



# 32<sup>nd</sup>

ANNUAL REPORT  
2014-2015

**EMPOWER  
YOUR BUSINESS  
WITH VALUE  
FOCUSED  
IT SOLUTIONS**





<p><b><u>Board of Directors</u></b></p> <p>01. Mrs. Sarayu Somaiya Director</p> <p>02. Mr. Rasik Somaiya Non Executive Director</p> <p>03. Mr. Ajay Shanghavi Non Executive Independent Director</p> <p>04. Mr. Nishant Upadhyay Non Executive Independent Director</p>	<p><b><u>Board Committees</u></b></p> <p><b><u>Audit Committee</u></b></p> <ul style="list-style-type: none"> <li>• Mr. Ajay Shanghavi – Committee Chairman</li> <li>• Mr. Rasik Somaiya</li> <li>• Mr. Nishant Upadhyay</li> </ul> <p><b><u>Nomination &amp; Remuneration Committee</u></b></p> <ul style="list-style-type: none"> <li>• Mr. Ajay Shanghavi – Committee Chairman</li> <li>• Mr. Rasik Somaiya</li> <li>• Mr. Nishant Upadhyay</li> </ul>																				
<p><b><u>Management Team:</u></b></p> <p>Mr. Hemang Joshi – CFO Email id: hemang@unitedinteractive.in</p> <p>Mr. Basanta Behera – CEO Email id: ceo@unitedinteractive.in</p>																					
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<p><b><u>Corporate Information:</u></b> Name: United Interactive Limited CIN: L72900MH1983PLC030920 Scrip Code: 502893 Scrip Name: UNITEDINT ISIN: INE706D01018 Listing: BSE Limited</p>	<p><b><u>Company Secretary:</u></b> Mr. Nilesh Amrutkar Company Secretary Email id: cs@unitedinteractive.in Tel: 022-22040729</p>																				
<p><b><u>Registrar &amp; Share Transfer Agent:</u></b> Universal Capital Securities Private Limited 21/25 Shakil Niwas, Opp. Satya Saibaba Temple, Mahakali Caves Road, Andheri (East), Mumbai - 400 093 Contact Person: Mr. Devanand Dalvi Tel: 022 2820 7203 Email id: info@unisec.in</p>	<p><b><u>Investors Grievance Email id:</u></b> Mr. Nilesh Amrutkar Email id: investors@unitedinteractive.in</p>																				

**AGM NOTICE**

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting of the members of United Interactive Limited will be held on Friday, September 18, 2015 at 9.30 A.M. at Kilachand Conference Room, Second Floor, IMC Building, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra to transact the inter alia the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Balance Sheet for the year ended March 31, 2015 and the Statement of Profit & Loss Account as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial Statements for year ended March 31, 2015 along with the Auditors' Report thereon.
2. To appoint director in place of Mr. Rasik Somaiya (DIN:00153038), who retires by rotation, and being eligible seeks re-appointment
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made there under, M/s D N Kanabar & Co, Chartered Accountants, Mumbai, bearing ICAI Registration No. FRN 104698W, be and are hereby re-appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 34<sup>th</sup> Annual General Meeting held thereafter (subject to ratification of their appointment at every AGM) on a such terms & remuneration as may be mutually agreed by the Board of Directors of the Company and Auditor."

**SPECIAL BUSINESS**

**4. Appointment of Mr. Nishant Upadhyay 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 pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Nishant Upadhyay (DIN:02128886) who was appointed as Additional Independent Director with effect from April 1, 2015 by the Board of Directors, and who holds office upto the date of this Annual General Meeting under section 161 of the Companies Act, 2013 in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from 1st April 2015 ."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary and think fit to give effect to this resolution."

**5. To increase borrowing powers of the company:**

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

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory

modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard if any, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from of financial agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs.10 Crores (Rupees Ten Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

#### **6. To create Charge/Mortgage on the assets of the company**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as 'the Board' which term shall include any Committee constituted by the Board to exercise the powers conferred on the Board by this resolution) to create mortgage and/or charge, in addition to the mortgage/charge created by the Company, in such form and manner and with such ranking and on such terms as the Board may determine, on all or any of the moveable and/or immoveable properties of the Company, both present and future together with the power to take over the management of business and concern of the Company in certain event of defaults, in favour of the lender(s) and agent(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) and securities issued/to be issued by the Company, from time to time, subject to the limits approved under Section 180(1)(c) of the Companies Act, 2013 together with interest thereon, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said borrowings."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary and to settle any question, difficulty or doubt that may arise in this respect."

By Order of the Board of Directors  
For United Interactive Limited

Place: Mumbai  
Date: August 10, 2015

Nilesh Amrutkar  
Company Secretary

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item Nos. 4 to 6 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
3. Pursuant to Section 91 of the Companies Act, 2013, Register of shareholders and Share Transfer Books of the Company will remain closed from September 12, 2015 to September 18, 2015 ( both days inclusive), for the purpose of the Annual General Meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the shareholders at the AGM.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the shareholders at the AGM.
6. Shareholders who hold shares in demat form are requested to direct any change of address, updates of savings bank account details to their Depository Participant(s). Shareholders holding shares in physical form are requested to notify/send any change in their address/mandate/bank account details to the Company's Registrar and Transfer Agent
7. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall.
8. Shareholders who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
9. Corporate shareholders are requested to send to the Company's or its Registrar and Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
10. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository. Accordingly, the Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those shareholders whose e-mail addresses are registered with the Company/Depositories, unless any shareholder has requested for a physical copy of the same. For shareholders who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', shareholders who have not registered their e-mail addresses are requested to register the same with their Depository Participant or with the Company's Registrar & Share Transfer Agents
12. Voting through electronic means:

In terms of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the notice through electronic voting system, to shareholders holding shares as on September 11, 2015 (Friday) being the cut-off date ("Record date" for the purpose of Rule 20(3)(vii) of the said Rules) fixed for determining voting rights of shareholders entitled to participate in the e-voting process through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

The e-voting rights of the shareholders/beneficiary owners shall be reckoned on the equity shares held by them as on September 11, 2015 (Friday).

