

ANNUAL REPORT
2018-2019

RESTORING
NPA'S
BACK TO
HEALTH



UV ASSET RECONSTRUCTION COMPANY LIMITED



OUR BOARD TEAM

“Every Success Story is a tale of constant adaption, revision & change”



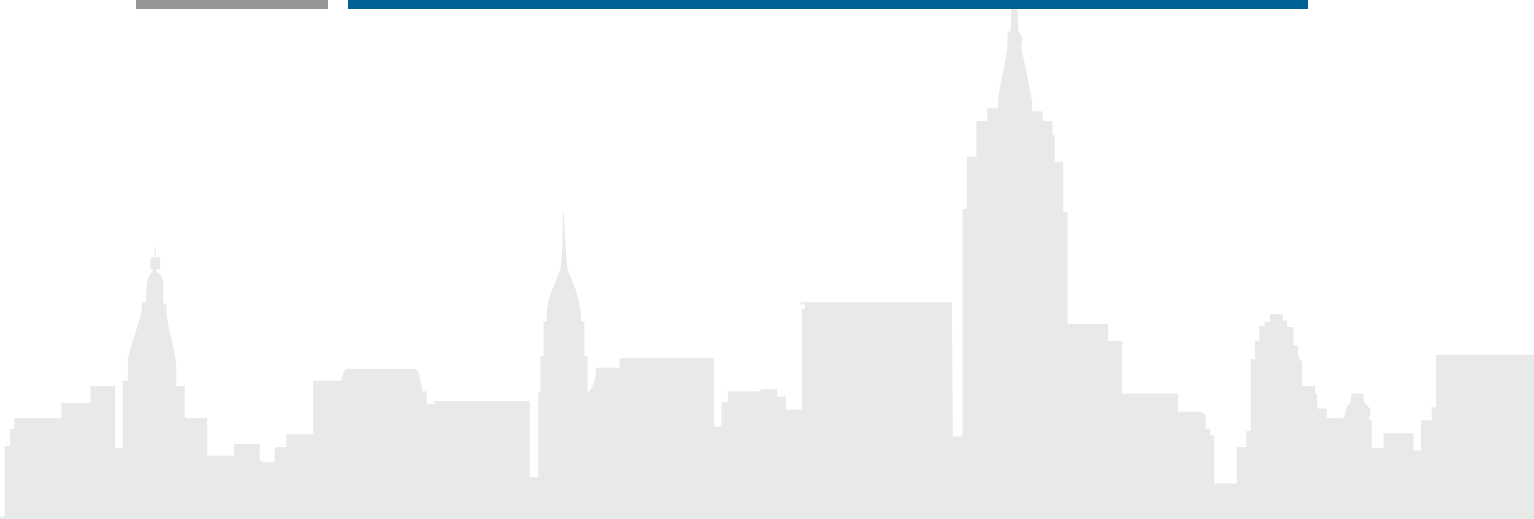
STANDING LEFT TO RIGHT

*Mr. Dhan Raj , Mr. Kamal Kishore Gupta , Mr. Prakash Prabhakar Naolekar
Ms. Shilpi Sharma , Mr. Hari Hara Mishra , Mr. Uma Shankar Paliwal*

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About UVARCL

UV Asset Reconstruction Company Limited is a Securitisation Company / Reconstruction Company is registered with the Reserve Bank of India.

UVARCL is promoted amongst others, by professionals with equity participation of 6 public sector banks and 2 insurance companies - Central Bank of India, Bank of Maharashtra, Union Bank of India, Bank of India, United Bank of India, Allahabad Bank, United India Insurance Company Limited & National Insurance Company Limited.

UVARCL acquires Non-Performing Assets (NPA's) from various banks and financial institutions. The Company believes in empathetic approach to resolving distress assets by meaningful analysis of the cause of NPA, evaluate possible turnaround options and formulate the best fit strategy under the given circumstances. The company adopts best practices that foster an environment of honesty, transparency & consistency. The company aims to create win-win situation for all its stakeholders.

Our Vision

To be the most trusted & leading ARC in the country with one-stop solution for the needs of distressed assets.

Our Mission

Help distresses assets with best fit solutions under given circumstances leading to value maximization for all stake holders.



DIRECTORS

Justice (Retd.) Prakash Prabhakar Naolekar
Ms. Shilpi Sharma

Mr. Kamal Kishore Gupta
Mr. Uma Shankar Paliwal
Mr. Hari Hara Mishra
Mr. Dhan Raj

Chairman
Whole Time Director
& Executive Vice Chairperson
Independent Director
Independent Director
Professional Director
Additional (Independent) Director

SENIOR EXECUTIVES

Mr. Ashwani Kumar Chadha
Mr. Ritesh Aggarwal
Mr. Nirmal Kumar Mittal
Ms. Gurpreet Kaur

Chief Executive Officer
Chief Financial Officer
Chief Operating Officer
Vice President &
Company Secretary

OTHER INFORMATION

Registrar & Share Transfer Agent
Statutory Auditor's

MCS Share Transfer Agent Ltd.
M/s R.K. Mahaseth & Co.
Chartered Accountant

COMMITTEES OF BOARD

Credit Committee
Corporate Social Responsibility Committee
Nomination & Remuneration Committee
Audit Committee

BANKERS

Punjab National Bank
Central Bank of India
United Bank of India
IDBI Bank Ltd.



FROM THE DESK OF EXECUTIVE VICE CHAIRPERSON



Dear Shareholders,

It gives me pleasure to share with you results posted by the Company in last fiscal. The Asset Under Management (AUM) of your Company exceeded Rs 1000 crore mark and stood at Rs 1004 crore as on March 31, 2019. The Company recorded significant jump in net profit (139%) and in revenue from operations (122%) vis a vis preceding year. The detailed financials are given in this Annual Report.

Your Company is taking new initiatives to play a meaningful role in IBC resolution framework. A new business prospect permitted recently under Insolvency and Bankruptcy Code, 2016.

It gives me immense pleasure that your Company has been a very active player as a Resolution Applicant in respect of several corporates in different sectors such as :

- Telecom
- Ports
- Infrastructure
- Hotel and Tourism

FUTURE OUTLOOK

Your Company has been taking initiatives to make its presence felt in the distressed debt market in India and be counted among leading active ARCs. It has already tied up with some Industry experts to scale up its turnaround capabilities. It is also trying to stitch up alliance with fund houses to support its scalability.

I take this opportunity to thank you all for continuing to repose confidence in the Company. The future promises immense possibilities and together we can take the Company to greater heights.

Best wishes

SHILPI SHARMA

Executive Vice Chairperson



NOTICE

Dear Members,

Notice is hereby given that the 12th Annual General Meeting (AGM) of the Members of the Company will be held on **Friday, the 27th day of September, 2019 at 11:00 AM** at **Corporate Office: 1304/1304A Chiranjeev Tower, 43, Nehru Place, New Delhi-110019** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March, 2019, together with the Reports of the Auditor's and Board of Directors' thereon.
2. To consider and declare pro-rata dividend of Rs.0.50 per equity share, for the year ended 31st March, 2019.
3. To appoint a Director in place of Ms. Shilpi Sharma (DIN No.01680321) who retires by rotation and being eligible offers herself for re-appointment.

Special Business:

4. **Appointment of Mr. Dhan Raj as an Independent Director of the Company**

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

"Resolved That Mr. Dhan Raj (DIN No.08262126) who was appointed by the Board of Directors as an Additional Director on the Board of the Company in terms of Section 149, 152, 160 and 161 of the Companies Act 2013 and Article of Association of the Company with effect from February 01, 2019 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, be and is hereby appointed 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 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 16th Annual General Meeting of the Company to be held in the year 2023, not liable to retire by rotation."

**By the order of the Board of Directors
For UV Asset Reconstruction Company Limited**

Sd/-
Gurpreet Kaur
Company Secretary
FCS-8237

Date: August 26, 2019
Place: New Delhi



Notes:

- A. The Explanatory statement pursuant to Section 102(1) 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 to Ms. Gurpreet Kaur, Company Secretary or by email 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 quoting their Registered Folio immediately to the Company at its Registered Office, to enable the company to address future communication.**
- 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 10:00 A.M. and 1:00 P.M. up to the date of Annual General Meeting.**
- H. Members may also note that the Notice of the 12th Annual General Meeting along with the Route Map, Attendance Slip and Proxy Form (in Form MGT-11) for the financial period ended on March 31, 2019 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

Relevant details of Mr. Dhan Raj as required under Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India is provided here under:

Particulars	Mr. Dhan Raj
DIN	08262126
Age (years)	61 years
Experience	<p>Mr. Dhan Raj has worked in the Ministry of Corporate Affairs at several positions during the period from 05.12.1983 to 15.05.2012. He has acquired excellent exposure in the field of finance, securitization, one-time settlement, asset reconstruction, rehabilitation, liquidation, etc. As Joint Director, his experience enhanced many folds as to big sized companies in different manufacturing sectors like textile, steel, cement, pharmaceutical, automobile etc, in the field of finance through IPOs, loans, debentures, bonds, ADRs, sale of asset etc., secured loans, promoters' contribution.</p> <p>He had also joined Company Law Board as Member (Technical) on 16.05.2012 and worked there till its dissolution on 01.06.2016. During this period, he had also exercised judicial powers under the provisions of the Companies Act, 1956 / 2013.</p>
Expertise in specific functional area	Legal (Corporate Laws)
Date of Appointment as Additional Director	February 01, 2019
Shareholding in the Company as on 31st March, 2019	NIL
Other Companies in which he is a Director excluding Directorship in Private and Companies under Section 8 of Companies Act, 2013	-
Chairperson/Membership of the Statutory Committee(s) of Board of Directors of other Listed Companies in which he/she is a Director.	-
Inter-se relationships between	
<ul style="list-style-type: none"> ● Directors ● Key Managerial Personnel 	NIL



No. of Board Meetings attended during the Financial Year 2018-19	One March 25, 2019
Details of remuneration last drawn during the FY 2018-19	Rs. 25,000 (Rupees Twenty Five Thousand Only) by way of sitting fee.
Details of proposed remuneration	Sitting fees as may be approved by the Board of Directors in accordance with applicable provisions of law.

The Board of Directors had appointed Mr. Dhan Raj as an Additional (Independent) Director with effect from February 01, 2019.

As per the provisions of section 161(1) of the Companies Act, 2013, he holds the office of Additional (Independent) Director only upto the date of the forthcoming Annual General Meeting of the Company, and is eligible for appointment as an Independent Director.

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

In the opinion of the Board, Mr. Dhan Raj fulfils the conditions specified in the Companies Act, 2013 and the Company (Appointment & Qualification of Directors) Rules, 2014 made thereunder. Accordingly, Board of Directors on the recommendation of its Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 has also recommended his appointment as an Independent Director effective from the date of ensuing AGM i.e. September 27, 2019 for a period of four years subject to approval of the members i.e. upto conclusion of 16th Annual General Meeting. He is not liable to retire by rotation.

The Board of Directors recommends the resolution at Item No. 4 for approval of the members by way of a Ordinary Resolution.

The appointment of Mr. Dhan Raj being recommended by the Nomination & Remuneration Committee of Board of Directors of the Company, hence the candidature from any member and deposit of any amount under section 160 is not required.

Except Mr. Dhan Raj, being the appointee, or his relatives, none of the other Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolutions set out at item No.4.

**By the order of the Board of the Board of Directors
For UV Asset Reconstruction Company Limited**

**Sd/-
Gurpreet Kaur
Company Secretary**

**Date: August 26, 2019
Place: New Delhi**

DIRECTOR'S REPORT

Dear Members,

Your Directors have pleasure in presenting their Twelfth Annual Report on the business, operations and the accounts of the Company for the Financial Year ended March 31, 2019.

