fifty Thousand) equity shares having a face value of Rs 10/- each at a premium of Rs. 30 per share in one or more tranches on preferential allotment basis.

Investor correspondence

Company Secretary

UV Asset Reconstruction Company Limited

Corp Office: 1304/1304A, Chiranjeev Tower

43, Nehru Place, New Delhi-110019

Regd. Office: 704, 7th Floor, Deepali

Building, 92, Nehru Place, New Delhi-
110019

Phone: 011-41038918, **Fax:** 011-40501824

Email: uvarcl@gmail.com

Annexure-II

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1.	CIN	U74900DL2007PLC167329
2.	Registration Date	August 23, 2007
3.	Name of the Company	UV Asset Reconstruction Company Limited
4.	Category/Sub-category of the Company	Company Limited by Shares
5.	Address of the Registered office & contact details	704, 7 th Floor, 92, Deepali Building, Nehru Place, New Delhi-110019
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Limited F-65 1st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Asset Reconstruction	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
Not Applicable			

i) Others (specify)	-	-	-	-	-	-	-	-	-	-
Sub-total										
(B)(1):-	34,00,000	-	34,00,000	20.30%	31,50,000	-	31,50,000	8.24%	(12.06)%	
2. Non-Institutions										
a) Bodies Corp.										
i) Indian	-	-	-	-	-	1,65,00,000	1,65,00,000	43.22%	43.22%	
ii) Overseas	-	-	-	-	-	-	-	-	-	
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	9,000	9,000	0.05%	-	9,000	9,000	0.01%	(0.04) %	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9,00,000	33,32,750	42,32,750	25.27%	9,00,000	40,82,750	49,82,750	13.05%	(12.22) %	
c) Others (specify)	-	-	-	-	-	-	-	-	-	
Non Resident Indians	-	-	-	-	-	-	-	-	-	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-	
Foreign Nationals	-	-	-	-	-	-	-	-	-	
Clearing Members	-	-	-	-	-	-	-	-	-	
Trusts	-	-	-	-	-	-	-	-	-	
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-	
Sub-total (B)(2):-	9,00,000	33,41,750	42,41,750	25.32%	9,00,000	2,05,91,750	2,14,91,750	56.28%	30.96%	
Total Public Shareholding (B)=(B)(1)+ (B)(2)	43,00,000	33,41,750	76,41,750	45.62%	40,50,000	2,05,91,750	2,46,41,750	64.52%	18.90%	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	1,17,11,000	50,39,000	1,67,50,000	100%	1,58,98,500	2,22,89,000	3,81,87,500	100%	-	

B) Shareholding of Promoter-

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ms. Shilpi Sharma	75,18,250	44.88%	-	1,35,45,750	35.47%	-	(9.41)%
2	Mr. P.J. Vincent	15,90,000	9.49%	-	-	-	-	(9.49)%

C) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. Of Shares at the beginning (01.04.2016)/ end of the year(31.03.2017)	% of total shares of the Company				No. Of shares	% of total shares of the Company
1.	Ms. Shilpi Sharma	75,18,250	44.88%	01.04.2016				
				01.06.2016	7,50,000	Allotment	82,68,250	45.31%
				29.06.2016	32,50,000	Allotment	1,15,18,250	32.45%
				29.09.2016	1,87,500	Allotment	1,17,05,750	32.57%
				18.01.2017	2,50,000	Transfer	1,19,55,750	33.27%
				31.03.2017	15,90,000	Transfer	1,35,45,750	35.47%
				1,35,45,750	35.47%	31.03.2017		
2.	Mr. P.J. Vincent	15,90,000	9.49%	01.04.2016	0		0	-
			-	31.03.2017	(15,90,000)	Transfer		

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. Of Shares at the beginning (01.04.2016)/ end of the year(31.03.2017)	%of total shares of the Company				No. Of shares	%of total shares of the Company
1.	Anubhav Securities Pvt. Limited	-	-	01.04.2016	0	Allotment	35,00,000	9.86%
		35,00,000	9.17%	29.06.2016	35,00,000			
				31.03.2017				
2.	Anubhav Buildtech Limited	-	-	01.04.2016	0	Allotment	35,00,000	9.86%
		35,00,000	9.17%	29.06.2016	35,00,000			
				31.03.2017				
3.	Sanmati Trading and Investment Limited	-	-	01.04.2016	0	Allotment	32,50,000	9.15%
		35,00,000	9.17%	29.06.2016	32,50,000			
				29.09.2016	2,50,000	Allotment	35,00,000	9.74%
				31.03.2017				
4.	White Lotus Investments Pvt. Limited	-	-	01.04.2016	0	Allotment	25,00,000	7.04%
		32,50,000	8.51%	29.06.2016	25,00,000			
				23.03.2017	7,50,000	Allotment	32,50,000	8.51%
				31.03.2017				
5.	Kurral Infrastructure Pvt. Limited	-	-	01.04.2016	0	Allotment	27,50,000	7.20%
		27,50,000	7.20%	29.06.2016	12,50,000			
				03.03.2017	5,00,000			
				23.03.2017	10,00,000			
				31.03.2017				
6.	Central Bank of India	20,00,000	11.94%	01.04.2016	0	No Movement during the year	20,00,000	5.24%
		20,00,000	5.24%	31.03.2017				
7.	Mr. S.L. Sharma	14,70,000	8.78%	01.04.2016	0	No Movement during the year	14,70,000	3.85%
		14,70,000	3.85%	31.03.2017				

8.	Ms. Rajni Chawla	7,50,000	4.48%	01.04.2016	7,50,000	Allotment	15,00,000	8.22%
				01.06.2016				
		15,00,000	3.93%	31.03.2017				
9.	Mr. Niranjn Lal Sharma	13,00,000	7.76%	01.04.2016	0	No Movement during the year	13,00,000	3.40%
		13,00,000	3.40%	31.03.2017				
10.	Mr. B.S. Negi	4,61,750	2.76%	01.04.2016	0	No Movement during the year	4,61,750	1.21%
		4,61,750	1.21%	31.03.2017				

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding		Date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.2016 to 31.03.2017)	
		No. Of Shares at the beginning (01.04.2016)/ end of the year(31.03.2017)	%of total shares of the Company				No. Of shares	%of total shares of the Company

Shareholding of Directors

1.	Ms. Shilpi Sharma (Non Executive Director)	75,18,250	44.88%	01.04.2016	7,50,000	Allotment	82,68,250	45.31%				
				01.06.2016								
				29.06.2016					32,50,000	Allotment	1,15,18,250	32.45%
				29.09.2016					1,87,500	Allotment	1,17,05,750	32.57%
				18.01.2017					2,50,000	Transfer	1,19,55,750	33.27%
				31.03.2017					15,90,000	Transfer	1,35,45,750	35.47%
		1,35,45,750	35.47%	31.03.2017								
2.	Mr. P.J. Vincent (Non Executive Director)	15,90,000	9.49%	01.04.2016	0	Transfer	0	-				
		-	-	31.03.2017					(15,90,000)			
3.	Mr. Kamal Kishore Gupta (Independent Director)	1,000	0.006%	01.04.2016	0	No movement during the year	1,000	0.000%				
		1,000	0.000%	31.03.2017								

4.	Mr. Upkar Singh Kohli (Independent Director)	1,000 1,000	0.006% 0.000%	01.04.2016 31.03.2017	0	No movement during the year	1,000	0.000%
5.	Justice Shafi Sayeed Parkar (Retd.) (Independent Director)	1,000 1,000	0.006% 0.000%	01.04.2016 31.03.2017	0	No movement during the year	1,000	0.000%
6.	Mr. Prakash Prabhakar Naolekar (Independent Director)	-	-	-	-	-	-	-
7.	Mr. D.G. Rajpal (Nominee Director)	-	-	-	-	-	-	-

Shareholding of KMP's

1.	Mr. Ashwani Kumar Chadha (Chief Executive Officer)	-	-	-	-	-	-	-
2.	Mr. N.K. Mittal (Chief Financial Officer)	-	-	-	-	-	-	-
3.	Ms. Gurpreet Kaur (Company Secretary)	-	-	-	-	-	-	-

V) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	53,04,90,846	16,00,00,000	-	69,04,90,846
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	53,04,90,846	16,00,00,000	-	69,04,90,846
Change in Indebtedness during the financial year				

* Addition	-	-	-	-
* Reduction	4,07,06,138	-	-	-
Net Change	(4,07,06,138)	-	-	4,07,06,138
Indebtedness at the end of the financial year		-	-	(4,07,06,138)
i) Principal Amount	48,97,84,708	16,00,00,000	-	64,97,84,708
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	48,97,84,708	16,00,00,000	-	64,97,84,708

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN	Particulars of Remuneration		
		Manager	Total
1	Gross salary	8,45,833	8,45,833
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of profit	-	-
	others, specify...	-	-
5	Others, please specify	-	-
	Total	8,45,833	8,45,833

B. Remuneration to other directors

Non Executive & Independent Directors				
Name of Director	Fee for attending Board/ Committee Meetings	Commission	Others	Total
Mr. Kamal Kishore Gupta	1,50,000	-	-	1,50,000
Mr. Upkar Singh Kohli	20,000	-	-	20,000
Mr. Shafi Sayeed Parkar	1,35,000	-	-	1,35,000
Mr. Prakash Prabhakar Naolekar	40,000	-	-	40,000
Non- Executive Director & Promoter				
Ms. Shilpi Sharma	1,45,000	-	-	1,45,000
Mr. P.J. Vincent	1,35,000	-	-	1,35,000
Nominee Director				
Mr. D.G. Rajpal	20,000	-	-	20,000

Total	6,45,000	-	-	6,45,000
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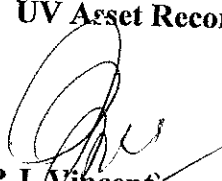
C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	CEO	CFO	CS	Total
1	Gross salary	11,95,833	9,01,667	11,80,000	32,77,500
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	11,95,833	9,01,667	11,80,000	32,77,500

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties/ punishment / Compounding of offences as per Companies Act, 2013.

For and behalf of Board of Directors of
UV Arset Reconstruction Company Limited


(P.J. Vincent)
Chairman


(Shilpi Sharma)
Director

Place: New Delhi

Date: August 25, 2017

FORM - AOC-2

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
		Transaction 1
a)	Name (s) of the related party & nature of relationship	Mr. Pramod Sharma (Spouse of Ms. Shilpi Sharma)
b)	Nature of contracts/arrangements/transaction	Appointment of Mr. Pramod Sharma- (Relative of Ms. Shilpi Sharma (Director) as corporate Advisor.
c)	Duration of the contracts/arrangements/transaction	N.A
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Re-appointment of Mr. Pramod Sharma as a Corporate Advisor of the Company w.e.f September 26, 2016 on a fee of Rs. 3,00,000/- per month with such enhancement / incentives from time to time as may be desirable and justified keeping in view his overall contribution, subject to maximum Rs. 72 lacs per annum.
e)	Justification for entering into such contracts or arrangements or transactions'	Mr. Pramod Sharma is an expert in the field of Finance, Marketing and Public Relations (PR). On account of his strong forte in Public Relations and marketing he is instrumental in garnering good business opportunities thereby contributing in building Company's Balance Sheet.
f)	Date of approval by the Board	August 22, 2016
g)	Amount paid as advances, if any	---
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	September 26, 2016

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
		Transaction 1
i)	Name (s) of the related party & nature of relationship	Ms. Shilpi Sharma (Director)
j)	Nature of contracts/arrangements/transaction	Lease Agreement
k)	Duration of the	3years

	contracts/arrangements/transaction	
l)	Salient terms of the contracts or arrangements or transaction including the value, if any	Lease Agreement with Ms. Shilpi Sharma for the registered office of the Company at 704, 7 th Floor, 92 Deepali Building, Nehru Place, New Delhi for 3 years i.e. April 1, 2015 to March 31, 2018 @ Rs. 70/- per sq. ft
m)	Justification for entering into such contracts or arrangements or transactions'	Lease agreement with Ms. Shilpi Sharma for the registered office of the Company at 704, 7 th Floor, 92 Deepali Building, Nehru Place, New Delhi, for 3 years i.e. 1 st April , 2015 to 31 st March,2018 @ Rs. 70/- per sq.ft. along with the security deposit of Rs. 4,80,000/-. The transaction is at the prevailing market price and is also on Arm Length basis thereby complying with provisions of Section 188 of the Companies Act, 2013.
n)	Date of approval by the Board	June 15, 2015
o)	Amount paid as advances, if any	Security deposit of Rs. 4,80,000/-



INDEPENDENT AUDITOR'S REPORT

To,
The Members,
M/s UV Asset Reconstruction Company Ltd.,
New Delhi

REPORT ON THE FINANCIAL STATEMENTS

1. We have audited the accompanying financial statements of UV Asset Reconstruction Company Limited (the "Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards Specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

6. In our opinion, and to the best of our information and according to the explanations' given to us, the accompanying standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2017, and its Profit, its cash flow for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIRMENTS

7. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
8. As required by Section 143(3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.




- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. The company has provided requisite disclosures in its financial statements as to holding as well as dealings in specified bank notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the company. Refer to Note IX to the financial statements.

For Dinesh K. Sharma & Associates

Chartered Accountants

Firm's Registration Number: N-11115


Dinesh Kumar Sharma

Proprietor

M.No-089695

Date:



ANNEXURE-A TO the AUDITORS' REPORT

The annexure referred to in paragraph 1 under the heading of 'Report on Other Legal and Regulatory Requirements' of our report of even date, to the members of M/s UV Asset Reconstruction Company Limited, Delhi for the year ended 31st March, 2017.

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Fixed Assets.

(b) The fixed Assets are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.

(c) In our opinion, and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. The Company does not hold any Inventory during the year, therefore, para 3(ii) of the Order is not applicable to the Company.
3. a) During the year, the company has not granted any loans, secured or unsecured to companies, limited liability partnerships, firms or other parties covered in the register maintained under section 189 of the Companies Act.

b) In view of our comment in para (a) above, clause (III) (a), (b) and (c) of paragraph 3 above.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made.
5. In our opinion, and according to the information and explanation given to us, the company has not accepted deposits from public, therefore, the para 3 (v) of the order is not applicable.
6. According to the information and explanations given to us the maintenance of cost records have not been prescribed for any of the product/service of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013.



7. a) According to the records maintained, the Company is regular in depositing undisputed statutory dues including Provident Fund, employee's insurance, Income Tax, Sales Tax, Service Tax, duty of customs, duty of excise, VAT, Professional Tax, Cess and any other material statutory dues applicable to it with the appropriate authorities and there were no arrears of statutory dues as at March, 2017 for a period of more than six months from the date the become payable.
- b) According to the records of the Company and the information and explanations given to us, there were no dues of Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues have not been deposited on account of any dispute.
8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions and banks. There were no overdue balance pending as on 31st March, 2017.
9. There is no money raised by way of initial offer including debt instruments during the year by the company. In our opinion and according to the information and explanations given to us, the Company applied the term loans proceedings for the purpose for which those were raised;
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year;
11. In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. The Company is not a Nidhi Company, therefore para xii of the order is not applicable;
13. In our opinion and according to the information and explanations given to us, the transactions with the related parties are in compliance with the section 177 and 188 of the Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc. as required by the applicable accounting standard;
14. In our opinion and according to the information and explanations given to us, the Company has made preferential allotment during the year and no private placement of shares or fully or partly convertible debentures has made during the year under review. The requirement of section 42 of the Companies Act, 2013 have been complied with and the amount raised have been used for the purpose for which the funds raised via preferential allotment during the year;
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with him;



16. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve bank of India Act, 1934.

For Dinesh K. Sharma & Associates

Chartered Accountants

Firm's Registration Number: N-11115



Dinesh Kumar Sharma

Proprietor

M.No-089695

Date:



ANNEXURE-B to the AUDITORS' REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of UV Asset Reconstruction Company Ltd. ("the Company") as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding



of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.



Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting

criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

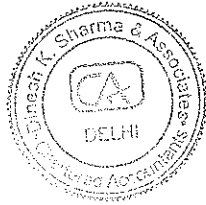
For Dinesh K. Sharma & Associates

Chartered Accountants

Firm's Registration Number: N-11115



Dinesh Kumar Sharma
Proprietor
M.No-089695



Date:

UV Asset Reconstruction Company Limited
Balance Sheet as at 31st March, 2017

(Amount in Rs.)

	Note No.	AS AT 31st March, 2017	AS AT 31st March, 2016
<u>I. EQUITY AND LIABILITIES</u>			
(1) Shareholder's Funds			
a) Share Capital	1	381,875,000	167,500,000
b) Reserves and Surplus	2	731,939,160	78,680,095
		1,113,814,160	246,180,095
(2) Share application money pending allotment			
		-	-
(3) Non Current Liabilities			
a) Long Term Borrowings	3	511,446,605	654,110,764
b) Deferred Tax Liability (Net)		-	-
c) Other non - current Liabilities	4	59,445,449	122,216,330
		570,892,054	776,327,094
(4) Current Liabilities			
a) Short Term Borrowings	3	139,133,861	36,380,082
b) Trade Payables		-	-
c) Other Current Liabilities	4	115,537,916	77,139,783
d) Short-term Provisions	5	12,486,765	12,242,003
		267,158,543	125,761,868
TOTAL		1,951,864,757	1,148,269,057
<u>II. ASSETS</u>			
(1) Non-current assets			
a) Fixed Assets			
(i) Tangible Assets	6	3,577,375	2,521,785
(ii) Intangible Assets	6	45,660	11,326
		3,623,035	2,533,111
b) Non- Current Investment	7	905,480,000	39,000,000
c) Deferred Tax Assets (Net)	8	8,565,140	1,188,928
d) Long-term loans and advances	9	672,940,845	953,117,155
e) Other non-current assets	10	973,300	983,300
		1,591,582,321	996,822,493
(2) Current Assets			
a) Current Investments		-	-
b) Inventories		-	-
c) Trade receivables	11	127,335	30,295
d) Cash and cash equivalents	12	82,237,329	47,669,163
e) Short-term loans and advances	9	248,227,194	90,476,517
f) Other current assets	13	29,690,578	13,270,588
		360,282,436	151,446,563
TOTAL		1,951,864,757	1,148,269,057

Significant Accounting Policies 21
Notes to Accounts 22

For Dinesh K. Sharma & Associates
Chartered Accountants

Dinesh K. Sharma
Proprietor



For UV Asset Reconstruction Company Limited

P. J. Vincent
Chairman

Shashi Sharma
Director

K. K. Gupta
Director

A. K. Chadha
CEO

N.K. Mittal
CFO

Gurpreet Kaur
Company Secretary

Place : New Delhi

Date : August 25, 2017

UV Asset Reconstruction Company Limited
Statement of Profit & Loss for the period ended 31st March, 2017

	Note No.	For the period ended on 31st March, 2017	(Amount in Rs.) For the period ended on 31st March, 2016
I. REVENUE			
Revenue from Operations	14	103,965,039	68,544,872
Other Income	15	2,065,514	2,168,333
Total Revenue		106,030,553	70,713,205
II. EXPENSES			
Employee benefit expenses	16	9,135,990	9,755,640
Operative expenses	17	1,909,104	2,505,277
Administrative and other expenses	18 & 19	37,934,765	15,244,969
Finance Cost	20	40,955,313	13,342,545
Depreciation/ amortisation	6	674,708	470,568
		90,609,879	41,319,000
III. PROFIT/(LOSS) BEFORE EXCEPTIONAL AND EXTRAORDINARY ITEMS AND TAX		15,420,673	29,394,205
IV. PRIOR PERIOD ADJUSTMENTS (net)		-	-
V. PROFIT/(LOSS) BEFORE TAX		15,420,673	29,394,205
VI. PROVISION FOR TAXES			
(a) Current taxes		12,486,765	7,978,921
(b) Deferred taxes		(7,376,212)	1,825,496
VII. PROFIT/(LOSS) AFTER TAX/ PROFIT FOR THE YEAR		10,310,120	19,589,788
VIII. EARNINGS PER SHARE- BASIC AND DILUTED			
Significant Accounting Policies	21	0.33	1.39
Notes to Accounts	22		

For Dinesh K. Sharma & Associates
Chartered Accountants



Dinesh Kr. Sharma
Proprietor

For UV Asset Reconstruction Company Limited

P. V. Vincent
Chairman

Shilpi Sharma
Director

K. K. Gupta
Director

A. K. Chadha
CEO

N.K. Mittal
CFO

Gurpreet Kaur
Company Secretary

Place : New Delhi
Date : August 25, 2017

UV Asset Reconstruction Company Limited
Cash Flow Statement for the Period ended on 31st March, 2017

	AS AT 31st March, 2017	(Amount in Rs.) AS AT 31st March, 2016
Cash Flow From Operating Activities		
Net Profit/(loss) before tax	15,420,673	29,394,205
Adjustment for :-		
Depreciation and Amortization	674,707	470,568
Preliminary & Deferred expense w/o	-	-
Operating profit/(loss) before working capital changes	16,095,380	29,864,773
Adjustment for changes in working capital:		
Increase/(Decrease) in Short-term Borrowings	102,753,779	(16,183,428)
Increase/(Decrease) in Short-term Provisions	244,762	(17,128,552)
Increase/(Decrease) in other Current Liabilities	38,398,133	2,623,062
Increase/(Decrease) in other non - current Liabilities	(62,770,881)	-
(Increase)/Decrease in Trade receivable	(97,040)	109,787
(Increase)/Decrease in Short-term Loans & Advances(Financial Assets)	(157,750,677)	68,603,265
(Increase)/Decrease in other Current Assets	(16,419,990)	(464,879)
	(79,546,533)	67,424,028
(Increase)/Decrease in long term Loans & Advances (Financial Assets)	280,176,310	(604,324,404)
Net cash flow from/(Used in) operating activities	200,629,777	(536,900,376)
Income tax paid	(12,486,765)	(7,978,921)
Provision for Dividend & dividend Tax	-	(4,235,913)
Adjustment on account of P.Y. income Tax refund due to non deposit of TDS	(176,054)	(296,209)
Net cash flow from/(Used in) operating activities (A)	187,966,958	(549,411,419)
Cash Flow from Investing activities		
Purchase of Fixed Assets	(1,764,633)	(497,760)
Investment in UVARCL Trusts	(868,520,000)	(39,000,000)
Redemption of Security Receipts of UVARCL Trust	2,040,000	-
Other non-current Assets	10,000	40,000
Net cash flow from/(Used in) Investing activities (B)	(868,234,633)	(39,457,760)
Cash Flow from Financing activities		
Proceeds from issue of Equity Share Capital	214,375,000	39,000,000
Proceeds from Security Premium on Equity Share Capital	643,125,000	37,500,000
Proceeds/(Repayments) from/to Long term borrowings	(142,664,159)	523,350,109
Net cash flow from/(Used in) Financing activities (C)	714,835,841	599,850,109
Net Increase/(Decrease) in Cash & Cash Equivalents during the year (A+B+C)	34,568,166	10,980,929
Cash & Cash Equivalent at the beginning of the year	47,669,163	36,688,234
Cash & Cash Equivalent at the end of the year	82,237,329	47,669,163
Net Increase/(Decrease) in Cash & Cash Equivalents	34,568,166	10,980,929

For Dinesh K. Sharma & Associates
Chartered Accountants

Dinesh Kr. Sharma
Proprietor

For UV Asset Reconstruction Company Limited

P. J. Vincent
Chairman

Shilpi Sharma
Director

K. K. Gupta
Director

A. K. Chadha
CEO

N.K. Mittal
CFO

Gurpreet Kaur
Company secretary

Place : New Delhi
Date : August 25, 2017

UV Asset Reconstruction Company Limited
Notes Forming part of the Financial Statements