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on September 15, 2015 at 9.00 am and ends on September 17, 2015 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 11, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"><li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new

password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xviii) above to cast vote.
- (B) The voting period begins on **September 15, 2015 and ends on September 17, 2015**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 11, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on September 11, 2015 .
- The Company has appointed, **Ms. Jyoti Pandey, Advocate, Bombay High Court**, as the Scrutinizer to scrutinize the e-voting process (including the ballot form received from the shareholders who do not have access to the e-voting process) in a fair and transparent manner.
- The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Director of the Company.
- The results declared along with the Scrutinizer's Report shall be submitted BSE and on the website of the Company within two days of the passing of the resolutions at the 32<sup>nd</sup> AGM of the Company and communicated to BSE where the shares of the Company are listed.

By Order of the Board  
For United Interactive Ltd

Place: Mumbai  
Date: August 10, 2015

Nilesh Amrutkar  
Company Secretary

## **ANNEXURE 'I' TO THE NOTICE: EXPLANATORY STATEMENT**

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the special business mentioned in the accompanying Notice dated August 10, 2015:

### **Item No 4: Appointment of Mr. Nishant Upadhyay as an Independent Director of the Company**

Mr. Nishant Upadhyay was appointed as an Additional Director (independent) of the Company with effect from April 1, 2015 by the Board of Directors under Section 161 of the Act. In terms of Section 161(1) of the Act, Mr. Upadhyay holds office only up to the date of the forthcoming AGM but is eligible for appointment as a Director. A notice under Section 160(1) of the Act has been received from a Member signifying its intention to propose Mr. Upadhyay's appointment as an Independent Director.

As per sec. 152, he is proposed to be appointed as Independent Director of the Company under the Companies Act, 2013 to hold office for 5 (five) consecutive years for a term up to the conclusion of the ensuing Annual General meeting of the Company in the calendar year 2020.

Mr. Upadhyay is a Commerce & Law graduate, associate member of The Institute of Company Secretaries of India, Graduate Cost & Management Accountant and currently practicing as an Advocate.

Mr. Upadhyay have furnished declarations to the Company under Section 149(7) of the Act, confirming that he meet the criteria prescribed for Independent Directors under Section 149(6) of the Act and also Consented to act as Director along with Declaration of Non-Disqualification. In the opinion of the Board, these individuals are persons of integrity, possess the relevant expertise and experience, fulfill the conditions specified in the Act and the Rules framed there under and are independent of the management of the Company. Upon the approval of the Members of the Company on the said resolutions, the appointment shall be formalized by way of issuance of the letter of appointment by the Company.

### **Brief profile of the Mr. Nishant Upadhyay:**

Companies (other than UIL) in which Mr. Nishant Upadhyay holds directorship and committee memberships are as under:

- A) Directorships
  - 1. Lexkare Legal Services Private Limited
  - 2. Lexkare AUS Corporate Services Private Limited
  - 3. Trinity Housewares Private Limited
  - 4. Pure Health Hospital and Medical Centre Private Limited
- B) Chairperson of Board Committees : None
- C) Member of Board Committees : None

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Nishant Upadhyay as an Independent Director, for the approval by the members of the Company. Except Mr. Nishant Upadhyay, being an appointee in the said resolution, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

### **Item Nos. 5 & 6: to increase borrowing powers of the company & to create Charge/Mortgage on the assets of the company**

Taking into consideration the Company's present net worth and fund requirements for future business & strategic needs, it seems that the current borrowing limits as provided u/s 180(1)(c) of the Companies Act, 2013 will not be sufficient. The consent of Shareholders is therefore sought in accordance with the provisions of Section 180(1)(c) of the Companies Act, 2013 to enable the Directors to borrow monies exceeding limits prescribed under section 180(1)(c), provided that the total amount so borrowed shall not at any time exceed Rs.10 Crores.

Further the proposed borrowings of the Company may require, if necessary, to be secured by way of a charge/mortgage/hypothecation on the Company's assets in favor of Lender(s). In this regards the documents to be executed between the Lender(s) and the Company may contain provisions to take over substantial assets of the Company in certain events.

Thus it is also necessary to pass a resolution under section 180(1)(a) of the said Act for creation of necessary charges/mortgages/hypothecations while giving effect to the aforementioned borrowings limits .

The above proposals are in the interest of the Company and the Directors commend the Resolutions in Item Nos. 5 and 6 of the Notice for approval by the Members. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions.

By Order of the Board  
For United Interactive Ltd

Place: Mumbai  
Date: August 10, 2015

Nilesh Amrutkar  
Company Secretary

## DIRECTOR'S REPORT

### TO THE MEMBERS OF UNITED INTERACTIVE LIMITED

The Directors have pleasure to present 32<sup>nd</sup> Annual Report and Audited Annual Accounts of your company for the year ended on 31<sup>st</sup> March 2015.