(A) 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 2019	31 st March 2018
Revenue from operations	3600.84	1619.96
Other Income	12.08	14.37
Total Income	3612.92	1634.33
Total Expenditure	2280.89	1064.85
Profit before tax	1332.03	569.48
Provision for tax	385.83	173.81
Profit after tax	946.20	395.67
Transfer to General Reserve	141.93	59.35
Paid-up Share Capital	3818.75	3818.75
Reserves and Surplus (excluding revaluation reserve)	8198.38	7483.21
Net Worth	12017.13	11301.96

During the year Total Revenue increased to Rs. 3612.92 lakhs from Rs. 1634.33 lakhs in previous year, with the growth of 121.06%.

Profit before Tax (PBT) in 2018-19 increased to Rs.1332.03 lakhs as against Rs. 569.48 lakhs in previous year, with the growth of 133.90%.

Total Expenses in 2018-19 increased to Rs. 2280.89 lakhs as against Rs.1064.85 lakhs in previous year with an increase of 114.2%

The growth in profit is driven by higher increase in Revenue via-vis-expenses from operations, which is satisfactory.

The Company's Net worth as on March 31, 2019 stood at Rs. 12017.13 lakhs (comprising Rs.3818.75 lakhs of paid up capital and Rs. 8198.38 lakhs of Reserves and Surplus) as against Rs. 11301.96 lakhs in the previous year. With Company's strong performance, there is increase in Reserves and Surplus and consequential increase in Net Worth.

To garner fresh business, Company through bids and bilateral deals with Banks/ NBFCs and acquired financial assets worth Rs. 41068.00 Lakhs and resolved financial assets amounting Rs. 17858.18 Lakhs, thus taking outstanding total Financial Assets to Rs.100469.76 Lakhs compared to Rs. 76716.17 lakhs in the previous year an increase of 30.96%.

(B) **Material changes subsequent to the Balance sheet**

There were no material changes from the close of the financial year till the signing of the Board's report affecting the financial position of the company.

(C) **Industry Scenario**

In preceding years Gross NPA ratio of the banking system was registering a continuous rise (from 4.3% as at March 2015 to 11.5% as at March 2018). This trend was reversed during 2018-19, as Gross NPA ratio declined to 9.3% as at March 2019. One important aspect which helped in improving can be attributed to recovery through Insolvency and Bankruptcy Code (IBC) process. The IBC regime is a paradigm shift, in which creditors take control of the business through the Resolution Professional. However, the IBC process is at refining stage and is still being modified for value maximization to the stakeholders amidst several challenges to its various provisions.

Another significant development is RBI coming out with a fresh resolution framework in June 2019 necessitated by Hon'ble Supreme Court quashing its earlier notification of Feb'2018. The new framework mandates signing of an inter-creditor agreement for finalizing ground rules and finalization of resolution plan in case of multiple lenders. Any decision taken by majority lenders (75% by value and 60% by number) will be binding on all lenders. The new guidelines provide a system of strong disincentives in the form of additional provisioning for delay in initiation of resolution or insolvency proceedings. This will force Banks/ FIs to go for a resolution in a time bound manner.

29 ARCs are now operating in India, and have a crucial role to play in the NPA resolution. Recently, ARCs have been permitted to buy SRs from other ARCs to bring consolidation of SRs and enhance liquidity in SR market.

(D) **Dividend**

Your Directors have immense pleasure in recommending a dividend of Re. 0.50 per equity share of Rs. 10/- each on pro-rata basis, aggregating to Rs. 230.19 lakhs (inclusive of Dividend Distribution Tax) for the financial year ended March 31, 2019.

The dividend is proposed keeping in view to reward shareholders and simultaneously retained profits thus strengthening the Net Worth of the Company thereby increasing book value of shares.

(E) **Reserves**

The Board in line with earlier years proposes to transfer 15% of PAT i.e. Rs.141.93 Lakhs to the General Reserves out of the amount available for appropriation thereby taking General Reserve at a level of Rs. 348.15 Lakhs and balance in Profit & Loss Account amounting Rs. 1043.99 Lakhs as on 31.03.2019.

(F) **Corporate Governance**

Corporate Governance is about maximizing stakeholders value legally, ethically and sustainably. 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**.

(G) **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 2019, 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 till date.

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

During the financial year 2018-19, the Company has not issued /made any allotments of shares.

(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.

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

(i) **Directors**

Sad demise of Mr. P. J. Vincent, erstwhile Chairman of the Company

Mr. P. J. Vincent, erstwhile Non- Executive Chairman of the Company, left for heavenly abode on September 18, 2018, after a brief illness.

Late Mr. P. J. Vincent was associated with the Company since 2007. He became the Director of the Company in 2007. As a Non- Executive Chairman for more than a decade, he pioneered to imbibe best governance standards in the Company. Company immensely benefitted from his vision and leadership. He was a humble and down to earth individual who led the company with best of governance and ethical standards. His sad demise is an irreparable loss to the Company.

The Board of Directors of the Company express their deep condolences and pay tribute to late Mr. P. J. Vincent, a great visionary leader.

Appointment of Justice (Retd.) Mr. Prakash Prabhakar Naolekar as Chairman of the Company.

The Board of Directors of the Company at their meeting held on December 19, 2018,

elected Justice (Retd.) Mr. Prakash Prabhakar Naolekar as the Non- Executive Chairman of the Board and Company.

Change in Directorate

In terms of the provisions of Section 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and the Articles of Association of the Company, Ms. Shilpi Sharma, Whole Time 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.

The appointments/ resignations from the Board of Directors during the year are as under:

Appointments

- Appointment of Mr. Dhan Raj as an Additional (Independent) Director w.e.f February 01, 2019. The resolution seeking approval of the members for the appointment of Mr. Dhan Raj as an Independent Director has been incorporated in the notice of the forthcoming Annual General Meeting of the Company along with explanatory statement.
- Appointment of Mr. Uma Shankar Paliwal as an Independent Director on the Board of Directors of the Company for a period of 4 consecutive years w.e.f. conclusion of 11th Annual General Meeting till the conclusion of the 15th Annual General Meeting of the Company to be held in the year 2022.
- Appointment of Mr. Hari Hara Mishra as a Professional (Non-Executive) Director on the Board of Directors of the Company.

Re-appointment

Reappointment of the following Independent Directors, not liable to retire by rotation, (whose tenure come to an end on 11th Annual General Meeting of the Company held on September 28, 2018) for a second term pursuant to applicable provisions of the Companies Act, 2013 read with rules issued thereunder:

- Mr. Kamal Kishore Gupta re-appointed for a second term to hold the office for a 4 consecutive years upto the conclusion of 15th Annual General Meeting of the Company to be held in the year 2022.
- Mr. Upkar Singh Kohli re-appointed for a second term to hold the office for a 4 consecutive years upto the conclusion of 15th Annual General Meeting of the Company to be held in the year 2022.
- Justice (Retd.) Shafi Sayeed Parkar re-appointed for a second term to hold the office for a 4 consecutive years upto the conclusion of 15th Annual General Meeting of the Company to be held in the year 2022.

The aforementioned appointments were based on the outcome of performance evaluation exercise, experience and contribution made by Mr. Kamal Kishore Gupta, Mr. Upkar Singh Kohli and Justice (Retd.) Shafi Sayeed Parkar in their previous tenure.

Cessation

- Cessation of directorship - Mr. Upkar Singh Kohli, Independent Director of the Company has tendered his resignation due to his personal reasons on March 30, 2019.

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) Independent Directors:

The Company has on its Board, eminent Independent Directors who have brought in independent judgement to Board's deliberations. They have played a pivotal role in protecting interest of all stakeholders.

Declaration of independency of Independent Directors, their meeting and Performance evaluation.

The Independent Directors have submitted their declarations under section 149(7) of the Companies Act, 2013 at the time of their appointment and also submitting in first Board Meeting of every financial year and/or any change in the same, stating that they meet the criteria of independence as mentioned under Section 149(6) of the Act.

The Company has also issued formal appointment letters to all the Independent Directors in the manner provided under the Companies Act read with rules issued thereunder. The information for appointment of directors are posted on the website of the company i.e. www.uvarcl.com.

A separate meeting of Independent Directors was held on March 25, 2019. In this meeting, 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 also 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 their contribution was appreciated.

The Performance of the Independent Directors of the Company was also evaluated in terms of Schedule-IV of the Companies Act, 2013 by the Board of Directors. The performance of every Independent Director was also evaluated by scoring the evaluation sheets for every Director.

(iii) Performance Evaluation of Directors

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, no change took place in Key Managerial Personnel of the Company. However, Company during this financial year appointed Mr. Ritesh Aggarwal as Chief Operating Officer (COO) of the Company.

(I) Meetings

In all, 16 meetings of Directors and its committees were held during the Financial Year 2018-19 i.e. four Board meetings, four Audit Committee meetings, four Credit Committee meetings, three Nomination & Remuneration Committee Meetings and one Corporate Social Responsibility Committee Meeting.

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.

(J) Auditors

M/s R.K. Mahaseth & Co. Chartered Accountants, (Firm Registration No. 022140N), were appointed as Statutory Auditors of the Company at the 10th Annual General Meeting till the conclusion of the 15th Annual General Meeting.

M/s R.K. Mahaseth & Co. Chartered Accountants have confirmed their eligibility and qualifications required under section 139,141 and other applicable provisions of the Companies Act, 2013 and rules issued thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

The Auditor's Report for the financial year ended March 31, 2019 on the financial statements of the Company is a part of this Annual Report.

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.

(K) **Internal Audit & Controls**

Your Company is following proper Internal Audit & control system and has also appointed M/s Dinesh K. Sharma & Chartered Accountants as the Internal Auditor's. During the year, the Company continued to implement their suggestions and recommendations to improve the control and compliances. 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 regulatory guidelines and on Board-approved business policies, MIS framework etc. Internal Auditors findings are discussed at the highest level i.e. by Whole Time Director of the Company and then Audit Committee of Board of Directors. This also includes Asset liability Management which is quite significant tool for Risk Management particularly when cash inflows are highly volatile in our industry and suitable corrective actions taken as per the directions of Audit Committee on an ongoing basis to improve efficiency in operations as per policies/regulatory guidelines.

(L) **Risk Management**

The company has a well- defined process in place to ensure appropriate identification and mitigation of risk. 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. UVARCL recognizes that risk is inherent in every business activity. Effectively managing these risks is key to achieving strategic objectives and long-term sustainable growth of business. The key risk areas related to the business of the company and ALM are Periodically and Systematically reviewed by the Risk Management Committee (comprises of all senior management) of the company.

(M) **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. The company has adopted a Vigil Mechanism Policy to provide a formal mechanism to its Directors, Employees and Business Associates to raise voice concerns in a responsible and effective manner regarding susceptible unethical matters involving serious malpractices, abuse or wrongdoing within the organisation. Any person can use such mechanism and may directly access to the chairperson of the Audit Committee in appropriate exceptional cases. No personnel were denied access to the Audit Committee of the Company with regard to the above.

(N) **Extracts of Annual Return**

The extracts of Annual Return pursuant to the provisions of the Companies Act, 2013 is furnished in Form MGT-9 (**Annexure -II**) and is appended to this report.

(O) **Policy or Prevention of Sexual Harassment at Work Place**

The Company's Policy on Prevention of Sexual Harassment at Workplace is in line with the

requirements of the Sexual Harassment of Women at Workplace (Prevention of Sexual Harassment of Women at Workplace Act) and rules framed thereunder. Internal Complaints Committees have also been set up to redress complaints received regarding Sexual Harassment.

During the financial year 2018-19, no complaint of Sexual Harassment was received by the Company. The Company is committed to providing a safe and conducive work environment to all of its employees and associates.

(P) 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)** appended to this report.

(Q) 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.

(R) Corporate Social Responsibility

As part of Company's commitment towards economic, environmental and social well-being of communities, Corporate Social Responsibility (CSR) Committee has been constituted at the Board Level.