Note No. '1'
SHARE CAPITAL

	As at 31st March, 2017		As at 31st March, 2016	
	Number	Rupees	Number	Rupees
(a) Authorised				
Equity shares of Rs10. each	50,000,000	500,000,000	20,000,000	200,000,000
(b) Issued, Subscribed and Fully Paid up				
Equity shares of Rs10. each	38,187,500	381,875,000	16,750,000	167,500,000
TOTAL	38,187,500	381,875,000	16,750,000	167,500,000

(i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Number	Rupees	Number	Rupees
Equity Shares with voting rights				
Shares Outstanding at the beginning of the year	16,750,000	167,500,000	12,850,000	128,500,000
Shares issued during the year	21,437,500	214,375,000	3,900,000	39,000,000
Shares outstanding at the end of the year	38,187,500	381,875,000	16,750,000	167,500,000

(ii) Terms/rights attached to equity shares

The company has only one class of equity shares having par value of Rs. 10/- Each holder of equity shares is entitled to one vote per share. During the year ended 31st March 2017, the amount of per share dividend recognised as distribution to equity share holders is NIL Per Share on weighted Average basis. (31st March 2016 - Rs. 35,19,438/-)

(iii) details of shares held by each shareholder holding more than 5% shares

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	No. of Shares held	% holding	No. of Shares held	% holding
Ms. Shilpi Sharma	13,545,750	35.47	7,518,250	44.89
Mr. P.J. Vincent	-	-	1,590,000	9.49
Central Bank of India	2,000,000	5.24	2,000,000	11.94
Mr. Niranjan Lal Sharma	1,300,000	3.40	1,300,000	7.76
Mr. S.L. Sharma	1,470,000	3.85	1,470,000	8.78
White Lotus Investments Pvt Ltd	3,250,000	8.51	-	-
Sanmati Trading and Investment Ltd	3,500,000	9.17	-	-
Anubhav Buildtech Ltd	3,500,000	9.17	-	-
Anubhav Securities Pvt Ltd	3,500,000	9.17	-	-
Kurral Infrastructure Pvt Ltd	2,750,000	7.20	-	-

Note No. '2'

RESERVES AND SURPLUS

	As at 31st March, 2017	As at 31st March, 2016
General reserve account		
Opening Balance	13,140,077	10,201,609
Addition during the year	1,546,518	2,938,468
	14,686,595	13,140,077
Share Premium Account		
Opening Balance	37,500,000	-
Addition during the year	643,125,000	37,500,000
	680,625,000	37,500,000
Profit and Loss account		
Opening Balance	28,040,017	15,920,820
Add: Profit/(loss) for the year	10,310,120	19,589,788
Less: Appropriations:		
: Adjustment on account of Earlier Year income Tax refund due to non deposit of TDS	176,054	296,209
: Transfer to General reserve	1,546,518	2,938,468
: Proposed Dividend	-	3,519,438
: Dividend Distribution Tax	-	716,475
Total Appropriations	1,722,572	7,470,590
	36,627,565	28,040,017
Total	731,939,160	78,680,095



UV Asset Reconstruction Company Limited
Notes Forming part of the Financial Statements
Note No. '3'
LONG TERM & SHORT TERM LIABILITIES

	Non Current Liabilities		Current Liabilities	
	As at 31st March, 2017	As at 31st March 2016	As at 31st March, 2017	As at 31st March 2016
(a) Secured Loans:				
-Overdraft facility				
¹ From PNB	191,461,191	241,410,530	75,969,401	17,774,425
² From CBI	159,189,656	252,700,234	63,164,460	18,605,657
-Car Loan from HDFC Bank	795,760	-	-	-
(b) Unsecured Loans:				
-Inter Corporate Deposit	160,000,000	160,000,000	-	-
TOTAL	511,446,605	654,110,764	139,133,861	36,380,082

Notes:-

(i) Secured Loans as Overdraft facility from PNB and CBI is against Hyp. Of Book Debts and Financial Assets acquired from Banks/ Financial Institutions in the ordinary course of business and Personal Guarantee of Mr. P. J. Vincent and Ms. Shilpi Sharma, directors of the Company.

(ii) Division of Secured Loans as Non- current Liabilities and Current Liabilities as per the nature of Non- current Assets and Current Assets for which the loan was utilized.

Note No. '4'

OTHER LIABILITIES

	Non Current Liabilities		Current Liabilities	
	As at 31st March, 2017	As at 31st March 2016	As at 31st March, 2017	As at 31st March 2016
(a) Advance / Margin money received from Clients	47,348,520	122,216,330	-	29,299,464
(b) EMD by Successful Bidder	-	-	88,910,000	47,115,000
(c) Others				
¹ Statutory dues payables	-	-	8,209,287	25
² Expenses Payable	-	-	16,582,270	513,985
³ Amount Received for Expenses	-	-	437,960	211,309
⁴ Other Amount Payables	12,096,929	-	1,398,400	-
TOTAL	59,445,449	122,216,330	115,537,916	77,139,783

Note No. '5'

SHORT TERM PROVISIONS

	As at	As at
	31st March, 2017	31st March, 2016
(a) Others		
¹ Income taxes	12,486,765	7,978,921
² Proposed Dividend	-	3,519,438
³ Provision for Dividend Distribution Tax	-	716,475
⁴ Provision for Gratuity	-	27,169
TOTAL	12,486,765	12,242,003

Note No. '7'

NON-CURRENT INVESTMENTS

	As at	As at
	31st March, 2017	31st March, 2016
<u>Investment in special purpose vehicles (Valued at cost unless stated otherwise) Unquoted security receipts</u>		
(a) Investment in UVARCL-I TRUST-37,500 SRs of Rs. 985.60 each (31st March 2016- 39,000 SRs of Rs. 1000 each)	36,960,000	39,000,000
(b) Investment in UVARCL-III TRUST-6,75,000 (31st March 2016- NIL) SRs of Rs. 1000/- each	675,000,000	-
(c) Investment in UVARCL-II TRUST-31,250 (31st March 2016- NIL) SRs of Rs. 1000/- each	31,250,000	-
(d) Investment in UVARCL-IV TRUST-12,600 (31st March 2016- NIL) SRs of Rs. 1000/- each	12,600,000	-
(e) Investment in UVARCL-V TRUST-16,740 (31st March 2016- NIL) SRs of Rs. 1000/- each	16,740,000	-
(f) Investment in UVARCL-VI TRUST-52,590 (31st March 2016- NIL) SRs of Rs. 1000/- each	52,590,000	-
(g) Investment in UVARCL-VII TRUST-60,090 (31st March 2016- NIL) SRs of Rs. 1000/- each	60,090,000	-
(h) Investment in UVARCL-VIII TRUST-20,250 (31st March 2016- NIL) SRs of Rs. 1000/- each	20,250,000	-
TOTAL	905,480,000	39,000,000



UV Asset Reconstruction Company Limited
Notes Forming part of the Financial Statements
Note No. '8'

DEFERRED TAX BALANCES

In compliance with the Accounting Standard relating to "Accounting for Taxes on Income" (AS-22), the Company has recognised deferred tax Asset (Net) arising on account of timing differences. Major components of deferred tax assets arising on account of timing differences are:

	As at 31st March, 2017		As at 31st March, 2016	
Opening Balance		1,188,928		3,014,424
(a) Deferred tax assets (net)				
(i) Depreciation and amortisation	38,691	12,793	55,548	18,366
(ii) Provisions for NPAs	22,298,046	7,372,403	(5,777,644)	(1,852,845)
(iii) Provision for Gratuity	(27,169)	(8,983)	27,169	8,983
Closing Balance		8,565,140		1,188,928

Note No. '9'

LOANS & ADVANCES

	Non Current Assets		Current Assets	
	As at 31st March, 2017	As at 31st March 2016	As at 31st March, 2017	As at 31st March 2016
Secured, Considered good Financial Asset	672,940,845	953,117,155	161,759,990	56,691,723
TOTAL	672,940,845	953,117,155	161,759,990	56,691,723
Secured, Considered NPA	-	-	112,519,116	37,538,660
Less: Provision for NPAs	672,940,845	953,117,155	274,279,106	94,230,383
TOTAL	672,940,845	953,117,155	248,227,194	90,476,517

Note No. '10'

Other Non Current Assets

	(Amount in Rs.)	
	As at 31st March, 2017	As at 31st March, 2016
(a) Unsecured, considered good Security Deposits	973,300	983,300
	973,300	983,300

Note No. '11'

TRADE RECEIVABLES

	As at 31st March, 2017	As at 31st March, 2016
Trade receivables		
Unsecured, considered good		
Outstanding for more than six months	-	30,295
Other debts	127,335	-
TOTAL	127,335	30,295



UV Asset Reconstruction Company Limited
Notes Forming part of the Financial Statements
Note No. '12'
CASH AND CASH EQUIVALENTS

	As at 31st March, 2017	As at 31st March, 2016
(a) Cash and cash equivalents		
(i) Balances with banks		
In current accounts	66,580,547	26,976,810
In Fixed deposit accounts	15,400,913	20,673,881
	81,981,460	47,650,691
(ii) Cash in hand	255,869	18,472
TOTAL	82,237,329	47,669,163

Fixed deposit of Rs. 153.50 Lacs is under lien of Central Bank of India, Parliament Street, New Delhi against OD facility availed from them.