### FINANCIAL HIGHLIGHTS: STANDALONE BASIS

(₹ IN LAKHS)		
Particulars	FY 2014-15	FY 2013-14
Total Income	15.63	9.77
Total Expenditure	9.26	8.45
Profit Before Tax (PBT)	6.37	1.32
Tax	Nil	Nil
Profit After Tax (PAT)	6.37	1.32

### PERFORMANCE REVIEW & FUTURE OUTLOOK:

During the current year, your Company has booked total income of ₹ 15.63 Lakhs and PAT of ₹ 6.37 Lakhs on standalone basis. The source of income is on account of dividend received from subsidiary company – Netesoft India Limited.

Your Company has its strategic & Material subsidiary as Netesoft India Limited. The performance of Netesoft for the financial year 2014-2015 is as follows:

The total income of the Netesoft for the year ended March 31, 2015 stood at ₹ 3105.06 Lakhs and it has made a profit after tax of ₹ 597.61 Lakhs during year ended March 31, 2015 as compared to a profit after tax of ₹ 192.77 Lakhs during the previous year.

Your company will look forward to continue its stake in & enrichment of its subsidiary, so as to make appreciation in company's investment. Your Directors are expecting further growth in near future on consolidated basis and are confident that the policies, strategies adopted by your company will yield better returns.

### DIVIDEND & RESERVES:

In view of the inadequate profits, your Directors do not recommend payment of Dividend for the current financial year. The entire profit after tax will be adjusted against loss carried forward to the balance sheet from previous years.

### SHARE CAPITAL:

As at March 31, 2015, United Interactive Limited, the total paid up share capital stood at ₹ 1,83,10,000/- divided into 18,31,000 fully paid up equity shares of ₹ 10/- each. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares and does not have any scheme to fund its employees to purchase the shares of the Company.

As on 31<sup>st</sup> March, 2015, Mrs. Sarayu Somaiya, Director of the Company holds 69.83% shares of the Company.

### MATERIAL CHANGES AND COMMITMENTS BETWEEN THE DATE OF THE BALANCE SHEET AND THE DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

### **A. Conservation of Energy and Technology Absorption:**

The Company has no particulars to report regarding conservation of energy, technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with Rules there under.

### **B. Foreign exchange earnings and outgo:**

<b>Sr. No.</b>	<b>Particulars</b>	<b>Amt in ₹</b>
1	Foreign Exchange earned in terms of actual inflows during the year	Nil
2	Foreign Exchange outgo in terms of actual outflows during the year	Nil

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Your company is committed to improve quality of lives of people in the community its serves through long term stakeholder value creation, with special focus on skills development. The Company does not have to mandatorily constitute a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Companies Act, 2013. The company fully understands its role in society and is committed for sustainable & inclusive growth of people & the environment around its business.

## **BOARD AND DIRECTORS EVALUATION AND CRITERIA FOR EVALUATION**

During the year, the Board has carried out an annual evaluation of its own performance & performance of the Directors.

Your Company has constituted Nomination and Remuneration Committee, which as per the provisions of Companies Act 2013 has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The criteria for Board Evaluation inter alia include degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board, encouraging active engagement by all Board members and motivating and providing guidance to the Management. Criteria for evaluation of the Committees of the Board include degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The procedure followed for the performance evaluation of the Board, Committees and Directors is detailed in the Directors' Report.

## **CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES AND INDEPENDENCE OF DIRECTORS:**

The Nomination and Remuneration Committee has formulated the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Companies Act 2013.

### **Independence:**

In accordance with the above criteria, a Director will be considered as an 'Independent Director' if he/ she meet with the criteria for 'Independent Director' as laid down in the Act.

**Qualifications:**

A transparent Board nomination process is in place that encourages diversity of thought, experience, knowledge, perspective, age and gender. It is also ensured that the Board has an appropriate blend of functional and industry expertise. While recommending the appointment of a Director, the Nomination and Remuneration Committee considers the manner in which the function and domain expertise of the individual will contribute to the overall skill-domain mix of the Board.

**Positive Attributes:**

In addition to the duties as prescribed under the Act, the Directors on the Board of the Company are also expected to demonstrate high standards of ethical behavior, strong interpersonal and communication skills and soundness of judgment. Independent Directors are also expected to abide by the 'Code for Independent Directors' as outlined in Schedule IV to the Act.

**REMUNERATION POLICY**

The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned to its overall Human resource philosophy. The key factors considered in formulating the Policy are as under:

- (a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- (c) remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The key principles governing the Company's Remuneration Policy are as follows:

**Remuneration for independent Directors and non-independent non-executive Directors:**

- Independent Directors ('ID') and non-independent non-executive Directors ('NED') may be paid sitting fees for attending the Meetings of the Board and of Committees of which they may be members, and commission within regulatory limits, as recommended by the Nomination and Remuneration Committee ('NRC') and approved by the Board.
- Overall remuneration should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth imperatives. Remuneration paid should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration and be consistent with recognized best practices.
- The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board based on Company performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board. The NRC will recommend to the Board the quantum of commission for each Director based upon the outcome of the evaluation process which is driven by various factors including attendance and time spent in the Board and Committee Meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.
- The remuneration payable to Directors shall be inclusive of any remuneration payable for services rendered in any other capacity, unless the services rendered are of a professional nature and the NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

**Policy on Remuneration for Managing Director ('MD') / Executive Directors ('ED') / Key Managerial Personnel ('KMP')/ rest of the Employees:**

- The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be market competitive, driven by the role played by the individual, reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay, consistent with recognized best practices and aligned to any regulatory requirements. Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- In addition, the Company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings. The Company also provides all employees with a social security net subject to limits, by covering medical expenses and hospitalization through re-imbursements or insurance cover and accidental death and dismemberment through personal accident insurance. The Company provides retirement benefits as applicable.
- In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company provides MD/ EDs such remuneration by way of commission, calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Companies Act, 2013. The specific amount payable to the MD/ EDs would be based on performance as evaluated by the NRC and approved by the Board.
- The Company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the Company.