During the financial year ended March 31, 2019, the Company incurred CSR expenditure of Rs. 6,78,420/- (Rupees Six Lakhs Seventy-Eight Thousand Four Hundred and Twenty Only). The CSR initiatives of the Company were under the thrust area of education. The CSR policy of the Company is available on the website of the Company at http://www.uvarcl.com/CORPORATE_SOCIAL_RESPONISIBILITY_POLICY.pdf

The Company's CSR Policy statement and annual report of the CSR Activities undertaken during the financial year ended March 31, 2019, in accordance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force is set out as **(Annexure-IV)** appended to this report.

(S) Transfer of Funds to Investor Education and Protection Fund

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

(T) **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. Kamal Kishore Gupta	Reappointed for second term on 28.09.2018	Independent Director
2.	Mr. Upkar Singh Kohli	Reappointed for second term on 28.09.2018 Resignation on 30.03.2019	Independent Director
3.	Justice (Retd.) Mr. Shafi Sayeed Parkar	Reappointed for second term on 28.09.2018 Resignation on 19.04.2019	Independent Director
4.	Mr. Hari Hara Mishra	Appointment on 28.09.2018	Professional (Non Executive Director)
5.	Mr. Uma Shankar Paliwal	Appointment on 28.09.2018	Independent Director
6.	Mr. Dhan Raj	Appointment on 01.02.2019	Additional (Independent) Director

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

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

(U) **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 15000 UAE Dirhams equivalent to Rs. 2.97 Lakhs for the purpose of business promotion. Hence, total foreign outgo in F.Y. 2018-19 is Rs. 2.97 Lakhs.

(V) **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, 2019 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/ regulatory guidelines and that such systems were adequate and operating effectively.

Other Disclosures

- During the year under review, the Company has not accepted any deposit within the meaning of Section 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).
- The Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings.
- There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its operations in future.
- 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.
- None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).
- The Company has not issued equity shares with differential rights as to dividend, voting or otherwise.



Acknowledgements

Your Directors place on record the appreciation and contribution made by its earlier Chairman Late. Shri P.J. Vincent in the progress of the Company.

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**

**Sd/-
(P. P. Naolekar)
Chairman
DIN:02654305**

**Sd/-
(Shilpi Sharma)
Whole Time Director
DIN: 01680321**

Place: New Delhi

Date: August 26, 2019

Report on Corporate Governance

Our Corporate governance practices are a reflection of our value system encompassing our culture, policies and relationships with our stakeholders. UV Asset Reconstruction Company Limited (UVARCL) aspires to reach highest standards of corporate governance, while emphasizing on transparency, creating a sustainable culture and setting industry leading benchmarks. At UVARCL, our Board exercises its fiduciary responsibilities in the widest sense of the term.

The goal of the Company is to promote and protect the long-term interest of all stakeholders and to demonstrate that the shareholders are the ultimate beneficiaries of our economic activity, besides meeting compliance standards of Regulatory Authorities.

The Company has adopted the values of good governance, sustainability and teamwork to create long-term value for its stakeholders. Our corporate governance philosophy encompasses several voluntary practices aimed at a high level of business ethics, and enhancement in shareholders' value and also fulfilling societal expectations.

GOVERNANCE STRUCTURE**Board and its Composition**

As on March 31, 2019, the Board comprised of 8 (Eight) members, 5 (five) of which are Independent Directors constituting 62.5% of the Board strength, 1 (one) is Non- Executive/ Professional Director, 1(one) Whole Time Director & Executive Vice Chairperson and 1(one) Nominee Director of Central Bank of India.

Committee of Directors

The Board has constituted various committees of Directors of your Company in line with the best practices in corporate governance with an optimum representation of its members and with specific terms of reference in accordance with the Companies Act, 2013. The Company Currently has 4 (four) Committees of the Board, namely, Audit Committee, Nomination and Remuneration Committee, Credit Committee and Corporate Social Responsibility Committee under the chairmanship of the Independent Directors.

Management

The management structure of the Company consists of the Whole Time Director & Executive Vice Chairperson, Chief Executive Officer, Chief Financial Officer, Chief Operating Officer and Vice President & Company Secretary.

Company also has 3 (three) Committees at the Executive Level of the Company. All these Committee are headed by Whole Time Director and Executive Vice Chairperson of the Company namely, Executive Committee - Acquisition and Executive Committee - Resolution and Executive Committee. These Committees has been entrusted with requisite powers duly delegated by Board of Directors to carry the operations of the Company.

BOARD OF DIRECTORS**Board procedures and flow of information**

In every financial year, Company holds atleast four meeting of Board of Directors i.e. one meeting every quarter. Additional meetings are convened whenever necessary. In case of any exigency(ies), resolutions

are passed by circulation. The Company also provides video conferencing facility to its directors to enable their participation so that they can participate and contribute in the decisions at the meetings.

The Agenda for the meetings of Board and its Committees are circulated in advance so as to ensure sufficient time is provided to Directors to prepare for the meetings. Company also conduct the meeting of Board/and its Committees on shorter notice to the Directors such meetings are conducted in emergent circumstances only. In the era of digitisation and with a view to ensure its commitment, Company also circulates to its directors, notes for Board/ Committee meetings through electronic platform thereby ensuring high standards of security and confidentiality of Board papers.

The Company adheres to the provisions of the Companies Act, 2013 read with the rules issued thereunder and Secreterial Standards with respect to convening and holding the meetings of the Board of Directors and its Committees.

The meetings of the Board of Directors are generally held in Delhi and if necessary, such other place where the Company operates and also through the video conferencing mode. During the financial year 2018-19, the Board of Directors met four times on 14.06.2018, 28.08.2018, 19.12.2018 and 25.03.2019. The maximum gap between any two consecutive meetings was well within the maximum allowed gap of 120 (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 2018- 2019 is shown hereunder:

Name	Designation	Numbers of meetings during financial year 2018-19		Attendance at the last AGM held on September 28, 2018
		Held	Attended	
Late Mr. P. J. Vincent*	Chairman and Non Executive Director	2	2	NA
Ms. Shilpi Sharma	Whole time Director & Executive Vice Chairperson	4	4	Yes
Mr. K.K Gupta	Independent Director	4	4	Yes
Mr. U.S. Kohli **	Independent Director	4	3	No
Justice (Retd.) Shafi Sayeed Parkar	Independent Director	4	2	No
Mr. Prakash Prabhakar Naolekar	Independent Director	4	4	No
Mr. Uma Shankar Paliwal	Independent Director	4	4	No
Mr. Hari Hara Mishra	Professional Director	4	4	No
Mr. Dhanraj ***	Independent Director	1	1	NA
Mr. Narender Singh	Nominee Director of Central Bank of India	4	4	Yes

*Mr. P.J. Vincent left for heavenly abode on September 18, 2018

**Mr. Upkar Singh Kohli (Independent Director) has resigned from the Company w.e.f. March 30, 2019

***Mr. Dhan Raj has been appointed as Additional (Independent) Directors w.e.f. February 01, 2019

Audit Committee:

Board has constituted a Committee of Board of Directors named as Audit Committee on 18th December' 2010. As on March 31'2019, the Audit Committee comprises of three directors out of which 2 Directors namely Mr. K.K. Gupta and Mr. S.S. Parkar are non-executive and Independent Directors and Ms. Shilpi Sharma is Whole Time Director and Executive Vice Chairperson. The Composition of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013.

During the financial year 2018-2019 four meetings were held on 14.06.2018, 28.08.2018, 19.12.2018 and 25.03.2019

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2018-19	
			Held	Attended
1.	Mr. K.K. Gupta	Chairman	4	4
2.	Ms. Shilpi Sharma	Member	4	4
3.	Mr. S. S. Parkar	Member	4	2

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 31st 2019, the Nomination & Remuneration Committee comprises of four directors out of which 3 Directors namely Mr. U.S.Kohli and Mr. S. S. Parkar and Mr. Uma Shankar Paliwal are non-executive and Ms. Shilpi Sharma is Whole Time Director and Executive Vice Chairperson. The Composition of the Nomination & Remuneration Committee meets the requirement of Section 178 of the Companies Act, 2013.

During the financial year 2018-2019 three meetings were held on 01.05.2018, 28.08.2018 and 25.03.2019.

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2018-19	
			Held	Attended
1.	Mr. U.S. Kohli	Chairman	3	3
2.	Ms. Shilpi Sharma	Member	3	3
3.	Justice S. S. Parkar (Retd.)	Member	3	2
4.	Mr. P. J. Vincent*	Member	2	1
5.	Mr. Uma Shankar Paliwal**	Member	1	1

*Mr. P. J. Vincent left for heavenly abode on 18.09.2018

**Mr. Uma Shankar Paliwal, Independent Director has been appointed as member of the Committee in place of Late Mr. P.J. Vincent w.e.f. 19.12.2018.

Nomination and Remuneration Policy:

Company has also got approved the Nomination and Remuneration 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 and Key Managerial Personnel.
- (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, 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. 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.
- iii. 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 KMPs 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.

(iv) Remuneration to Executive/ Non-Executive Directors/Independent Directors:

- (i) Executive/ Non-Executive Directors/Independent Directors shall be paid a sitting fee which presently is Rs. 25,000/- for every meeting of the Board and Rs. 7,500/- 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 and Resolution cases and as per the requirement of RBI, Credit Committee was constituted on 29th June, 2011. As on March 31, 2019, Credit Committee comprises of three directors i.e. Mr. Kamal Kishore Gupta Chairman & Non-Executive Director, Ms. Shilpi Sharma, Whole Time Director and Executive Vice Chairperson and Mr. Uma Shankar Paliwal, Independent Director. During the financial year 2018-19 four meetings were held on 05.05.2018, 02.08.2018, 17.08.2018 and 19.12.2018.

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2018-19	
			Held	Attended
1.	Mr. K.K. Gupta	Chairman	4	4
2	Mr. P. J. Vincent*	Member	3	1
3.	Ms. Shilpi Sharma	Member	4	4
4	Mr. Uma Shankar Paliwal**	Member	1	1

*Mr. P. J. Vincent left for heavenly abode on 18.09.2018

**Mr. Uma Shankar Paliwal, Independent Director has been appointed as member of the Committee in place of Late Mr. P. J. Vincent w.e.f. 19.12.2018.

Corporate Social Responsibility (CSR) Committee

Pursuant to 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 crores or more, or turnover of rupees one thousand crores 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.

CSR Committee of the company has been constituted. As on March 31, 2019 it comprises of three directors out of which Two Directors namely Mr. S. S. Parkar and Mr. Uma Shankar Paliwal are non-executive and Independent Directors and Ms. Shilpi Sharma is Whole Time Director. During the financial year 2018-19 meeting was held on 28.08.2018.

Details of Meeting attended by the members are given below:

Sr. No.	Committee Members	Category	Numbers of meetings during financial Year 2018-19	
			Held	Attended
1.	Mr. Uma Shankar Paliwal	Member	1	1
2.	Mr. P. J. Vincent*	Member	1	1
3.	Ms. Shilpi Sharma	Member	1	1
4.	Justice (Retd) S.S. Parkar	Member	1	1

*Mr. P. J. Vincent left for heavenly abode on 18.09.2018.

Annual General Meeting (AGM)

The 11th Annual General Meeting of the Company was held at Sapphire Hall, Hotel Crowne Plaza Today, Plot No.1, Community Centre, Okhla- I, New Delhi-110020 on the following date and time :-

AGM	Year	Venue	Day & Date	Time
11 th	2018-19	Sapphire Hall, Hotel Crowne Plaza Today, Plot No.1, Community Centre, Okhla-I, New Delhi-110020	Friday, September 28, 2018	1:00 PM

Extraordinary General Meeting (EGM)

The Company held its 12th Extraordinary General Meeting (EGM) at Sapphire Hall, Crowne Plaza Today, Plot No.1, Community Centre, Okhla- I, New Delhi-110020 on the following date, time, purpose :-

AGM	Year	Venue	Day & Date	Time	Purpose
12 th	2018-19	Sapphire Hall, Hotel Crowne Plaza Today, Plot No.1, Community Centre, Okhla-I, New Delhi-110020	Friday January 18, 2019	1.00 P.M.	Authorization for issuance and allotment of unlisted, redeemable, secured non-convertible debentures ("NCD's") aggregating up to Rs. 65.00 Crores in such tranches on such terms and conditions to be decided by the Board of Directors.