Note No. '13'

OTHER CURRENT ASSETS

	As at 31st March, 2017	As at 31st March, 2016
Tax deducted at sources	10,770,668	4,855,086
Convat Credit	331,117	72,721
Income tax refund recoverable	4,032,245	6,080
Amount receivable from clients	2,842,461	611,578
Amount receivable from others	125,374	74,936
Amount receivable from Trust	9,828,693	343,363
Expenses paid in advance	1,260,020	156,824
Advance Income Tax	500,000	7,150,000
TOTAL	29,690,578	13,270,588



UV Asset Reconstruction Company Limited
Notes Forming part of the Financial Statements
Note No. '14'
REVENUE FROM OPERATIONS

	For the Period ended on 31st March, 2017	(Amount in Rs.) For the Period ended on 31st March, 2016
(a) Interest income on restructuring (T.D.S. - Rs. 9,41,037/-, P.Y. Rs. 19,04,132/-)	39,358,273	21,898,674
(b) Non-interest income (T.D.S. - Rs. 96,45,175/-, P.Y. Rs. 25,93,436/-)	62,620,137	24,785,783
(c) Profit on Resolution of Financial Assets (T.D.S. - Nil)	1,901,628	19,894,215
(d) Commission received from Banks for recovery of accounts (T.D.S. - Rs. 8,587/-, P.Y. Rs. 2,13,260/-)	85,000	1,966,200
TOTAL	103,965,039	68,544,872

Note No. '15'
OTHER INCOME

	For the Period ended on 31st March, 2017	For the Period ended on 31st March, 2016
(a) Interest on : - Deposits with Banks	1,759,164	2,082,564
(b) Miscellaneous Income	306,350	85,769
TOTAL	2,065,514	2,168,333

Note No. '16'
EMPLOYEE BENEFIT EXPENSES

	For the Period ended on 31st March, 2017	For the Period ended on 31st March, 2016
(a) Salaries, Wages and Allowances	8,333,305	8,616,826
(b) Staff Welfare Expenses	734,806	972,415
(c) Contribution to gratuity fund	67,879	166,399
TOTAL	9,135,990	9,755,640

Note No. '17'
OPERATIVE EXPENSES

	For the Period ended on 31st March, 2017	For the Period ended on 31st March, 2016
Valuation, Due Diligence & Legal Expenses	67,000	133,500
Assignment Deed Registration Charges	251,840	1,651,234
Travelling Expenses	306,766	294,260
Legal & professional Expenses -Direct	716,050	426,200
Professional Fees	-	-
Other Direct Expense	567,449	83
TOTAL	1,909,104	2,505,277



UV Asset Reconstruction Company Limited
Notes Forming part of the Financial Statements
Note No. '18'

ADMINISTRATIVE AND OTHER EXPENSES

	(Amount in Rs.)	
	For the Period ended on 31st March, 2017	For the Period ended on 31st March, 2016
Auditor's fees		
- Statutory Audit	110,000	100,000
- Internal Audit	90,000	75,000
- Secretarial Audit	60,000	30,000
Bank Charges	22,106	11,622
Books & periodicals & Newspaper	41,004	37,142
Business Promotion Expenses	1,288,416	1,409,047
Commission & Brokerage	-	44,000
Consultancy Expenses	2,898,387	2,400,000
Directors sitting Fees	645,000	625,000
Electricity Expenses	372,828	337,030
Finance Charges		
- Car Loan	66,914	-
Insurance expenses	41,875	28,742
Legal & Professional Expenses	821,981	560,516
Membership & Subscription	30,000	30,000
Miscellaneous expenses	261,963	678,968
Repair & Maintenance	279,579	288,453
Postages, Courier & Stamps	57,498	36,162
Printing & Stationery	204,447	192,202
Rates & Taxes	2,931,411	370,237
Rent	2,865,886	3,145,049
Telephone & Communication Expenses	216,696	201,898
Travelling And Conveyance Expenses	1,946,265	700,252
Vehicle Running And Maintenance Expenses	330,597	189,783
TOTAL	15,582,853	11,491,103

*Miscellaneous expenses -Annexure -I

Note No. '19'
Provision for NPA

	For the Period ended on 31st March, 2017		For the Period ended on 31st March, 2016	
Secured, Considered NPA				
M/s P Madan Lal & Co. Pvt. Ltd.	-	-	538,660	53,866
M/s Jai Mata Agro Industries	37,000,000	14,800,000	37,000,000	3,700,000
M/s Sheena Exports	63,965,069	6,396,507	-	-
M/s A.D. Textiles	11,554,047	1,155,405	-	-
TOTAL		22,351,912		3,753,866

The provision for NPA @ 10% and @ 50% in aggregate is created as per RBI Circular DNBR (PD).CC.No. 03./SCRC/26.03.001/2015-2016 dated July 1, 2015

Note No. '20'
FINANCE COSTS

	For the Period ended on 31st March, 2017		For the Period ended on 31st March, 2016	
(a) Interest expenses on bank borrowings	20,988,890		12,463,547	
(b) Interest expenses on ICDs	17,600,000		72,330	
(c) Processing Charges on OD facility	2,366,423		806,668	
TOTAL	40,955,313		13,342,545	



Note No. '6'
FIXED ASSETS
Movable Assets

DESCRIPTION	GROSS BLOCK			(AT COST)			DEPRECIATION			NET BLOCK	
	As at 01.04.2016	Additions/ Adjustments during the Year	Sales / Adjustments during the Year	As at 31.03.2017	Upto 01.04.2016	For the Year	Adjustments during the Year	As at 31.03.2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016
Tangible Assets (A)											
Office Equipment	511,981	79,150	-	591,131	241,271	87,098	-	328,369	262,762	270,710	
Data Processing Equipment	468,037	29,000	-	497,037	343,368	59,516	-	402,884	94,153	124,669	
Vehicles	1,435,226	1,571,078	-	3,006,304	580,734	336,150	-	916,884	2,089,420	854,492	
Furniture & Fixture	1,485,866	-	-	1,485,866	213,952	140,874	-	354,826	1,131,040	1,271,914	
TOTAL (A)	3,901,110	1,679,228	-	5,580,338	1,379,325	623,638	-	2,002,963	3,577,375	2,521,785	
Intangible Assets (B)											
Software	117,232	85,405	-	202,637	105,906	51,070	-	156,976	45,661	11,326	
Total (B)	117,232	85,405	-	202,637	105,906	51,070	-	156,976	45,660	11,326	
TOTAL (A+B)	4,018,342	1,764,633	-	5,782,975	1,485,231	674,708	-	2,159,939	3,623,036	2,533,111	
Previous Year	3,520,582	497,760	-	4,018,342	1,014,662	470,568	-	1,485,231	2,533,111	2,505,920	



Annexure-I

	Miscellaneous expenses	As at 31st March, 2017	As at 31st March, 2016
1	Professional Development expenses	22,300	23,000
2	De-Mat Charges	3,450	11,335
3	Meeting Exp.	109,735	101,832
4	Interset Paid on Late Deposit of Tax	173	459,369
5	Designing of Annual Report	4,000	-
6	Digital Signature	5,150	1,650
7	Computer Accessories	38,098	32,523
8	Website expenses	-	8,964
9	Online Subscription	8,280	2,500
10	Out of Pocket Expenses	25,000	25,000
11	Swach Bharat Cess	26,725	7,583
12	Locker Rent	5,267	-
13	Donation (Initial Margin to Trusts)	9,000	1,000
14	Others	4,785	4,212
	Total	261,963	678,968



UV Asset Reconstruction Company Limited

Note No. -'20'. SIGNIFICANT ACCOUNTING POLICIES

(I) Background:

The Company was incorporated under the Companies Act, 1956 on August 23, 2007, as a public limited company in India and the Registrar of Companies, New Delhi has issued a "Certificate of Commencement of Business" dated 17th September, 2007.