Presently, Mrs. Sarayu Somaiya (Director) & Mr. Hemang Joshi (KMP), of the Company draws remuneration from the subsidiary, whereas no remuneration from the holding company is paid.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The directors report that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) The Directors have selected 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 at the end of the financial year and of the profit and loss account of the company for that period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- iv) The Directors have prepared the annual accounts on a going concern basis.
- v) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively and
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DECLARATION ON INDEPENDENT DIRECTORS**

All the Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions of independence as specified in the Act and the Rules made there under and are independent of the management.

## **SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

Your company has one subsidiary namely 'Netesoft India Limited'. Currently Netesoft India Limited is carrying its activities in offering services for creative graphic designs & also in trading and investment in financial market instruments.

## **CONSOLIDATED FINANCIAL STATEMENT**

In accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, your company's Consolidated Financial Statements duly audited by the Statutory Auditors, are presented in this Annual Report along with Form AOC-1.

## **POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE**

The Company has zero tolerance for sexual harassment and has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at the Workplace, in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. The Company has not received any complaint of sexual harassment during the financial year 2014-15.

## **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

No significant material orders have been passed by the Regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

## **AUDITORS**

### **(1) Statutory Auditors:**

M/s. D N Kanabar & Co., Chartered Accountants, Mumbai, are the statutory auditors of the Company and hold office till the conclusion of the forthcoming Annual General Meeting (AGM). They have furnished a certificate, confirming that if re-appointed, the re-appointment will be in accordance with Section 139 read with Section 141 of the Act. Pursuant to the provisions of the Act and the Rules made there under, it is proposed to appoint them as the statutory auditors of the Company from the conclusion of the forthcoming AGM till the conclusion of the 34<sup>th</sup> AGM, subject to ratification of their appointment at the AGM to be held in 2016. Members are requested to consider the re-appointment of M/s. D N Kanabar & Co., Chartered Accountants, Mumbai and authorize the Board of Directors to fix their remuneration.



## **(2) Secretarial Auditors:**

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed M/s. Hardik Savla & Co, a Company Secretary in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2015. The Secretarial Audit Report is annexed to this report.

The Auditors' Report and the Secretarial Audit Report for the financial year ended 31st March, 2015 do not contain any qualification, reservation, adverse remark or disclaimer.

## **LISTING ON STOCK EXCHANGES**

The Equity Shares of your Company are listed only with BSE Limited. We confirm that, your Company has paid the listing fees for the financial year 2015-2016. Further to inform you that equity shares of your Company were suspended from trading w.e.f. March 4, 2015.

Your Company has filed detailed representations with BSE Limited urging for revocation of suspension from trading of equity shares. Members of the Board of Directors of your Company have represented before the Disciplinary Committee of BSE Limited on April 21, 2015 and have made detailed submissions and have made out a prima facie case for revocation of suspension from trading of equity shares of the Company. At the venue of AGM, a file containing all submissions made by the Company with the BSE shall be kept open for inspection by the members of the Company.

## **CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Clause 49 of the Listing Agreement does not apply to the Company in Accordance with SEBI circular CIR/CFD/POLICYCELL/7/2014 dated 15-09-2014. Therefore no separate section on Management's Discussion and Analysis, Corporate governance is annexed.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186**

During the year, the Company has not given any loan or guarantee, or provided security, or has made any investment which would be required to be reported under section 186 of the companies Act 2013. The closing balances of investments which would be covered under Section 186 of the Companies Act, 2013, are disclosed in the Schedule of Non-Current Investments in the Financial Statements. The Company has not granted any Loans and Guarantees.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013**

The contracts or arrangements entered into by the Company with Related Parties have been done at arm's length and are in the ordinary course of business and are immaterial in nature. Hence, no particulars are being provided in Form AOC-2 as mandated pursuant to the provisions of Section 134 of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014.

## **THE EXTRACT OF ANNUAL RETURN**

Extracts of Annual return in form MGT-9 as per Section 134 (3) (a) of the Companies Act, 2013 read with Rule 8 of Companies Act (Accounts) Rules 2014 and Rule 12 of Companies (Management & Administration) Rules, 2014 is annexed hereto and forms part of this report.

## **MANAGERIAL REMUNERATION / PARTICULARS OF EMPLOYEES**

Your company has not paid any managerial remuneration during the period under review, therefore no Disclosures in the Board Report as required under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 is provided and further your Company also has not employed any person at a remuneration in excess of the limit set out in the said Rules.

## **DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) :**

At the Annual General Meeting of the Company held on September 27, 2014, the Members had approved the appointment of Mr. Ajay Shanghavi as Independent Director for a term of five years as per the provisions of Companies Act 2013, whereas Mrs. Sarayu Somaiya was reappointed as a director liable to retire by rotation. Other than the above it is be noted that no Director or Key Managerial Person has been appointed or has retired or resigned during the year.

Mr. Nishant Upadhyay was appointed as Additional Director (Independent) on April 1, 2015. Further Board has also designated Mr. Hemang Joshi as CFO, Mr. Basanta Behera as CEO and appointed Mr. Nilesh Amrutkar as Company Secretary of the company as per the requirements of section 203 of the companies Act 2013 on April 1, 2015.