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 31.03.2019****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, Deepali Building, 92, Nehru Place, New Delhi-110019 Contact No.: 011-43058366
6.	Whether listed company	No
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MCS Share Transfer Agent Limited F-65 1 st Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Contact No. : 011-41406148

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:-

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

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,18,48,500	16,97,250	1,35,45,750	35.47%	1,35,45,750	-	1,35,45,750	35.47%	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	1,18,48,500	16,97,250	1,35,45,750	35.47%	1,35,45,750	-	1,35,45,750	35.47%	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	29,50,000	-	29,50,000	7.72%	29,50,000	-	29,50,000	7.72%	-
c) Central Govts	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	2,00,000	-	2,00,000	0.52%	2,00,000	-	2,00,000	0.52%	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-

Sub-total (B)(1):-	31,50,000	-	31,50,000	8.24%	31,50,000	-	31,50,000	8.24%	-
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	1,65,00,000	1,65,00,000	43.22%	-	1,65,00,000	1,65,00,000	43.22%	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	9,000	9,000	0.01%	1,000	8,000	9,000	0.01%	-
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9,00,000	40,82,750	49,82,750	13.05%	9,00,000	40,82,750	49,82,750	13.05%	-
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	2,05,91,750	2,14,91,750	56.28%	9,01,000	2,05,90,750	2,14,91,750	56.28%	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	40,50,000	2,05,91,750	2,46,41,750	64.52%	40,51,000	2,05,90,750	2,46,41,750	64.52%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	1,58,98,500	2,22,89,000	3,81,87,500	100%	1,75,96,750	2,05,90,750	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	1,35,45,750	35.47%	-	1,35,45,750	35.47%	-	NIL

C) Change in Promoter's Shareholding: There is no change in the shareholding of the promoter during the financial year 2018-19.

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 (01.04.2018 to 31.03.2019)	
		No. Of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	% of total shares of the Company				No. Of shares	% of total shares of the Company
1.	Anubhav Securities Pvt. Limited	35,00,000	9.17%	01.04.2018	Nil	No Movement during the year	35,00,000	9.17%
		35,00,000	9.17%	31.03.2019				
2.	Anubhav Buildtech Limited	35,00,000	9.17%	01.04.2018	Nil	No Movement during the year	35,00,000	9.17%
		35,00,000	9.17%	31.03.2019				
3.	Sanmati Trading and Investment Limited	35,00,000	9.17%	01.04.2018	Nil	No Movement during the year	35,00,000	9.17%
		35,00,000	9.17%	31.03.2019				
4.	White Lotus Investments Pvt. Limited	32,50,000	8.51%	01.04.2018	Nil	No Movement during the year	32,50,000	8.51%
		32,50,000	8.51%	31.03.2019				
5.	Kurral Infrastructure Pvt. Limited	27,50,000	7.20%	01.04.2018	Nil	No Movement during the year	27,50,000	7.20%
		27,50,000	7.20%	31.03.2019				
6.	Central Bank of India	20,00,000	5.24%	01.04.2018	Nil	No Movement during the year	20,00,000	5.24%
		20,00,000	5.24%	31.03.2019				
7.	Mr. S.L. Sharma	14,70,000	3.85%	01.04.2018	Nil	No Movement during the year	14,70,000	3.85%
		14,70,000	3.85%	31.03.2019				
8.	Ms. Rajni Chawla	15,00,000	3.93%	01.04.2018	Nil	No Movement during the year	15,00,000	3.93%
		15,00,000	3.93%	31.03.2019				
9.	Mr. Niranjana Lal Sharma	13,00,000	3.40%	01.04.2018	Nil	No Movement during the year	13,00,000	3.40%
		13,00,000	3.40%	31.03.2019				
10.	Mr. B.S. Negi	4,61,750	1.21%	01.04.2018	Nil	No Movement during the year	4,61,750	1.21%
		4,61,750	1.21%	31.03.2019				

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 (01.04.2018 to 31.03.2019)	
		No. Of Shares at the beginning (01.04.2018)/ end of the year (31.03.2019)	%of total shares of the Company				No. Of shares	%of total shares of the Company
Shareholding of Directors								
1.	Ms. Shilpi Sharma (Whole time Director & Executive Vice Chairperson)	1,35,45,750	35.47%	01.04.2018	Nil	No Movement during the year	1,35,45,750	35.47%
		1,35,45,750	35.47%	31.03.2019				
2.	Mr. Kamal Kishore Gupta (Independent Director)	1,000	Negligible	01.04.2018	Nil	No Movement during the year	1,000	Negligible
		1,000		31.03.2019				
Shareholding of KMP's								
NIL								

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

	Secured Loans excluding deposits	Inter Corporate Deposits	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	72,95,70,902	16,00,00,000	-	88,95,70,902
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	72,95,70,902	16,00,00,000	-	88,95,70,902
Change in Indebtedness during the financial year				
* Addition	32,67,67,162	27,00,00,000	-	59,67,67,162
* Reduction	-	-	-	-
Net Change	32,67,67,162	27,00,00,000		59,67,67,162
Indebtedness at the end of the financial year				
i) Principal Amount	1,04,77,28,572	43,00,00,000	-	1,47,77,28,572
ii) Interest due but not paid	86,09,491	1,58,40,000	-	2,44,49,491
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1,05,63,38,063	44,58,40,000	-	1,50,21,78,063

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

S.No.	Particulars of Remuneration	Whole Time Director	Total
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60,00,000	60,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	6,00,000	6,00,000
	(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 (Bonus)	18,00,000	18,00,000
	Total	84,00,000	84,00,000

B. Remuneration to other directors

Non Executive & Independent Directors				
Name of Directors	Fee for attending Board/ Committee Meetings	Commission	Others	Total
Mr. P. J. Vincent	55,000	-	-	55,000
Mr. Kamal Kishore Gupta	1,42,500	-	-	1,42,500
Mr. Upkar Singh Kohli	82,500	-	-	82,500
Mr. Shafi Sayeed Parkar	72,500	-	-	72,500
Mr. Prakash Prabhakar Naolekar	90,000	-	-	90,000
Mr. Hari Hara Mishra	90,000	-	-	90,000
Mr. Uma Shankar Paliwal	1,10,000	-	-	1,10,000
Mr. Dhanraj	25,000	-	-	25,000
Nominee Director of Central Bank of India				
Mr. Narender Singh	90,000			90,000
Total	7,57,500	-	-	7,57,500

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	CEO	CFO	CS	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	22,80,000	14,16,000	15,84,000	52,80,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3,60,000	3,00,000	-	6,60,000
	(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 (Bonus)	2,00,000	1,30,000	1,20,000	4,50,000
	Total	28,40,000	18,46,000	17,04,000	63,90,000

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 Asset Reconstruction Company Limited

Sd/-
(P. P. Naolekar)
Chairman

Sd/-
(Shilpi Sharma)
Director

Place: New Delhi
Date: August 26, 2019

Annexure III

FORM AOC-2
(Pursuant to Clause(h) of sub section(3) of Section 134 of the Act and
Rule 8(2) of the Companies (Accounts) Rules, 2014)

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, Promoter Director)
b)	Nature of contracts/arrangements/transaction	Appointment of Mr. Pramod Sharma (Spouse of Ms. Shilpi Sharma, Promoter Director) as corporate Advisor.
c)	Duration of the contracts/arrangements/transaction	NA
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 of Rs. 72 lakhs per annum (including monthly fees)
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 Company's growth.
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

FORM AOC-2
(Pursuant to Clause(h) of sub section(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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	Ms. Shilpi Sharma (Promoter Director)
b)	Nature of contracts/arrangements/transaction	Appointment to the office of Whole Time Director of the Company
c)	Duration of the contracts/arrangements/transaction	3 years
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	1. Appointment of Ms. Shilpi Sharma is at an all inclusive remuneration of maximum upto Rs. 1.20 crores per annum 2. The period of appointment is for 3 years.
e)	Justification for entering into such contracts or arrangements or transactions	Ms. Shilpi Sharma 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 overall in-charge of Company's operations and is also required to put in place organisation systems and procedures of organisation in place for smooth conduct of business while contributing in its sustainable growth.
f)	Date of approval by the Board	August 25, 2017
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	September 26, 2017
i)	Date of Approval of Reserve Bank of India	November 24, 2017

FORM AOC-2

(Pursuant to Clause(h) of sub section(3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

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

SL. No.	Particulars	Details
		Transaction 1
a)	Name of the related party & nature of relationship	Ms. Shilpi Sharma (Promoter Director)
b)	Nature of Contracts / arrangements / transaction	Lease Agreement
c)	Duration of the contracts/arrangements/transaction	3 years
d)	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, 2018 to March 31, 2021 @ Rs. 75/- per sq. ft.
e)	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, 2018 to 31 st March, 2021 @ Rs. 75/- 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.
f)	Date of approval by the Board	March 08, 2018
g)	Amount paid as advances, if any	Security deposit of Rs. 4,80,000/-
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	NA

Corporate Social Responsibility (CSR) activities to Section 135 of the Companies Act, 2013**1. A brief outline of Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to CSR Policy and projects or programs:**

The CSR initiatives of the Company intends to strives for economic development and encourages a positive impact through its activities mainly related to (i) hunger, poverty, malnutrition and health, (ii) education, (iii) Gender equality and empowerment of women, (iv) Disaster response.

Our Corporate Social Responsibility is not limited to philanthropy, but also includes a number of initiatives that leads to social development.

Overview of projects or programs proposed to be undertaken:**i) Education:**

The Company believes that education is the key to unlock a better life and is a powerful tool to access opportunities. UVARCL will promote education, including special education and vocational skills and financing needy children especially among children studying in the schools located at slum areas, government schools, schools for differently abled etc. The organisation will also make monetary contributions to academic institutions for establishing endowment funds, furniture, water coolers, fans, books and stationery, establishing laboratories etc. with the objective of assisting students in their studies making them healthy and providing them better amenities.

ii) Hunger, Poverty, Malnutrition and Health:

UVARCL will work with various organisations working in medical or health related projects such as providing support in schools/ old age homes, orphanages, J.J. clusters etc. across India, by conducting need-based health camps and providing consultation, medicines and medical aid etc. It also aims at organising health check-up camps at different places across India and also providing support for cancer treatment, cataract surgeries, etc.

iii) Gender Equality and Empowerment of Women:

UVARCL will work in women empowerment activities, income generation, rural community development, and other social welfare programs. It will also work with various non-profit organisations by setting up homes, hostels and day care centres for women and orphans; setting up old age homes and such other facilities for senior citizens; and adopting measures for reducing inequalities faced by socially and economically backward groups.

iv) Disaster Response:

UVARCL will work with non- profit organisations for timely relief and rehabilitation of humans affected by natural calamities.

The details of CSR policy are available on the website of the Company at http://www.uvarcl.com/CORPORATE_SOCIAL_RESPONISIBILITY_POLICY.pdf

2. Composition of the CSR Committee

As on March 31, 2019, the CSR Committee comprised of Mr. Uma Shankar Paliwal (Chairman), Ms. Shilpi Sharma and Mr. Shafi Sayeed Parkar.

Ms. Gurpreet Kaur acts as a secretary to the CSR Committee.