UV Asset Reconstruction Company Limited is registered with Reserve Bank of India as an Asset Reconstruction Company (ARC) to carry on the business of Securitisation or Reconstruction under the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) since 17th June, 2011. The Company commenced its Business as an Asset Reconstruction Company w.e.f. 15th July, 2011.

(II) SIGNIFICANT ACCOUNTING POLICIES:

(i) Basis for preparation of financial statements

The financial statements have been prepared under the historical cost convention in accordance with the Generally Accepted Accounting Principles (GAAP) in India, the provisions of the Companies Act, 2013 and applicable accounting standards specified under section 133 of the Companies Act, 2013 ("the 2013 Act"), as applicable and the guidelines/directions issued by the Reserve Bank of India (RBI) from time to time. The financial statements are presented in Indian Rupees rounded off to the nearest rupees. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(ii) Fixed Assets/ Intangible Assets and Depreciation/Amortization:

Tangible fixed assets and depreciation

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any.

The acquisition cost of Fixed Assets includes the purchase price and expenses, such as delivery and handling costs, installation, directly attributable to bringing the asset in working condition for its intended use.

Depreciation on fixed assets is provided for on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

The residual value of all the assets is retained at 5% of Purchase Price.

Intangible assets and Amortization

Intangible assets comprise mostly computer softwares.

Intangible assets are reported at acquisition cost with deductions for accumulated amortisation and impairment losses, if any.



UV Asset Reconstruction Company Limited

Intangible assets are amortised on “Write down Value” basis over their estimated useful lives.

All categories of assets costing up to Rs. 5,000 each are fully depreciated in the year of purchase.

(III) Revenue recognition

Revenue is recognised when it is realised and earned. Revenue is considered as realised or realisable and earned when it has persuasive evidence of an arrangement.

Processing fees or Management/Consultancy Income and Commission received for recovery of accounts is recognised on actual basis.

Interest on bank deposits placed with banks is accounted on accrual basis.

(IV) Taxation

Income tax expenses comprise current tax (i.e. the amount of tax for the period determined in accordance with the income tax laws) and deferred tax charge or credit (reflecting the tax effects of timing differences between the accounting income and the taxable income for the period). The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using tax rates that have been enacted, or substantively enacted, at the Balance Sheet date. Deferred tax assets are recognised and carried forward only to the extent that there is a virtual certainty that the assets can be realised in the future.

(V) Earning Per Share

EPS is calculated by dividing net profit or loss for the period attributable to equity shareholders by weighted average of equity shares outstanding during the period.

(VI) Leases

A finance lease is one where risks and rewards incident to the ownership are transferred substantially; otherwise it is an operating lease.

(VII) Employee Benefits

Gratuity – Contribution is deposited with Life Insurance Corporation of India as per actuarial valuation on the Projected Unit Credit method and on intimation being received from them.

(VIII) Cash Flow Statements

Cash flow statement is prepared in accordance with “indirect method” for operating activities and “direct method” for investing and financing activities.



UV Asset Reconstruction Company Limited

(IX) Preliminary Expenses

Preliminary expenses are written off to the extent admissible under the Income Tax Act, 1961.

(X) Operating Cycle

All the liabilities due within one year are "current liabilities" and assets maturing within one year are "current assets".

Note No. – '21'. NOTES TO ACCOUNTS:

(I) Earnings per share

Particulars	For the year ended 31 March 2017	For the year ended 31 March 2016
Net Profit after Tax (Rs.)	1,03,10,120	1,95,89,788
Weighted average number of equity shares outstanding during the year	3,13,93,836	1,40,77,753
Nominal value of the share (Rs.)	10	10
Basic earnings per share (Rs.)	0.33	1.39

(II) Leasing Arrangements:

The Company has entered into operating lease arrangement of office space for registered office for 3 years w.e.f. April, 2015 to March, 2018, Corporate Office for 3 years w.e.f. September, 2014 to August, 2017 and Strategic Business Unit of the Company for 33 months w.e.f. 1st November, 2015 to 30th July, 2018.

Lease payments charged during the year to the Profit and Loss Account amounting to Rs.28,65,886/- (previous period Rs. 31,45,049/-).



UV Asset Reconstruction Company Limited

(III) The revenue from operations includes profit on resolution of financial assets, the same is net of recoveries i.e. total amount recovered (Rs 11,56,10,069/-) less total expenditure on recoveries (Rs 11,37,08,441/-).

(IV) Related party disclosures

(i) Related parties and nature of related party relationship with whom transactions have taken place during the current and previous period:

Key Managerial personnel	Mr. A.K. Chadha, Manager & CEO Mr. Rajesh Chawla, CFO (Resigned on 26.04.2016) Mr. N.K. Mittal, CFO (Appointed w.e.f 01.06.2016) Ms. Gurpreet Kaur, Company Secretary
Related Parties	Mr. P J Vincent, Chairman Ms. Shilpi Sharma, Director Mr. Pramod Sharma, Corporate Advisor

Transactions with Key Managerial Personnel:

(Amount in Rs.)

Type of Transaction	2016-17				2015-16			
	Key Managerial personnel				Key Managerial personnel			
	Mr. A.K. Chadha	Mr. Rajesh Chawla	Mr. N.K. Mittal	Ms. Gupreet Kaur	Mr. A.K. Chadha	Mr. Rajesh Chawla	Mr. Hari Hara Mishra	Ms. Gupreet Kaur
Managerial Remuneration	20,41,667	86,667	8,15,000	11,80,000	17,00,000	2,00,000	11,39,355	10,30,000

Transactions with Related Parties:

(Amount in Rs.)

Type of Transaction	2016-17			2015-16		
	Related Parties			Related Parties		
	Mr. P. J. Vincent	Ms. Shilpi Sharma	Mr. Pramod Sharma	Mr. P. J. Vincent	Ms. Shilpi Sharma	Mr. Pramod Sharma
Managerial Remuneration	-	-	-	-	-	-
Sitting Fees	1,35,000	1,45,000	-	1,20,000	1,40,000	-
Salary	-	-	-	-	-	-



UV Asset Reconstruction Company Limited

Consultancy Fees / Professional Retainership Charges	-	-	28,98,387	-	-	24,00,000
Rent Paid	-	7,94,016	-	-	7,85,998	-
Allotment of Equity Shares	-	41,87,500	-	-	16,50,000	-

(V) There is no disclosure as required by sub-section 4 of section 186 of the Companies Act, 2013 during Financial Year 2015-16.

(VI) These financial statements have been prepared in the format prescribed by the Schedule III to the Companies Act, 2013. Previous period figures have been recast/ restated to confirm the classification of the current period.

(VII) The Security Receipts issued by the Trusts which are managed by the Company as managing trustee are being rated by Brickwork Ratings India Pvt. Ltd., in accordance with the guidelines issued by Reserve bank of India for credit rating of SRs' of Trusts.

(VIII) (a) Expenditure in Foreign Currency Singapore \$ 7514.00

(b) Earning in Foreign Currency NIL

(IX) Disclosures on Specified Bank Notes

During the year the company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, GSR 308(E), dated March 31, 2017. The details of SBNs held transacted during the period from November 8, 2016 to December 30, 2016, The denomination wise SBNs and other notes as per the notification are as follows:

In Rs.