In accordance with the provisions of Section 152 of the Act and in terms of Articles of Association of the Company, Mr. Rasik Somaiya retires and is eligible for re-appointment.

## **BOARD AND COMMITTEE MEETINGS**

Five Board Meetings were convened and held during the year i.e. on May 30, 2015, August 14, 2015, August 22, 2015, November 14, 2015 and February 13, 2015. The Board has constituted an Audit Committee as well as Nomination & Remuneration Committee with Mr. Ajay Shanghavi as Chairman and Mr. Rasik Somaiya, Mr. Nishant Upadhyay as Members. There have not been any instances when recommendations of the Audit Committee were not accepted by the Board.

The intervening gap between the Meetings was within the period prescribed under the Act.

## **DETAILS OF DEPOSITS WHICH ARE NOT IN COMPLIANCE WITH THE REQUIREMENTS OF CHAPTER V OF THE COMPANIES ACT, 2013:**

Your Company has not accepted any fixed deposits covered under chapter V of the Companies Act, 2013 and, as such, no amount of principal or interest was outstanding on the date of Balance Sheet.

## **INTERNAL CONTROLS SYSTEMS AND ADEQUACY**

The Company's internal audit systems are geared towards ensuring adequate internal controls commensurate with the size and needs of the business, with the objective of efficient conduct of operations through adherence to the Company's policies, identifying areas of improvement, evaluating the reliability of Financial Statements, ensuring compliances with applicable laws and regulations and safeguarding of assets from unauthorized use.

The Audit Committee along with Management oversees results of the internal audit and reviews implementation on a regular basis.

## **ACKNOWLEDGEMENT**

Your Directors wish to place on record their appreciation for the whole hearted and sincere co-operation the Company has received from its bankers and various Government agencies. Your Directors also wish to thank all the employees for their co-operation.

**For and on behalf of the Board of Directors  
FOR UNITED INTERACTIVE LIMITED**

**Date: May 30, 2015**

**Place: Mumbai**

**Sarayu Somaiya  
Director**

**Rasik Somaiya  
Director**

**FORM AOC.1**  
**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**  
**[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]**  
**Part “A”: Subsidiaries**

Sr. No:	Particulars	(₹ In lacs)
		Name of the Subsidiary
		<b>Netesoft India Ltd</b>
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	N.A.
3	Share capital	153.21
4	Reserves & surplus	3,136.47
5	Total Assets	3,549.65
6	Total Liabilities	3,549.65
7	Investments	985.74
8	Turnover	2,935.97
9	Profit Before Tax	730.45
10	Provision for Taxation	132.84
11	Profit after taxation	597.61
12	Dividend ( Including Dividend Distribution Tax)	36.77
13	% of total shareholding held by parent company	51%

**Notes:**

1. Reporting period and reporting currency of the above subsidiaries is the same as that of the Company.
2. Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on 31<sup>st</sup> March, 2015.

For and on behalf of the Board of Directors  
FOR UNITED INTERACTIVE LIMITED

Date: May 30, 2015  
Place: Mumbai

Sarayu Somaiya  
Director

Rasik Somaiya  
Director

**FORM MR-1**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31 MARCH 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members  
**UNITED INTERACTIVE LIMITED**  
(CIN: L72900MH1983PLC030920)  
304, Maker Chambers V,  
Nariman Point,  
Mumbai – 400 021

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by United Interactive Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon. Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28 October 2014; **(Not applicable to the Company during the audit period)**.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the audit period)**.
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified, hence not applicable to the Company during the audit period)**.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the general laws as applicable to all for carrying business activities and apart from above there is no statute(s') applicable specifically to the Company or industry in which it operates.

I further report that the Board of Directors of the Company was duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors till the enforcement of the provisions of Companies Act, 2013, With the applicability of Companies Act, 2013, the Company was required to appoint additional Independent Director on the Board of the Company to constitute the various committees of the Board and the Company has complied with said requirement.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, the company has not transacted any events /actions in the Board meeting(s') or General meeting(s') having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Hardik Savla  
C P No: 8866  
Date: May 30, 2015  
Place: Mumbai

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

as on the financial year ended on 31<sup>st</sup> March 2015

[Pursuant to sec 92(3) of the Companies Act, 2013 & rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN:-	L72900MH1983PLC030920
Registration Date	September 22, 1983
Name of the Company	UNITED INTERACTIVE LIMITED
Category / Sub-Category of the Company	Non-government -Public company limited by shares
Address of the Registered office and contact details	304, Maker Chambers V, Nariman Point, Mumbai-400021, Email Id : investors@unitedinteractive.in
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any :	Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Mahakali caves Rd Andheri East, Mumbai-400093 Tel: +91 (22) 2820 7203-05, www.unisec.in

**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	Investment in group companies	---	Not accounted as turnover

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

Sr.no:	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Netesoft India Ltd	U72200MH2000PLC123711	Subsidiary	51%	2(87)(ii)