	Particulars	Amount (in Rs.)
3.	Average Net Profit of the Company for last 3 financial years	3,39,20,983
4.	Prescribed CSR Expenditure (2% of this amount as in Sr. No. 3 above)	6,78,420
5.	Details of CSR Spent for the financial year 2018-19:	
	a. Total amount spent for the financial year	6,78,420
	b. Amount unspent, if any:	Nil

Manner in which the amount spent during the financial year is detailed below:

CSR Projects/ Activities	Sector in which the project is covered	Project/ Program mes coverage	Amount outlay	Amount spent on the projects or programs		Cumulative expenditure up to the reporting period	Amount spent direct/ through implementing agency
				Direct expenditure	Overheads		
<ul style="list-style-type: none"> • Monetary contributions to academic institutions for establishing endowment funds, furniture, water coolers, fans, books and stationery, etc. with the objective of assisting students in their studies making them healthy and providing them better amenities. • Providing education to enhance employability skill. 	Education						
			6,78,420	6,78,420	0	6,78,420	Implementing Agency

6. The CSR Committee confirms that the implementation and monitoring of the CSR activities is in compliance with the CSR objectives and CSR policy of the Company.

For and on behalf of the CSR Committee

Sd/-
Shilpi Sharma
Whole Time Director
DIN: 01680321

Sd/-
(Uma Shankar Paliwal)
Chairman CSR Committee
DIN: 06907963



R K MAHA Seth & CO.
Chartered Accountants
AG-175, Ground Floor,
Shalimar Bagh, Delhi-110088
Ph. : +91-9990896948/9350236500
Email Id: ca.ramkumar08@gmail.com

INDEPENDENT AUDITOR'S REPORT

To,
The Members,
UV ASSET RECONSTRUCTION COMPANY LIMITED,
NEW DELHI

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of **UV ASSET RECONSTRUCTION COMPANY LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss and the Statement of Cash Flows for the year then ended and notes to the financial statements, including summary of the significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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 standalone financial statements that give a true and fair view of the financial position, financial performance, change in equity and cash flows of the Company in accordance with the principles generally accepted in India including the accounting standards specified under section 133 of the Act.

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 judgments 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting 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 thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 standalone financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 March 31, 2019, its profit and its cash flows for the year ended on that date.

INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit 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 Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d) in our opinion, the aforesaid standalone financial statements comply with the 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.
- e) on the basis of the written representations received from the directors of the Company as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) with respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197 (16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act; and
- h) 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, as amended, in our opinion and to the best of our 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. The Company is not required to transfer any amount to the Investor Education and Protection Fund by the Company.

For R K Mahaseth & Co.
Chartered Accountants
FRN: 022140N

Sd/-
(Ram Kumar Mahaseth)
Proprietor
M.No.: 511641

Place: New Delhi
Date: June 14, 2019

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of UV Asset Reconstruction Company Limited of even date)

- i. In respect of the Company's fixed assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination, there is no immovable properties in the name of the Company as at the balance sheet date.
- ii. The Company is in the financial business and does not have any physical inventories. Accordingly, reporting under clause 3 (ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given to us, the Company has not granted unsecured loans to any bodies corporate, covered in the register maintained under section 189 of the Companies Act, 2013, therefore the para is not applicable
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:

The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund if any, Employees' State Insurance, Income Tax, Goods and Service Tax, and other material statutory dues applicable to it with the appropriate authorities. There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Goods and Service Tax and other material statutory dues in arrears as at March 31, 2019 for a period of more than six months from the date they became payable. There is no disputed tax liability as at March 31, 2019 related to the above taxes.

- viii. In our opinion and according to the explanations given to us, the company has not defaulted in the repayment of dues to Banks/ FI's. There were no overdue balance pending as on 31st March, 2019.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For R K Mahaseth & Co.
Chartered Accountants
FRN: 022140N

Sd/-
(Ram Kumar Mahaseth)
Proprietor
M.No.: 511641

Place: New Delhi
Date: June 14, 2019

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **UV Asset Reconstruction Company Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 LIMITED** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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, 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 judgement, 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.

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, to the best of our information and according to the explanations given to us, 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 March 31, 2019, 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 R K Mahaseth & Co.
Chartered Accountants
FRN: 022140N

Sd/-
(Ram Kumar Mahaseth)
Proprietor
M.No.: 511641

Place: New Delhi
Date: June 14, 2019

UV ASSET RECONSTRUCTION COMPANY LIMITED

BALANCE SHEET AS AT 31st MARCH, 2019

(Amount in Rs.)

	Note No.	As at 31st March, 2019	As at 31st March, 2018
I. EQUITY AND LIABILITIES			
1) Shareholder's Funds			
a) Share capital	1	38,18,75,000	38,18,75,000
b) Reserves and surplus	2	81,98,38,385	74,83,21,228
		1,20,17,13,385	1,13,01,96,228
2) Share application money pending allotment			
		-	-
3) Non Current Liabilities			
a) Long Term Borrowings	3	76,43,86,231	66,58,86,997
b) Deferred tax liability (Net)		-	-
c) Other Non-current liabilities	4	-	1,23,72,154
		76,43,86,231	67,82,59,151
4) Current Liabilities			
a) Short Term Borrowings	3	72,19,51,832	22,36,83,904
b) Other Current Liabilities	4	4,90,89,587	8,84,27,843
d) Short-term Provisions	5	5,94,88,477	3,71,91,395
		83,05,29,896	34,93,03,142
TOTAL		2,79,66,29,512	2,15,77,58,521
II. ASSETS			
1) Non-current assets			
a) Fixed Assets			
(i) Tangible Assets	6	85,03,301	35,13,874
(ii) Intangible Assets	6	58,688	52,098
		85,61,989	35,65,972
b) Non-Current Investment	7	93,23,72,207	1,00,11,11,218
c) Deferred Tax Assets (net)	8	32,43,597	53,56,954
d) Long-term loans and advances	9	67,72,04,637	74,98,15,090
e) Other non-current assets	10	12,64,781	8,88,300
		1,62,26,47,211	1,76,07,37,534
2) Current assets			
a) Current Investment	7	70,29,92,000	-
b) Cash and cash equivalents	11	25,14,15,055	3,69,31,839
c) Short-term loans and advances	9	17,42,30,273	33,10,60,571
d) Other current assets	12	4,53,44,973	2,90,28,577
		1,17,39,82,301	39,70,20,987
TOTAL		2,79,66,29,512	2,15,77,58,521

Significant accounting policies

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Notes to accounts

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For RK Mahaseth & Co.
CHARTERED ACCOUNTANTS
FRN: 022140N

For UV Asset Reconstruction Company Limited

Sd/-
Ram Kumar Mahaseth
Proprietor
M.N. 511641

Sd/-
P. P. Naolekar
Chairman

Sd/-
Shilpi Sharma
Whole Time Director

Sd/-
K. K. Gupta
Director

Sd/-
A. K. Chadha
CEO

Sd/-
N. K. Mittal
CFO

Sd/-
Gurpreet Kaur
Company Secretary

Place : New Delhi

Date : June 14, 2019



UV ASSET RECONSTRUCTION COMPANY LIMITED
STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31st MARCH, 2019

(Amount in Rs.)

	Note No.	For the year ended	
		31st March, 2019	31st March, 2018
I REVENUE			
Revenue from Operations	13	36,00,83,786	16,19,96,280
Other income	14	12,08,380	14,36,819
Total Revenue		36,12,92,166	16,34,33,099
II EXPENSES			
Employee benefits expenses	15	2,96,41,054	1,40,04,211
Operative Expenses	16	4,74,85,167	1,64,03,546
Administrative and other expenses	17 & 18	2,06,91,697	1,28,22,273
Finance Cost	19	12,91,43,729	6,24,85,549
Depreciation /amortisation	6	11,27,428	7,69,447
Total Expenses		22,80,89,075	10,64,85,026
III Profit/(loss) before exceptional and extraordinary items and tax		13,32,03,091	5,69,48,072
IV Prior period adjustments (Net)		-	-
V Profit/(Loss) before tax		13,32,03,091	5,69,48,072
VI Provision for taxes			
a) Current taxes		3,64,69,964	1,41,72,882
b) Deferred taxes		21,13,357	32,08,186
VII Profit/(loss) after tax/Profit for the year		9,46,19,770	3,95,67,004
VIII Earnings per share - Basic & Diluted		2.48	1.04
Significant accounting policies	20		
Notes to the accounts	21		

For RK Mahaseth & Co.
 CHARTERED ACCOUNTANTS
 FRN: 022140N

Sd/-
 Ram Kumar Mahaseth
 Proprietor
 M.N. 511641

Place : New Delhi
 Date : June 14, 2019

For UV Asset Reconstruction Company Limited

Sd/-
 P. P. Naolekar
 Chairman

Sd/-
 A. K. Chadha
 CEO

Sd/-
 Shilpi Sharma
 Whole Time Director

Sd/-
 N. K. Mittal
 CFO

Sd/-
 K. K. Gupta
 Director

Sd/-
 Gurpreet Kaur
 Company Secretary



UV ASSET RECONSTRUCTION COMPANY LIMITED
Cash Flow Statement for the year ended 31st March, 2019

(Amount in Rs.)

	For the year ended	
	31st March, 2019	31st March, 2018
Cash Flow From Operating Activities		
Net Profit/(loss) before tax	13,32,03,091	5,69,48,072
Adjustment for :-		
Depreciation and Amortization	11,27,428	7,69,447
Loss on Sale of Fixed Assets	27,709	-
Loss on Redemption of SRs	2,62,89,549	-
Provision for Diminishing in Value of Investment	1,13,72,011	-
Operating profit/(loss) before working capital changes and Provision for Diminishing in Value of Investment	17,20,19,788	5,77,17,519
Adjustment for changes in working capital:		
Increase/(Decrease) in Short-term Borrowings	49,82,67,928	8,45,50,043
Increase/(Decrease) in Short-term Provisions	2,22,97,084	2,47,04,631
Increase/(Decrease) in other Current Liabilities	(3,93,38,256)	(2,71,10,073)
Increase/(Decrease) in other non - current Liabilities	(1,23,72,154)	(4,70,73,295)
(Increase)/Decrease in Trade receivable	-	1,27,335
(Increase)/Decrease in Short-term Loans & Advances (Financial Assets)	15,68,30,298	(8,28,33,377)
(Increase)/Decrease in other Current Assets	(1,63,16,396)	6,62,001
	78,13,88,292	1,07,44,783
(Increase)/Decrease in long term Loans & Advances (Financial Assets)	7,26,10,453	(7,68,74,245)
Net cash flow from/(Used in) Operating Activities	85,39,98,745	(6,61,29,462)
Income tax paid	(3,64,69,964)	(1,41,72,882)
Provision for Dividend & Dividend Tax	(2,30,18,513)	(2,30,18,513)
Adjustment on account of P.Y. Income tax refund due to non deposit of TDS	(84,100)	(1,66,423)
Net cash flow from/(Used in) operating activities (A)	79,44,26,168	(10,34,87,280)
Cash Flow from Investing Activities		
Purchase of Fixed Assets	(65,51,156)	(7,12,382)
Sale of Fixed Assets	4,00,000	-
Investment in UVARCL Trusts	(87,68,00,000)	(11,43,96,000)
Redemption of Security Receipts of UVARCL Trust	20,48,85,451	1,87,64,782
Other non-current Assets	(3,76,481)	85,000
Net cash flow from/(Used in) Investing activities (B)	(67,84,42,186)	(9,62,58,600)
Cash Flow from Financing activities		
Proceeds from issue of Equity Share Capital	-	-
Proceeds from Security Premium on Equity Share Capital	-	-
Proceeds from Long term borrowings	9,84,99,234	15,44,40,392
Net cash flow from/(Used in) Financing activities (C)	9,84,99,234	15,44,40,392
Net Increase/(Decrease) in Cash & Cash Equivalents during the year (A+B+C)	21,44,83,216	(4,53,05,490)
Cash & Cash Equivalent at the beginning of the year	3,69,31,839	8,22,37,329
Cash & Cash Equivalent at the end of the year	25,14,15,055	3,69,31,839
Net Increase/(Decrease) in Cash & Cash Equivalents	21,44,83,216	(4,53,05,490)

For RK Mahaseth & Co.
CHARTERED ACCOUNTANTS
FRN: 022140N
Sd/-
Ram Kumar Mahaseth
Proprietor
M.N. 511641
Place : New Delhi
Date : June 14, 2019

For UV Asset Reconstruction Company Limited

Sd/-
P. P. Naolekar
Chairman

Sd/-
Shilpi Sharma
Whole Time Director

Sd/-
K. K. Gupta
Director

Sd/-
A. K. Chadha
CEO

Sd/-
N. K. Mittal
CFO

Sd/-
Gurpreet Kaur
Company Secretary



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

(Amount in Rs.)