Particulars	SBNs ¹	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	83,000	24,080	1,07,080
Add : Permitted receipts	Nil	1,80,000	1,80,000



UV Asset Reconstruction Company Limited

Less : Permitted payments	Nil	1,19,807	1,19,807
Less : Amount deposited in Banks	83,000	Nil	83,000
Closing cash in hand as on December 30, 2016	Nil	84,273	84,273

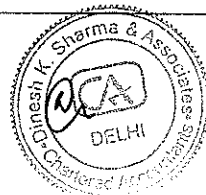
- 1) For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(F) dated November 8, 2016

Additional disclosure

The following additional disclosures have been made taking into account RBI guidelines in this regards:

- (i) Names and address of the banks / financial institutions from whom financial assets were acquired and the value at which such assets was acquired from each such banks / financial institutions:

(Amount in Rs.)				
Name of the selling bank/ financial institutions	Address of Banks/ FIs Head Offices	Acquisition Price as on 31 st March, 2016	Acquisition during the year	Acquisition Price as on 31 st March, 2017
Sponsors				
Central Bank of India	Chandermukhi, Nariman Point, Mumbai – 400021	5,70,00,000	Nil	5,70,00,000
Sponsors Total		5,70,00,000	Nil	5,70,00,000
Non-Sponsors				
Punjab National Bank	7, Bhikaji Cama Place, New Delhi	6,42,29,000	Nil	6,42,29,000
IDBI Bank	IDBI Tower, WTC Complex, Cuffe Parade, Mumbai- 400005	16,97,64,000	13,92,00,000	30,89,64,000
The administrator of the Specified Undertaking of the Unit Trust of India	UTI Tower, Gn Block, Bandra, Kurla Complex, Bandra (East), Mumbai- 400051	61,70,770	Nil	61,70,770
Vijaya Bank	Vijaya Bank, 41/2, Trinity Circle, M. G. Road, Bangalore -560001	4,23,92,143	Nil	4,23,92,143



UV Asset Reconstruction Company Limited

Indian Overseas Bank	763, Anna Salai, Chennai-600002	1,11,80,000	Nil	1,11,80,000
IFCI Ltd.	61, IFCI Tower, Nehru Place, New Delhi-110019	54,24,81,560	Nil	54,24,81,560
Karnataka Bank	Karnataka Bank Limited, Mahaveera Circle, Kankanady, Mangaluru, Karnataka - 575 002.	95,00,000	Nil	95,00,000
State Bank of India	Corporate Centre, Madam Cama Road, Nariman Point, Mumbai-400021	11,46,13,021	Nil	11,46,13,021
Bank Of Baroda	Baroda Corporate Centre, Plot No. C -26, G -Block, Bandra Kurla Complex, Bandra (East), Mumbai-400051	12,95,00,000	Nil	12,95,00,000
Union Bank of India	239, Union Bank Bhavan,, Vidhan Bhavan Marg, Nariman Point Mumbai-400 021	3,89,00,000	Nil	3,89,00,000
Axis Bank	Axis Bank Limited, 'TRISHUL' 3 rd floor, Opp. Samarsheshwar Temple, Nr. Law Garden, Ellisbridge, Ahmadabad-380006	20,50,00,000	Nil	20,50,00,000
Allahabad Bank	N.S. Road, Kolkata-700001	26,00,00,000	Nil	26,00,00,000
State Bank of Patiala	Commercial Branch, Atlanta, Ist Floor, Jamnalal Bajaj Marg, Nariman Point, Mumbai-400021	4,35,50,000	Nil	4,35,50,000
Standard Chartered Bank	Mezzanine & Alternative Solutions Crescenzo, 7 th Floor, C-38/39, G-Block, Behind MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai-400051	15,00,00,000	Nil	15,00,00,000
SIDBI	Ground Floor, Videocon Tower, E-1 Rani Jhansi Road, Jhandewalan Extension, New Delhi-110055.	5,25,00,000	Nil	5,25,00,000
SREI	SREI Infrastructure	Nil	450,00,00,000	450,00,00,000



UV Asset Reconstruction Company Limited

	Finance Limited 'Vishwakarma' 86C, Topsia Road (South) Kolkata-700046			
Andhra Bank	Head office, Dr. Pattabhi Bhawan, S-9-11, Saifabad, Hyderabad- 500004.	Nil	26,00,00,000	26,00,00,000
United Bank of India	Head office, 11 Hemanta Basu Salani, Kolkata- 700001.	Nil	86,28,00,000	86,28,00,000
Non Sponsors Total		183,97,80,494	576,20,00,000	760,17,80,494
Grand Total		189,67,80,494	576,20,00,000	765,87,80,494

Note: Company additionally lent Rs. 52,03,612/- to borrowers as reconstruction loan in financial year 2012-13 which got resolved. Thus, the amount of asset acquired till March 31, 2017 is Rs. 766,39,84,106/-.

(ii) Dispersion of various financial assets industry-wise:

Industry	Acquisition Price as on 31 st March, 2016		Acquisition during the year		Acquisition Price as on 31 st March, 2017	
	Amount	% to total	Amount	% to total	Amount	% to total
Textile	42,41,29,000	22.30%	-	-	42,41,29,000	5.53%
Auto & Anciliary	17,73,16,330	9.32%	-	-	17,73,16,330	2.31%
Consumer Products	39,07,75,755	20.55%	-	-	39,07,75,755	5.10%
Engineering	1,90,63,021	1.00%	-	-	1,90,63,021	0.25%
Animal Husbandry	8,80,00,000	4.63%	-	-	8,80,00,000	1.15%
Food Processing	4,00,00,000	2.10%	40,06,00,000	6.95%	44,06,00,000	5.75%
Oil Extraction	2,25,00,000	1.18%	-	-	2,25,00,000	0.29%
Readymade Garments	26,00,00,000	13.67%	-	-	26,00,00,000	3.39%
Steels	48,02,00,000	25.25%	-	-	48,02,00,000	6.26%
Infrastructure	-	-	450,00,00,000	78.10%	450,00,00,000	58.72%
Power	-	-	20,90,00,000	3.63%	20,90,00,000	2.73%
Education	-	-	5,52,00,000	0.96%	5,52,00,000	0.72%
Hospitality	-	-	11,16,00,000	1.94%	11,16,00,000	1.46%



UV Asset Reconstruction Company Limited

Cold Storage	-	-	35,06,00,000	6.08%	35,06,00,000	4.58%
Industrial Products	-	-	13,50,00,000	2.34%	13,50,00,000	1.76%
Total	190,19,84,106	100.00%	576,20,00,000	100.00%	766,39,84,106	100.00%

(iii) A Statement of migration of Financial assets from Standard to Non-Performing Assets:

Particulars	2016-2017	2015-2016
Opening Balance	Rs. 3,75,38,660/-	Rs. 1,90,63,021/-
Add: migration of Financial assets from Standard to Non-Performing Assets during the year	Rs. 7,55,19,116/-	Rs. 3,75,38,660/-
Less: Non-Performing Assets resolved during the year	Rs. 5,38,660/-	Rs. 1,90,63,021/-
Closing Balance	Rs. 11,25,19,116/-	Rs. 3,75,38,660/-

- (iv) The accounting policies adopted by the Company in preparation and presentation of the financial statements are in conformity with the applicable prudential norms prescribed by the RBI.
- (v) Details of Related parties as per Accounting Standard and guidance notes issued by ICAI is same as Note No. 21 (III) and there is no amount is due to and due from any related parties.
- (vi) The capital adequacy ratio is well above the prescribed fifteen percent ratio of its total risk weighted assets, accordingly the Company has complied with the capital adequacy norms as prescribed by the RBI.
- (vii) Additional disclosure as per RBI Notification No. DNBS.PD (SC/RC). 8/CGM (ASR) dated April 21, 2010:

Particulars	Amount in Rs. (Face Value)
Value of financial assets acquired during the financial year either in its own books or in the books of the trust	576,20,00,000
Value of financial assets realized during the financial year	16,89,27,587
Value of financial assets outstanding for realization as at the end of the financial year	690,04,19,951
Value of Security Receipts redeemed partially during the financial year	36,00,000
Value of Security Receipts redeemed fully during the financial year	1,00,00,000
Value of Security Receipts pending for redemption as at the end of the financial year	595,32,00,000