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

i) Category-wise Share Holding

Sr. No.	Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
		In Physical form	In dematerialized form	Total	% of Total no. of Shares	in Physical form	In dematerialized form	Total	% of Total no. of Shares	
(A)	Shareholding of Promoter and Promoter Group <sup>2</sup>									
1	Indian									
(a)	Individuals/ Hindu Undivided Family	-	1278530	1278530	69.83	-	1278530	1278530	69.83	-
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
(c)	Bodies Corporate	-	-	-	-	-	-	-	-	-
(d)	Financial Institutions/ Banks	-	-	-	-	-	-	-	-	-
(e)	Any Others(Specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total(A)(1)</b>	-	<b>1278530</b>	<b>1278530</b>	<b>69.83</b>	-	<b>1278530</b>	<b>1278530</b>	<b>69.83</b>	-
2	Foreign									
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	-	-	-	-	-	-	-	-	-
b	Bodies Corporate	-	-	-	-	-	-	-	-	-
c	Institutions	-	-	-	-	-	-	-	-	-

d	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
e	Any Others(Specify)	-	-	-	-	-	-	-	-	-
	<b>Sub Total(A)(2)</b>	-	-	-	-	-	-	-	-	-
	<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	-	<b>1278530</b>	<b>1278530</b>	<b>69.83</b>	-	<b>1278530</b>	<b>1278530</b>	<b>69.83</b>	-
<b>(B)</b>	<b>Public shareholding</b>									
<b>1</b>	<b>Institutions</b>									
(a)	Mutual Funds/ UTI	-	-	-	-	-	-	-	-	-
(b)	Financial Institutions / Banks	-	-	-	-	-	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-	-	-
(f)	Foreign Institutional Investors	-	29425	29425	1.61	-	29425	29425	1.61	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(i)	Any Other (specify)	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (B)(1)</b>	-	<b>29425</b>	<b>29425</b>	<b>1.61</b>	-	<b>29425</b>	<b>29425</b>	<b>1.61</b>	-
<b>B 2</b>	<b>Non-institutions</b>									
(a)	Bodies Corporate	-	66485	66485	3.63	-	55882	55882	3.05	(0.58)
(b)	Individuals	-	-	-	-	-	-	-	-	-
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	8110	258916	267026	14.58	8110	267234	275344	15.04	0.45
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	30000	95265	125265	6.84	30000	96565	126565	6.91	0.07
(c)	Qualified Foreign Investor	-	-	-	-	-	-	-	-	-
(d)	Any Other (specify)	-	-	-	-	-	-	-	-	-
(d-i)	Clearing Members	-	1509	1509	0.08	-	2694	2694	0.15	0.07
(d-ii)	NRI / OCBs	-	62760	62760	3.43	-	62560	62560	3.42	(0.01)
	<b>Sub-Total (B)(2)</b>	<b>38110</b>	<b>484935</b>	<b>523045</b>	<b>28.57</b>	<b>38110</b>	<b>484935</b>	<b>523045</b>	<b>28.57</b>	-
<b>(B)</b>	<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>38110</b>	<b>514360</b>	<b>552470</b>	<b>30.17</b>	<b>38110</b>	<b>514360</b>	<b>552470</b>	<b>30.17</b>	-
	<b>TOTAL (A)+(B)</b>	<b>38110</b>	<b>1792890</b>	<b>1831000</b>	<b>100.00</b>	<b>38110</b>	<b>1792890</b>	<b>1831000</b>	<b>100.00</b>	-

(C)	Shares held by Custodians and against which Depository Receipts have been issued									
1	Promoter and Promoter Group	-	-	-	-	-	-	-	-	-
2	Public	-	-	-	-	-	-	-	-	-
	<b>Sub-Total (C )</b>	-	-	-	-	-	-	-	-	-
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>38110</b>	<b>1792890</b>	<b>1831000</b>	<b>100.00</b>	<b>38110</b>	<b>1792890</b>	<b>1831000</b>	<b>100.00</b>	<b>-</b>

**(ii) Shareholding of Promoters**

S.no	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	SARAYU SOMAIYA	1278530	69.83	-	1278530	69.83	-	-

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

There has been no change in the shareholding of the promoters during the year, hence details in prescribed form are not reported here.

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :**

Sr No.	Name of the Shareholders	Shareholding at the Beginning		Changes in shareholding during the year		Cumulative shareholding at the end	
		No. of Shares	% of Total Shares	Increase	Decrease	No. of Shares	% of Total Shares
1.	ATIM KABRA	37671	2.06	-	-	37671	2.06
2.	EMERGING INDIA FOCUS FUNDS	29425	1.61	-	-	29425	1.61
3.	RAHUL KUMAR	23660	1.29	-	-	23660	1.29
4.	PRAFULLACHANDRA TELI	17100	0.93	-	-	17100	0.93
5.	ALPANA MUNDRA	16500	0.90	-	-	16500	0.90
6.	VIMLESH KHEMANI	16500	0.90	-	-	16500	0.90
7.	VIRAJ/ANITA D DALAL	15000	0.82	-	-	15000	0.82
8.	SHEKHAR SANGHAI HUF	15000	0.82	-	-	15000	0.82
9.	SANGHAI SANJULADEVI	15000	0.82	-	-	15000	0.63
10.	HEMANG THAKER #	11700	0.63	210	1910	10000	0.55
11.	KJMC CORPORATE ADVISORS (I) LTD.	11600	0.63	-	-	11600	0.63

# Ceased to be in the list of Top 10 shareholders as on 31-03-2015. The same is reflected above since the shareholder was one of the Top 10 shareholder as on 01-04-2014.