Note No. '1'

SHARE CAPITAL

	As at 31st March, 2019		As at 31st March, 2018	
	Number	Rupees	Number	Rupees
(a) Authorised				
Equity shares of Rs. 10 each	5,00,00,000	50,00,00,000	5,00,00,000	50,00,00,000
(b) Issued, Subscribed and Fully Paid up				
(3,81,87,500 Equity shares of Rs. 10 each)	3,81,87,500	38,18,75,000	3,81,87,500	38,18,75,000
TOTAL	3,81,87,500	38,18,75,000	3,81,87,500	38,18,75,000

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

(Amount in Rs.)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Number	Rupees	Number	Rupees
Equity Shares with voting rights				
Shares outstanding at the beginning of the year	3,81,87,500	38,18,75,000	3,81,87,500	38,18,75,000
Shares issued during the year	-	-	-	-
Shares outstanding at the end of the year	3,81,87,500	38,18,75,000	3,81,87,500	38,18,75,000

(ii) Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10/-, each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2019, the amount of per share dividend recognised as distribution to equity share holders is Rs. 0.50 Per Share on weighted Average basis. (31st March 2018 - Rs. 1,90,93,750/-)

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

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	No. of Shares held	% Holding	No. of Shares held	% Holding
Ms. Shilpi Sharma	1,35,45,750	35.47	1,35,45,750	35.47
Central Bank of India	20,00,000	5.24	20,00,000	5.24
White Lotus Investments Pvt. Ltd.	32,50,000	8.51	32,50,000	8.51
Sanmati Trading and Investment Ltd.	35,00,000	9.17	35,00,000	9.17
Anubhav Buildtech Ltd.	35,00,000	9.17	35,00,000	9.17
Anubhav Securities Pvt. Ltd.	35,00,000	9.17	35,00,000	9.17
Kurral Infrastructure Pvt. Ltd.	27,50,000	7.20	27,50,000	7.20
	3,20,45,750	83.92	3,20,45,750	83.92

Note No.'2'
RESERVES AND SURPLUS

	(Amount in Rs.)	
	As at 31st March, 2019	As at 31st March, 2018
General Reserve Account		
Opening Balance	2,06,21,646	1,46,86,595
Addition during the year	<u>1,41,92,965</u>	<u>59,35,051</u>
	3,48,14,611	2,06,21,646
Share Premium Account		
Opening Balance	68,06,25,000	68,06,25,000
Addition during the year	<u>-</u>	<u>-</u>
	68,06,25,000	68,06,25,000
Profit and Loss Account		
Opening Balance	4,70,74,582	3,66,27,565
Add: Profit/(loss) for the year	9,46,19,770	3,95,67,004
Less : Appropriations		
Adjustment on account of Earlier Year income Tax	84,100	1,66,423
Transfer to General reserve	1,41,92,965	59,35,051
Proposed Dividend	1,90,93,750	1,90,93,750
Dividend Distribution Tax	39,24,763	39,24,763
Total Appropriations	<u>3,72,95,578</u>	<u>2,91,19,987</u>
	<u>10,43,98,774</u>	<u>4,70,74,582</u>
Total	<u>81,98,38,385</u>	<u>74,83,21,228</u>

Note No. '3'
LONG TERM & SHORT TERM LIABILITIES

(Amount in Rs.)

	Non Current Liabilities		Current Liabilities	
	As at	As at	As at	As at
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Secured Loans:				
- Overdraft facility				
- from PNB	30,12,45,554	19,60,97,269	25,18,49,877	8,65,81,445
- from CBI	15,17,69,618	16,10,71,591	10,01,33,881	7,11,16,804
- from UBI	15,13,71,059	14,86,20,986	9,98,70,922	6,56,19,576
- Car Loan from HDFC Bank	-	97,152	97,152	3,66,079
Unsecured Loans:				
Inter Corporate Deposit	16,00,00,000	16,00,00,000	27,00,00,000	-
TOTAL	<u>76,43,86,231</u>	<u>66,58,86,997</u>	<u>72,19,51,832</u>	<u>22,36,83,904</u>

Notes:-

(i) Overdraft facility from Banks is against Hyp. Of Book Debts and Financial Assets acquired from Banks/ Financial Institutions/NBFCs in the ordinary course of business.

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



Note No.'4'
OTHER LIABILITIES

(Amount in Rs.)

	Non Current Liabilities		Current Liabilities	
	As at		As at	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
(a) Advance / Margin money received from Clients	-	-	-	3,99,28,040
(b) EMD by Successful Bider	-	-	-	4,22,55,000
(c) Others				
- Statutory dues payables	-	-	1,31,86,789	36,69,861
- Expenses Payable	-	-	6,95,248	5,86,611
- Amount Received for expenses	-	-	43,47,028	1,90,439
- Other Amount Payables	-	1,23,72,154	3,08,60,522	17,97,891
TOTAL	-	1,23,72,154	4,90,89,587	8,84,27,843

Note No.'5'
SHORT TERM PROVISIONS

	As at	As at
	31st March, 2019	31st March, 2018
(a) Others		
- Income taxes	3,64,69,964	1,41,72,882
- Proposed Dividend	1,90,93,750	1,90,93,750
- Provision for Dividend Distribution Tax	39,24,763	39,24,763
TOTAL	5,94,88,477	3,71,91,395

Note No. '7'
NON-CURRENT INVESTMENTS

	Non Current Investment		Current Investment	
	As at		As at	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
<u>Investment in special purpose vehicles</u> <u>(Valued at cost unless stated otherwise)</u> <u>Unquoted security receipts</u>				
(a) Investment in UVARCL-I TRUST-37,500 (31st March, 2018- 37,500) SRs of Rs. 485.2058 each	1,81,95,218	1,81,95,218	-	-
(b) Investment in UVARCL-III TRUST-6,75,000 (31st March 2018 - 6,75,000) SRs of Rs. 1000/- each	-	67,50,00,000	67,50,00,000	-
(c) Investment in UVARCL-II TRUST-31,250 (31st March 2018- 31,250) SRs of Rs. 1000/- each	3,12,50,000	3,12,50,000	-	-
(d) Investment in UVARCL-IV TRUST-12,600 (31st March 2018- 12,600) SRs of Rs. 1000/- each	1,26,00,000	1,26,00,000	-	-
(e) Investment in UVARCL-V TRUST-16,740 (31st March 2018- 16,740) SRs of Rs. 1000/- each	1,67,40,000	1,67,40,000	-	-

(f) Investment in UVARCL-VI TRUST- 52,590 (31st March 2018- 52,590) SRs of Rs. 1000/- each	5,25,90,000	5,25,90,000	-	-
(g) Investment in UVARCL-VII TRUST- 60,090 (31st March 2018- 60,090) SRs of Rs. 1000/- each	6,00,90,000	6,00,90,000	-	-
(h) Investment in UVARCL-VIII TRUST- 20,250 (31st March 2018 - 20,250) SRs of Rs. 1000/- each	2,02,50,000	2,02,50,000	-	-
(i) Investment in UVARCL-IX TRUST- 29,925 (31st March 2018- 32,100) SRs of Rs. 1000/- each	2,99,25,000	3,21,00,000	-	-
(j) Investment in UVARCL-X TRUST- 24,000 (31st March 2018- 24,000) SRs of Rs. 1000/- each	2,40,00,000	2,40,00,000	-	-
(k) Investment in UVARCL-XI TRUST- NIL (31st March 2018 - 1,500 SRs of Rs. 1000/- each)	-	15,00,000	-	-
(l) Investment in UVARCL-XII TRUST- 56,796 (31st March 2018- 56,796) SRs of Rs. 1000/- each	5,67,96,000	5,67,96,000	-	-
(m) Investment in UVARCL-XIII TRUST- 3,60,000 (31st March, 2018-NIL) SRs of Rs. 1000/- each	36,00,00,000	-	-	-
(n) Investment in UVARCL-XIV TRUST- 1,29,300 (31st March, 2018- NIL) SRs of Rs. 1000/- each	10,13,08,000	-	2,79,92,000	-
(o) Investment in UVARCL- XV TRUST 1,60,000 (31st March, 2018- NIL) SRs of Rs. 1000/- each	16,00,00,000	-	-	-
	94,37,44,218	1,00,11,11,218	70,29,92,000	-
Less: Provision for Diminishing in Value of Investment in UVARCL-I Trust	1,13,72,011	-	-	-
TOTAL	93,23,72,207	1,00,11,11,218	70,29,92,000	-

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:

	(Amount in Rs.)	
	As at 31st March, 2019	As at 31st March, 2018
Opening Balance		
(a) Deferred Tax Assets		
(i) Provisions for NPAs	-	54,21,230
(ii) Provisions for Diminishing in Value of Investments	33,11,530	-
(b) Deferred Tax Liabilities		
(i) Depreciation	(67,933)	(64,276)
Deferred Tax Assets (net)	32,43,597	53,56,954

Note No.'9'

Loans & Advances

	(Amount in Rs.)			
	Non Current Assets		Current Assets	
	As at		As at	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Secured, Considered good Financial Asset	61,72,04,637	74,98,15,090	17,42,30,273	30,19,76,580
Total	61,72,04,637	74,98,15,090	17,42,30,273	30,19,76,580
Secured, Considered NPA	-	-	-	4,87,59,990
	61,72,04,637	74,98,15,090	17,42,30,273	35,07,36,570
Less: Provision for NPAs	-	-	-	1,96,75,999
	61,72,04,637	74,98,15,090	17,42,30,273	33,10,60,571
Add: Advances to Bank for acquisition of NPA Account	6,00,00,000	-	-	-
Total	67,72,04,637	74,98,15,090	17,42,30,273	33,10,60,571

Note No.'10'

Other Non Current Assets

	(Amount in Rs.)	
	As at 31st March, 2019	As at 31st March, 2018
(a) Unsecured, considered good Security Deposits	12,64,781	8,88,300
TOTAL	12,64,781	8,88,300

Note No.'11'
CASH AND CASH EQUIVALENTS
(Amount in Rs.)

	<u>As at 31st March, 2019</u>	<u>As at 31st March, 2018</u>
(a) Cash and cash equivalents		
(i) Balances with banks		
In current accounts	22,44,37,012	1,88,88,739
In Fixed deposit accounts	<u>2,67,28,518</u>	<u>1,79,58,478</u>
	25,11,65,530	3,68,47,217
(ii) Cash in hand	<u>2,49,525</u>	<u>84,622</u>
TOTAL	<u>25,14,15,055</u>	<u>3,69,31,839</u>

Fixed deposit of Rs. 125.00 Lacs is under lien of Central Bank of India, Parliament Street, New Delhi against OD facility availed from them.