UV Asset Reconstruction Company Limited

Value of Security Receipts which could not be redeemed as a result of non-realization of the financial asset as per the policy formulated by the Securitization company or Reconstruction company under Paragraph 7(6)(ii) or 7(6)(iii)	Nil
Value of land and/or building acquired in ordinary course of business of reconstruction of assets	Nil

For Dinesh K. Sharma & Associates
Chartered Accountants

For UV Asset Reconstruction Company Limited



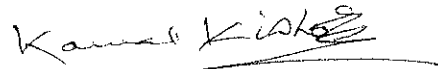
Dinesh K. Sharma
Proprietor



P. J. Vincent
Chairman



Shilpi Sharma
Director



K. K. Gupta
Director



A. K. Chadha
CEO

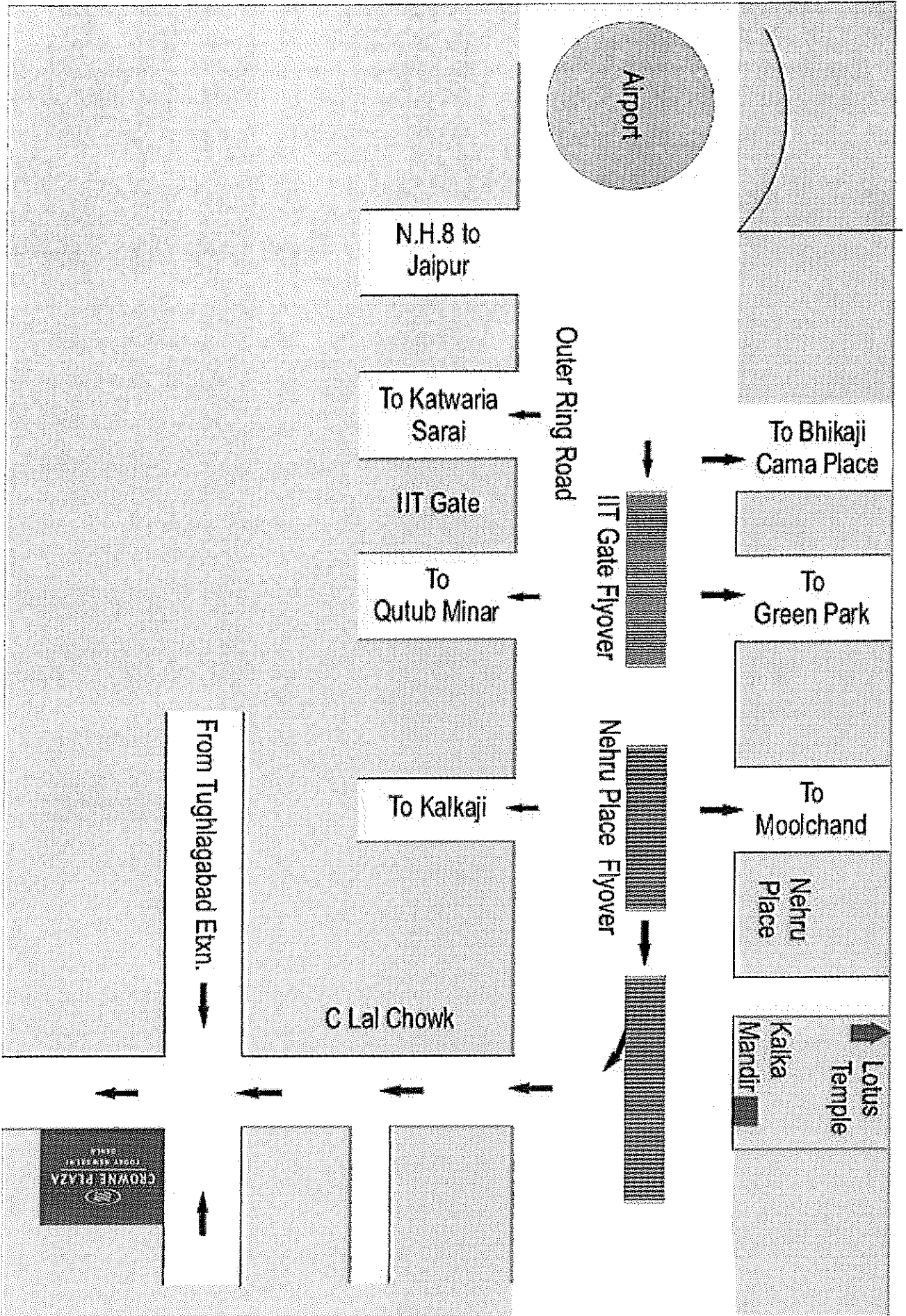


N.K. Mittal
CFO



Gurpreet Kaur
Company Secretary

Place : New Delhi
Date : August 25, 2017





UV Asset Reconstruction Company Limited

"Restoring NPAs Back to Health"

Regd. Office : 704 Deepali Building, 92, Nehru Place, New Delhi-110019

Tel. : +91-11-41055576, 41038818, Fax: 011-40501824 | Email : uvarcl@gmail.com | Website: www.uvarcl.com

CIN (Corporate Identity Number) : U74900DL2007PLC167329

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U74900DL2007PLC167329

Name of the Company: UV Asset Reconstruction Company Limited

Registered Office: 704, Deepali Building, 92 Nehru Place, New Delhi-110019

Name of the Member(s):

Registered Address:

E- mail Id:

Folio No:

I/ We.....,being the member(s) of UV Asset Reconstruction Company Ltd., holding..... Shares of the above named Company, hereby appoint

1. Name:Email:.....
Address:.....
.....Signature.....Or failing him/her
2. Name:Email:.....
Address:.....
.....Signature.....Or failing him/her
3. Name:Email:.....
Address:.....
.....Signature.....Or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 10th Annual General Meeting of the Company, to be held on the 26th day of September, 2017 at 1:00PM at **Sapphire Hall, Crowne Plaza Today, Plot No.1, Community Centre, Okhla Phase-I, New Delhi-110020** and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No:	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Balance Sheet of the Company as at 31 st March, 2017 and Profit and Loss Account for the year ended on that date, together with the Reports of the Auditor's and Directors' thereon.		
2.	To appoint a Director in place of Ms. Shilpi Sharma (DIN: 01680321) who retires by rotation and being eligible offers herself for re-appointment.		
3.	To appoint Statutory Auditors and fix their remuneration.		
Special Business			
4.	To appoint Mr. Prakash Prabhakar Naolekar (DIN No.02654305), as an Independent Director of the Company		
5.	To appoint Ms. Shilpi Sharma (DIN: 01680321) as a Whole Time Director of the Company		

Signed this day of, 2017

Affix
Revenue
Stamp
Re.1

Signature of Member

Signature of Proxy holder(s)

NOTE:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the Commencement of the meeting.
2. *It is optional to put a 'X' in the appropriate column against the Resolution indicated in the box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she think appropriate.
3. Please complete all details including details of all member(s) in above box before submission.



UV Asset Reconstruction Company Limited

"Restoring NPAs Back to Health"

Regd. Office :704 Deepoli Building, 92, Nehru Place, New Delhi-110019

Tel. : +91-11-41055576, 41038818, Fax: 011-40501824 | Email : uvarcl@gmail.com | Website: www.uvarcl.com

CIN (Corporate Identity Number) : U74900DL2007PLC167329

ATTENDANCE SLIP

Please complete this attendance slip before you come to the meeting and hand it over at the entrance of the meeting hall.

1. Name of the attending Member
(In Block Letters)
2. Folio No.
3. Name of Proxy (In Block Letters)
(To be filled if the Proxy attends instead of the members)

No. of Shares Held: -

I hereby record my presence at the Tenth Annual General Meeting of the Company being held on **Tuesday, the 26th day of September, 2017 at 1:00 PM at Sapphire Hall, Crowne Plaza Today, Plot No.1, Community Centre, Okhla Phase-I, New Delhi-110020**

.....

Members's or Proxy's Signature