**(vi) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	<b>For Each of the Directors and KMP</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>Sarayu Somaiya (Director)</b>	At the beginning of the year	<b>1278530</b>	<b>69.83</b>	<b>1278530</b>	<b>69.83</b>
	Date wise Increase / Decrease in Shareholding during the year	NIL	NIL	None of the Directors had any transaction in the shares of the Company during the year	
	At the End of the year	<b>1278530</b>	<b>69.83</b>		

**V. INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment (In ₹ Lacs)**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	25	NIL	25
<b>Total (i+ii+iii)</b>		25		25
<b>Change in Indebtedness during the financial year</b> • Addition • (Reduction)	NIL	(5)	NIL	(5)
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b> i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	NIL	20	NIL	20
<b>Total (i+ii+iii)</b>	NIL	20	NIL	20

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	---	---	----	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					NIL
2.	Stock Option					NIL

3.	Sweat Equity					NIL
4.	Commission - as % of profit - others, specify...					NIL
5.	Others, please specify					NIL
	Total (A)					NIL
	Ceiling as per the Act					NIL

*B. Remuneration to other directors:*

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
	1. Independent Directors  • Fee for attending board / committee meetings • Commission • Others, please specify					NIL
	Total (1)					NIL
	2. Other Non-Executive Directors  • Fee for attending board / committee meetings • Commission • Others, please specify					NIL
	Total (2)					NIL
	Total (B)=(1+2)					NIL
	Total Managerial Remuneration					NIL
	Overall Ceiling as per the Act					NIL
						NIL

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	NIL	NIL	NIL	NIL

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

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

For and on behalf of the Board of Directors  
FOR UNITED INTERACTIVE LIMITED

Date: May 30, 2015  
Place: Mumbai

Sarayu Somaiya  
Director

Rasik Somaiya  
Director

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF UNITED INTERACTIVE LIMITED**

**Report on Financial Statements**

We have audited the accompanying standalone financial statements of United Interactive Limited (Formerly Neemtek Organic Products Limited) ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**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 and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

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

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

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

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

### **Opinion**

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 affairs of the company as at March 31, 2015, and profits and cash flows for the year ended on that date.

### **Report on other Legal Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

- e) On the basis of the written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014:
  - (i) The Company does not have any pending litigations which would impact its financial position.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For D. N. Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

Deepak Kanabar  
Proprietor  
Membership No. 041157

Mumbai, 30<sup>th</sup> May, 2015

**ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2015:

- (i) According to information and explanation given to us, the company does not have any fixed Assets.
- (ii) According to information and explanation given to us, the company does not hold any inventories.
- (iii) According to information and explanation given to us, the company has not granted any loan, secured or unsecured, to Companies, Firms and other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to information and explanation given to us, the Company has an adequate internal control system commensurate with the size of the company and the nature of its business with regard to investment activities. The company does not have any transaction relating to fixed assets, inventories, and sale of goods & services. During the course of audit, we have not observed any continuing failure to correct major weakness in internal control system.
- (v) According to information and explanation given to us, the Company has not accepted any deposit from the public.
- (vi) According to information and explanation given to us, maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013.
- (vii)
  - (a) According to information and explanations given to us and the records examined by us, the Company has been generally regular in depositing undisputed statutory dues with appropriate authorities including Provident Fund and any other statutory dues during the year. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they become payable.
  - (b) According to the information and explanation given to us, there has been no dispute in respect of depositing the aforesaid dues.
  - (c) According to information and explanations given to us and the records examined by us, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and the rules made thereunder.
- (viii) *In our opinion and according to information and explanation given to us, the Company has accumulated losses exceeding fifty percent of its networth at the end of the year. The Company has not incurred cash losses during the financial year and the immediate preceding financial year.*

- (ix) According to information and explanation given to us, the company has not taken any loan from Financial Institutions or banks or debenture holders requiring repayment.
- (x) According to information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to information and explanation given to us, the company has not availed any term loan.
- (xii) As per the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

For D.N. Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

Deepak Kanabar  
Proprietor  
Membership No.: 041157

Mumbai, 30<sup>th</sup> May, 2015



**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**  
**Balance Sheet as at March 31, 2015**

	<b>Note No.</b>	<b>31-Mar-15 ₹</b>	<b>31-Mar-14 ₹</b>
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
(a) Share capital	2	18,310,000	18,310,000
(b) Reserves and surplus	3	(11,067,717)	(11,704,639)
		<u>7,242,283</u>	<u>6,605,361</u>
<b>2 Non-Current Liabilities</b>			
Long Term Borrowings	4	2,000,000	2,500,000
		<u>2,000,000</u>	<u>2,500,000</u>
<b>3 Current Liabilities</b>			
Other Current Liabilities	5	161,729	158,079
		<u>161,729</u>	<u>158,079</u>
<b>TOTAL</b>		<b><u>9,404,012</u></b>	<b><u>9,263,440</u></b>
<b>B ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Non-Current Investments	6	7,814,000	7,814,000
(b) Long Term Loans & Advances	7	148,000	148,000
		<u>7,962,000</u>	<u>7,962,000</u>
<b>2 Current Assets</b>			
(a) Cash and Cash Equivalents	8	1,442,012	1,301,440
		<u>1,442,012</u>	<u>1,301,440</u>
<b>TOTAL</b>		<b><u>9,404,012</u></b>	<b><u>9,263,440</u></b>

Significant Accounting Policies 1  
Notes on Financial Statements 13

As per our report of even date  
For D N Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

For and on behalf of the Board

Deepak Kanabar  
Proprietor  
Membership No. 041157

Sarayu Somaiya  
Director

Rasik Somaiya  
Director

Place: Mumbai  
Date: 30th May, 2015

Hemang Joshi  
Chief Financial Officer

Nilesh Amrutkar  
Company Secretary

**UNITED INTERACTIVE LIMITED****CIN: L72900MH1983PLC030920****Statement of Profit and Loss for the year ended March 31, 2015**