Note No. '12'
OTHER CURRENT ASSETS

	<u>As at 31st March, 2019</u>	<u>As at 31st March, 2018</u>
Tax deducted at sources	2,72,69,106	1,10,27,051
Income tax refund recoverable	10,47,429	10,47,260
Amount receivable from Trust	5,46,665	1,55,99,652
Prepaid Expenses	9,59,773	13,33,614
Advance to Employees	47,000	21,000
Advance Income Tax	75,00,000	-
Amount Recoverable	79,75,000	-
TOTAL	<u>4,53,44,973</u>	<u>2,90,28,577</u>

Note No. '13'
REVENUE FROM OPERATIONS

	<u>For the Year ended on 31st March, 2019</u>	<u>For the Year ended on 31st March, 2018</u>
(a) Interest income on restructuring	6,95,35,120	7,62,85,147
(b) Non- interest income	18,06,27,860	8,57,11,133
(c) Profit on Resolution of Financial Assets	10,99,20,806	-
TOTAL	<u>36,00,83,786</u>	<u>16,19,96,280</u>

Note No. '14'
OTHER INCOME

	<u>For the Year ended on 31st March, 2019</u>	<u>For the Year ended on 31st March, 2018</u>
(a) Interest on :		
- Deposits with Banks	11,79,575	12,14,758
(b) Miscellaneous Income	28,805	2,22,061
TOTAL	<u>12,08,380</u>	<u>14,36,819</u>

Note No.'15'

(Amount in Rs.)

EMPLOYEE BENEFIT EXPENSES

	For the Year ended on 31st March, 2019	For the Year ended on 31st March, 2018
(a) Salaries, Wages and Allowances	2,71,84,409	1,26,12,956
(b) Staff Welfare Expenses	17,92,694	10,18,743
(c) Contribution to gratuity fund	5,59,989	3,16,337
(d) ESI Contribution	1,03,962	56,175
TOTAL	2,96,41,054	1,40,04,211

Note No.'16'
OPERATIVE EXPENSES

	For the Year ended on 31st March, 2019	For the Year ended on 31st March, 2018
Valuation, Due Diligence & Legal Expenses	4,84,331	1,64,890
Assignment Deed Registration Charges	2,30,600	66,60,756
Travelling Expenses	7,58,351	10,22,504
Legal & Professional Expenses-Direct	1,36,34,628	30,10,196
Loss on Redemption of SRs	2,62,89,549	-
Insurance Expenses - Direct	3,35,657	6,37,900
Security Guard Expenses	15,75,763	39,10,453
Publication Charges	4,78,662	4,33,604
Other Direct Expense	36,97,626	5,63,243
TOTAL	4,74,85,167	1,64,03,546

Note No.'17'
ADMINISTRATIVE AND OTHER EXPENSES

	For the Year ended on 31st March, 2019	For the Year ended on 31st March, 2018
Auditor's fees		
- Statutory Audit	1,10,000	1,24,920
- Internal Audit	1,15,000	1,30,596
- Secretarial Audit	45,000	45,000
Bank Charges	70,148	8,843
Books & periodicals & Newspaper	79,683	44,027
Bad Debt Written Off (Receivable)	-	1,47,844
Business Promotion Expenses	20,52,961	15,18,498
Consultancy Expenses	43,16,900	37,43,318
CSR Expenditure	6,78,420	-
Directors sitting Fees	8,18,448	7,89,344
Donation to Charitable Trust	-	5,00,000
Electricity Expenses	6,08,237	3,94,734
Finance Charges		
- Car Loan	28,793	62,343
Insurance expenses	59,706	53,757
Provision for Interest Payable on Advances	9,44,975	8,91,815
Legal & Professional Expenses	63,10,457	13,06,042
Loss on Sale of Fixed Assets	27,709	-
Membership & Subscription	105,508	30,750
Repair & Maintenance	6,81,329	3,35,624
Postages, Courier & Stamps	1,02,721	1,01,677

(Amount in Rs.)

Note No. 17 continued

Printing & Stationery	2,91,446	2,91,395
Rates & Taxes	2,74,689	10,99,152
Rent	51,00,798	31,02,870
Telephone & Communication Expenses	5,02,603	3,35,878
Travelling And Conveyance Expenses	44,66,080	31,34,425
Vehicle Running And Maintenance Expenses	6,90,759	5,67,389
Miscellaneous expenses	5,13,315	4,37,946
TOTAL	2,89,95,685	1,91,98,186

**Note No. '18'
Provision for NPA and
Diminishing in Value
of Investment**

	For the Year ended on		For the Year ended on	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Secured, Considered NPA				
M/s Lilliput Kidswear Ltd.	1,81,95,218	1,13,72,011	-	-
M/s Jai Mata Agro Industries	3,70,00,000	(1,85,00,000)	-	-
M/s Sheena Exports	-	-	6,39,65,069	(63,96,507)
M/s A. D. Textiles	-	-	1,15,54,047	(11,55,405)
M/s. Jagajanani Textiles Ltd.	1,17,59,990	(11,75,999)	1,17,59,990	11,75,999
TOTAL	(83,03,988)	(63,75,913)		

The provision for NPA is as per RBI Circular DNBR.(PD).CC.No. 03./SCRC/26.03.001/2015-2016 dated July 01,2015

**Note No. '19'
FINANCE COSTS**

	For the year ended on 31st March, 2019	For the year ended on 31st March, 2018
(a) Interest expenses on bank borrowings	8,26,58,153	3,95,56,079
(b) Interest expenses on ICDs	4,08,27,397	1,76,00,000
(c) Processing Fee and Other charges on OD facility	56,58,179	53,29,470
TOTAL	12,91,43,729	6,24,85,549

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

Note No. '6'

FIXED ASSETS

Movable Assets

DESCRIPTION	GROSS BLOCK		(AT COST)		DEPRECIATION		NET BLOCK		
	As at 01.04.2018	Additions/ Adjustments during the year	Sales/ Adjustments during the year	As at 31.03.2019	Upto 01.04.2018	Additions during the year	Adjustments during the year	As at 31.03.2019	As at 31.03.2018
<u>Tangible Assets (A)</u>									
Office Equipment	9,50,683	10,18,848	-	19,69,531	4,46,879	2,50,247	-	12,72,405	5,03,804
Data Processing Equipment	7,34,532	3,95,470	-	11,30,002	4,87,208	1,71,245	-	4,71,549	2,47,324
Vehicles	30,06,304	28,03,517	14,35,226	43,74,595	12,73,883	3,87,452	10,07,517	37,20,777	17,32,421
Furniture & Fixture	15,28,010	22,28,864	-	37,56,874	4,97,685	2,20,618	-	30,38,570	10,30,325
TOTAL (A)	62,19,529	64,46,699	14,35,226	1,12,31,002	27,05,655	10,29,562	10,07,517	85,03,301	35,13,874
<u>Intangible Assets (B)</u>									
Software	2,75,828	1,04,457	-	3,80,285	2,23,731	97,866	-	58,688	52,098
Total (B)	2,75,828	1,04,457	-	3,80,285	2,23,731	97,866	-	58,688	52,098
TOTAL (A+B)	64,95,357	65,51,156	14,35,226	1,16,11,287	29,29,386	11,27,428	10,07,517	85,61,989	35,65,972
Previous Year	57,82,975	7,12,382	-	64,95,357	21,59,939	7,69,447	-	35,65,973	36,23,036

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 and Reconstruction under the provisions of Securitisation and Reconstruction of Financial Assets and Enforcement of Security Interest Act, 2002 (SARFAESI Act) from 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 rupee. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year, unless disclosed in the Notes to Accounts.

(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 amortization and impairment losses, if any.

Intangible assets are amortised on "Straight Line Method" over their estimated useful lives.

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



UV Asset Reconstruction Company Limited

(iii) Revenue recognition

Revenue of the Company is derived by way of interest charged to the borrowers, consultancy fee, processing fees, Management Fees, Recovery Incentive, Profit on sale of Assets and interest income on Bank deposits etc. As a prudent measure and considering the inbuilt uncertainty in company's line of business, the income (other than interest on Bank deposits and Dividend income) is recognized earned and realized on actual realization basis.

Interest Income on Bank deposits is recognized on accrual basis. All other income is recognized on actual realization.

Dividend income is recognized when the right to receive dividend is established.

In case of any inconsistency with the AS guidelines and directions given by RBI, the RBI instructions will be followed.

In Case of Financial Assets acquired in Trust on 100% SR Basis, Income attributable to trust will be transferred to Company (SR Holder).

(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

Operating Lease

Lease payments shall be recognized as an expense on straight line basis or other systematic basis.

(vii) Employee Benefits

Company's contribution to P.F/Pension Plan etc. and ESI are as per prevailing law in this regard.

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) **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 31st March 2019	For the year ended 31st March 2018
Net Profit after Tax (Rs.)	9,46,19,770	3,95,67,004
Weighted average number of equity shares outstanding during the year	3,81,87,500	3,81,87,500
Nominal value of the share (Rs)	10	10
Basic earnings per share (Rs.)	2.48	1.04

(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 and further renewed for 3 years i.e. April, 2018 to March, 2021; Corporate Office for 3 years w.e.f. September, 2017 to August, 2020 and Mumbai Office of the Company w.e.f. August, 2017 to April, 2020.

Lease payments charged during the year to the Profit and Loss Account amounting to Rs.51,00,794/- (previous year Rs. 31,02,870/-).

(III) **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	Ms. Shilpi Sharma, Whole Time Director & Executive Vice Chairperson Mr. A.K. Chadha, CEO Mr. N.K. Mittal, CFO Ms. Gurpreet Kaur, Vice President & Company Secretary
Related Parties	Mr. P.J. Vincent Ms. Shilpi Sharma, Whole Time Director & Executive Vice Chairperson Mr. Pramod Sharma, Corporate Advisor

Transactions with Key Managerial Personnel:

(Amount in Rs.)

Type of Transaction	2018-19				2017-18			
	Key Managerial personnel				Key Managerial personnel			
	Ms. Shilpi Sharma	Mr. A.K. Chadha	Mr. N.K. Mittal	Ms. Gurpreet Kaur	Ms. Shilpi Sharma	Mr. A.K. Chadha	Mr. N.K. Mittal	Ms. Gurpreet Kaur
Managerial Remuneration	84,00,000	28,40,000	18,46,000	17,04,000	23,16,667	24,00,000	15,60,000	14,40,000

Transactions with Related Parties:

(Amount in Rs.)

Type of Transaction	2018-19			2017-18		
	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	55,000	-	-	1,40,000	70,000	-
Consultancy Fees /Professional Retainership Charges	-	-	39,00,000	-	-	36,00,000
Rent Paid	-	7,44,000	-	-	7,17,120	-

- (IV) There is no disclosure as required by sub-section 4 of section 186 of the Companies Act, 2013 during Financial Year 2018-19.
- (V) These financial statements have been prepared in the format prescribed by the Schedule III to the Companies Act, 2013. Previous period figures have been recasted restated to confirm the classification of the current period.
- (VI) The Security Receipts issued by the Trusts which are managed by the Company as managing trustee are being rated by Credit Rating Agencies in accordance with the guidelines issued by Reserve bank of India for credit rating of SRs' of Trusts.
- (VII) (a) Expenditure in Foreign Currency - UAE Dirhams 15,000.00
 (b) Earning in Foreign Currency NIL
- (VIII) Contingent Liability as on March 31, 2019.

-----NIL-----

(IX) Expenditure towards Corporate Social Responsibility as per Section 135 of the Companies Act, 2013 (read with schedule VII thereof)

- (a) Gross Amount required to be spent by the Company during the year- Rs. 6,78,420/- (Previous Year – NIL)
- (b) Amount spent and paid during the year by way of donations to charitable trusts- Rs.6,78,420/- (Previous Year -NIL)

(X) **Additional disclosure**

In compliance of RBI guidelines following additional disclosures are made:

- (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/ Fls Head Offices	Acquisition Price as on 31 st March, 2018	Acquisition during the year	Acquisition Price as on 31 st March, 2019
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	30,89,64,000	Nil	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
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	60,26,30,747	Nil	60,26,30,747
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	14,68,00,000	26,14,13,021
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-400021	3,89,00,000	Nil	3,89,00,000
Axis Bank	Axis Bank Limited, 'TRISHUL' 3 rd floor, Opp. Samartheshwar Temple, Nr. Law Garden, Ellisbridge, Ahmadabad- 380006	20,50,00,000	Nil	20,50,00,000
Allahabad Bank	N.S. Road, Kolkata-700001	31,14,00,000	Nil	31,14,00,000
State Bank of Patiala	Commercial Branch, Atlanta, 1st 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	19,50,00,000	Nil	19,50,00,000
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 Finance Limited 'Vishwakarma' 86C, Topsia Road (South) Kolkata-700046	4,51,00,00,000	3,80,00,00,000	8,31,00,00,000
Andhra Bank	Head office, Dr. Pattabhi Bhawan, S-9-11, Saifabad, Hyderabad-500004.	26,00,00,000	Nil	26,00,00,000
United Bank of India	Head office, 11 Hemanta Basu Salani, Kolkata-700001.	1,23,68,00,000	Nil	1,23,68,00,000
TFCI	Tower I, 4 th Floor, NBCC Plaza, Pushp Vihar, Sector-5, Saket, New Delhi-110017.	10,23,14,477	Nil	10,23,14,477
RBL	1st Lane, Shahpuri, Kohlapur-416001, Maharashtra	37,86,40,000	Nil	37,86,40,000
Central Bank of India *	Chandermukhi, Nariman Point, Mumbai – 400021	Nil	16,00,00,000	16,00,00,000
Non Sponsors Total		8,62,32,84,158	4,10,68,00,000	12,73,00,84,158
Grand Total		8,68,02,84,158	4,10,68,00,000	12,78,70,84,158

Note: - * Central Bank of India was sponsor at the time of acquisition but now not a sponsor.

Note: Company additionally lent Rs. 52,03,612/- to borrowers as reconstruction loan in financial year 2012-13 (which got realized), Rs. 4,75,00,000/- in financial year 2017-18 and Rs. 4,00,00,000/- in financial year 2018-19. Thus, the amount of asset acquired and additional exposure till March 31, 2019 is Rs. 12,87,97,87,770/-.

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

Industry	Acquisition Price as on 31 st March, 2018		Acquisition during the year		Acquisition Price as on 31 st March, 2019	
	Amount	% to total	Amount	% to total	Amount	% to total
Textile	42,41,29,000	4.89%	-	-	42,41,29,000	3.32%
Auto & Anciliary	17,73,16,330	2.04%	-	-	17,73,16,330	1.39%
Consumer Products	38,99,72,143	4.49%	-	-	38,99,72,143	3.05%
+ Engineering	1,46,63,021	0.17%	-	-	1,46,63,021	0.11%
Animal Husbandry	8,80,00,000	1.01%	-	-	8,80,00,000	0.69%
Food Processing	81,92,40,000	9.44%	-	-	81,92,40,000	6.41%
Oil Extraction	23,65,00,000	2.72%	-	-	23,65,00,000	1.86%
Readymade Garments	26,00,00,000	3.00%	-	-	26,00,00,000	2.03%
Steels	48,02,00,000	5.53%	2,40,00,00,000	58.44%	2,88,02,00,000	22.52%
Infrastructure	4,66,00,00,000	53.68%	-	-	4,66,00,00,000	36.44%
Power	20,90,00,000	2.41%	-	-	20,90,00,000	1.63%
Education	5,52,00,000	0.64%	-	-	5,52,00,000	0.43%
Hospitality	27,40,63,664	3.16%	-	-	27,40,63,664	2.14%
Cold Storage	35,06,00,000	4.04%	-	-	35,06,00,000	2.74%
Industrial Products	13,50,00,000	1.56%	-	-	13,50,00,000	1.06%
Chemicals	4,50,00,000	0.52%	14,68,00,000	3.57%	19,18,00,000	1.50%
Media	1,00,00,000	0.12%	1,40,00,00,000	34.09%	1,41,00,00,000	11.03%
Cement	-	-	16,00,00,000	3.90%	16,00,00,000	1.25%
Others	5,14,00,000	0.59%	-	-	5,14,00,000	0.40%
Total	8,68,02,84,158	100.00%	4,10,68,00,000	100.00%	12,78,70,84,158	100.00%

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

Particulars	2018-2019	2017-2018
Opening Balance	Rs. 4,87,59,990/-	Rs. 11,25,19,116/-
Add: migration of Financial assets from Standard to Non-Performing Assets during the year	Nil	Rs.1,17,59,990/-
Less: Non Performing Assets resolved during the year	Rs. 4,87,59,990/-	Rs. 7,55,19,116/-
Closing Balance	Nil	Rs. 4,87,59,990/-

- (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 (CRAR) as on 31.03.2019 is 57.33%
- (vii) The Value of SRs declined by 62.50% in UVARCL-I Trust (M/s Lilliput Kidswear Ltd. Account) and Provision for Diminishing in Value of Investment of Rs. 1,13,72,011/- has been made.
- (viii) 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	4,10,68,00,000
Value of financial assets realized during the financial year	1,78,58,18,544
Value of financial assets outstanding for realization as at the end of the financial year	10,04,69,76,363
Value of Security Receipts redeemed partially during the financial year	1,26,67,36,342
Value of Security Receipts redeemed fully during the financial year	Nil
Value of Security Receipts pending for redemption as at the end of the financial year	925,55,41,453
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 Asset Reconstruction company under Paragraph 7(6)(ii) or 7(6)(iii)	17,52,63,658
Value of land and/or building acquired in ordinary course of business of reconstruction of assets	Nil

**For RK Mahaseth & Co.
CHARTERED ACCOUNTANTS
FRN: 022140N**

**Sd/-
Ram Kumar Mahaseth
Proprietor
M.N. 511641**

**Place : New Delhi
Date : June 14, 2019**

For UV Asset Reconstruction Company Limited

**Sd/-
P. P. Naolekar
Chairman**

**Sd/-
A. K. Chadha
CEO**

**Sd/-
Shilpi Sharma
Whole Time Director**

**Sd/-
N. K. Mittal
CFO**

**Sd/-
K. K. Gupta
Director**

**Sd/-
Gurpreet Kaur
Company Secretary**



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

- Name: Email:.....
Address:.....
.....Signature..... Or failing him/her
- Name: Email:.....
Address:.....
.....Signature..... Or failing him/her
- 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 12th Annual General Meeting of the Company, to be held on **Friday, September 27, 2019 at 11:00 a.m. at UV Asset Reconstruction Company Limited: Corporate Office: 1304/ 1304A, Chiranjeev Tower, 43, Nehru Place, New Delhi-110019** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:	Resolutions	Optional*	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2019, together with the Reports of the Auditor's and Board of Directors' thereon.		
2.	To consider and declare pro-rata dividend of Rs.0.50 per equity share, for the year ended 31 st March, 2019.		
3.	To appoint a Director in place of Ms. Shilpi Sharma (DIN No.01680321) who retires by rotation and being eligible offers herself for re-appointment		
4.	To Appointment of Mr. Dhan Raj as an Independent Director of the Company.		

Affix Revenue Stamp Re.1

Signed this..... day of2019

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.



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"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

ATTENDANCE SLIP

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

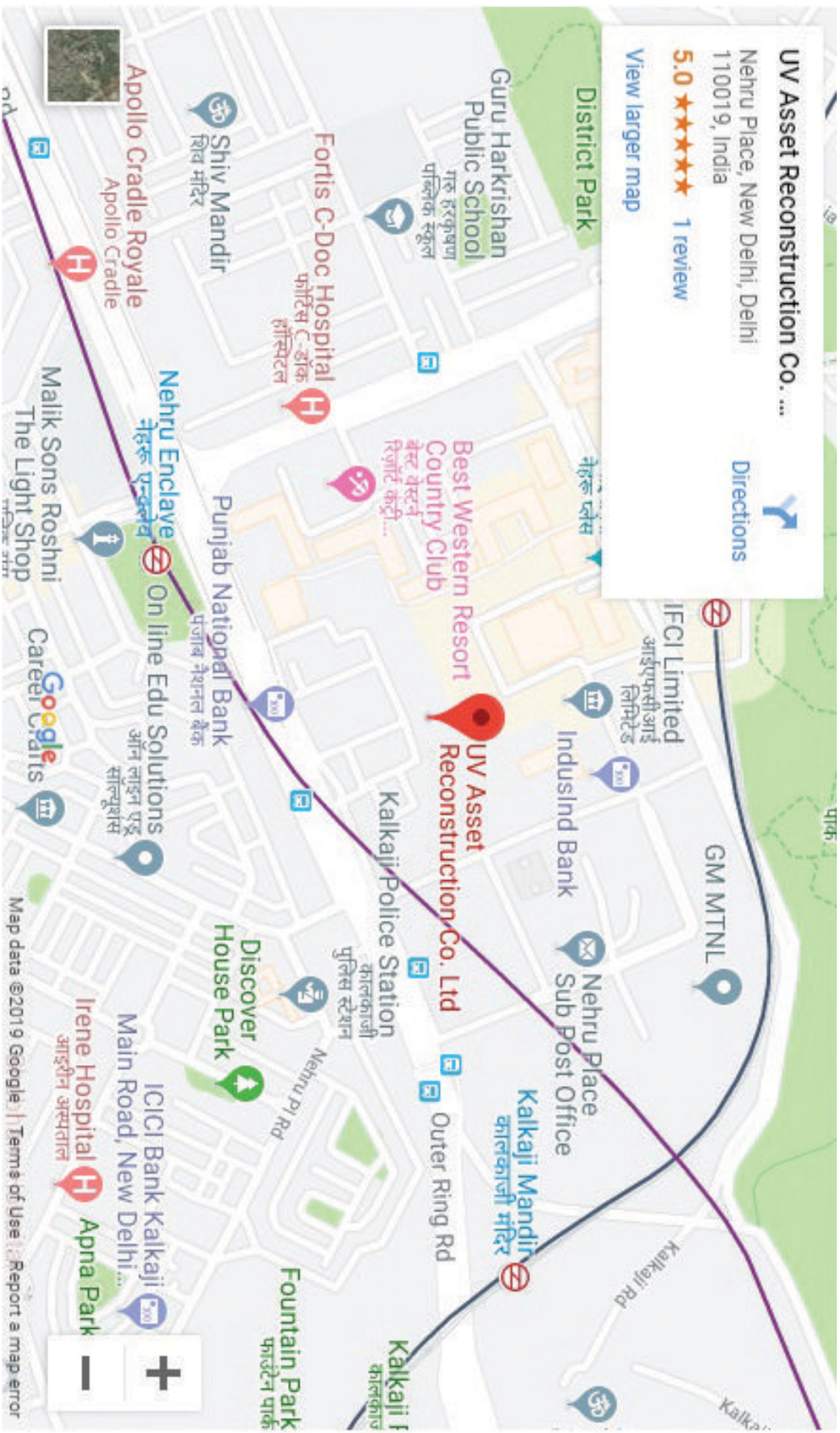
1. Name of the attending member
(In Block Letters)
2. Folio No.
3. Name of Proxy (In Block Letters)
(To be filled if the Proxy attends instead of the members)

No. of Share Held: -

I hereby record my presence at the 12th Annual General Meeting of the Company being held on Friday, September 27, 2019 at 11:00 a.m. at UV Asset Reconstruction Company Limited: Corporate Office: 1304/ 1304A/1305, Chiranjeev Tower, 43, Nehru Place, New Delhi 110019.

.....
Member's or Proxy's Signature

ROUTE MAP





Registered Office

704, Deepali Building, 92,
Nehru Place, New Delhi-110019
Tel : +91-11-26482050

Corporate Office

1303-1305, 13th Floor,
Chiranjiv Tower-43,
Nehru Place, New Delhi-110019
Tel : +91-11-41055576, 41038818
Fax : +91-11-40501824
e-mail : uvarcl@gmail.com

Mumbai Office

B Wing, 1013, Kanakia Wall Street,
Chakala, Andheri Kurla Road,
Andheri (E), Mumbai-400093
Tel : +91-22-62396078



UV ASSET RECONSTRUCTION COMPANY LIMITED

CIN : U74900DL2007PLC167329

www.uvarcl.com