	<b>Note No.</b>	<b>31-Mar-15 ₹</b>	<b>31-Mar-14 ₹</b>
I Other Income	9	1,562,800	976,750
<b>II Total Revenue (I)</b>		<b>1,562,800</b>	<b>976,750</b>
III Expenses:			
Employee Benefits Expenses	10	105,236	102,507
Finance Cost	11	142,602	180,000
Other Expenses	12	678,040	562,059
<b>Total expenses</b>		<b>925,878</b>	<b>844,566</b>
<b>IV Profit before tax (II-III)</b>		<b>636,922</b>	<b>132,184</b>
V Tax expense:			
(1) Current tax		-	-
(2) Taxes of Earlier Years		-	-
<b>VI Profit (Loss) For the period (IV-V)</b>		<b>636,922</b>	<b>132,184</b>
VII Earnings per equity share:			
(1) Basic		0.35	0.07
(2) Diluted		0.35	0.07
Significant Accounting Policies	1		
Notes on Financial Statements	13		
As per our report of even date			
For D N Kanabar & Co.			For and on behalf of the Board
Chartered Accountants			
(FRN 104698W)			
Deepak Kanabar		Sarayu Somaiya	Rasik Somaiya
Proprietor		Director	Director
Membership No. 041157			
Place: Mumbai		Hemang Joshi	Nilesh Amrutkar
Date: 30th May, 2015		Chief Financial Officer	Company Secretary

**UNITED INTERACTIVE LIMITED**

CIN: L72900MH1983PLC030920

**Cash Flow Statement for the year ended 31st March, 2015**

Particulars	31.03.2015 ₹	31.03.2014 ₹
<b>1) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit / (Loss) Before Tax	636,922	132,184
<b>Adjustments for</b>		
Interest Expenses	142,602	180,000
Dividend Income	(1,562,800)	(976,750)
<b>Operating Profit before Working Capital Changes</b>	<b>(783,276)</b>	<b>(664,566)</b>
Increase / (Decrease) in Other Current Liabilities	3,650	(3,933)
<b>Net Cash used in/ from Operating Activities (A)</b>	<b>(779,626)</b>	<b>(668,499)</b>
<b>2) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Dividend Income	1,562,800	976,750
<b>Net Cash used in/ from Investing Activities (B)</b>	<b>1,562,800</b>	<b>976,750</b>
<b>3) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayments of Loan	(500,000)	(500,000)
Interest Expenses	(142,602)	(180,000)
<b>Net cash used in / from Financing Activities (C)</b>	<b>(642,602)</b>	<b>(680,000)</b>
<b>Net Increase/ (Decrease) in Cash &amp; Cash Equivalents during the year (A+B+C)</b>	<b>140,572</b>	<b>(371,749)</b>
Cash & Cash Equivalent at the beginning of the year.	1,301,440	1,673,189
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>1,442,012</b>	<b>1,301,440</b>

**Notes:**

The above Cash Flow has been prepared under the "Indirect Method" as set out in the AS 3 on Cash Flow. Cash and Cash Equivalents at the end of the period consist of Cash in hand and Balances with banks and are net of short term loans and advances from bank as follows:

Particulars	31-Mar-15 ₹	31-Mar-14 ₹
Cash, cheques, drafts (in hand)	40,479	28,136
Balances with Schedule Banks	1,401,533	1,273,304
<b>Total</b>	<b>1,442,012</b>	<b>1,301,440</b>

As per our Report of Even Date

For D N Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

For and on behalf of the Board

Deepak Kanabar  
Proprietor  
Membership No. 041157

Sarayu Somaiya  
Director

Rasik Somaiya  
Director

Place: Mumbai  
Date: 30th May, 2015

Hemang Joshi  
Chief Financial Officer

Nilesh Amrutkar  
Company Secretary

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**NOTE NO. 1**

**(A) Fundamental Accounting Assumption:-**

**Going concern**

The accumulated losses of the Company as at 31st March, 2015 have exceeded 50% of the net worth of the Company as at year end.

Further, the company has carried out investment activity and has earned dividend on such investment.

On the basis of the above, the management is confident that the Company will be able to generate sufficient cash flows in order to meet its obligation as and when they fall due for payment in foreseeable future.

Accordingly, these financial statements have been prepared on Going Concern Basis.

**(B) Significant accounting policies:-**

**(i) Basis of Accounting**

The financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements have been prepared under the historical cost convention on an accrual basis. The accounting policies have been consistently applied by the company and are consistent with those used in the previous year.

**(ii) Use of estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known / materialized.

**(iii) Fixed assets**

The Company does not have any Fixed Assets.

**(iv) Investments**

Long Term Investments are stated at cost. Provision for diminution in the value of long term investment is made only if such a decline in the opinion of the management is other than temporary.

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**(v) Inventories**

The Company does not have any inventory.

**(vi) Revenue recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Dividend income is accounted on receipt basis and other income on accrual basis.

**(vii) Tax expense**

Tax expense comprises of current, deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act.

Deferred tax provision has not been recognized, as there is no virtual certainty that there would be future taxable profits to realize the assets. The same shall be recognized as and when the situation justifies.

**(viii) Earnings per share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average numbers of equity shares outstanding during the period are adjusted proportionately from the events of share split.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**(ix) Provisions**

A provision is recognized when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**(x) Cash and Cash equivalent (for purpose of cash flow statement)**

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short term balances (with original maturity of three months or less from the date of acquisition), highly liquid investment that readily convertible into known amount of cash and which are subject to insignificant risk of change in value.

**(xi) Cash Flow statement**

Cash flows are reported using the indirect method as per AS-3, whereby profits / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts and payments. The cash flow from operating, investing and financing activities of the Branch is segregated based on available information.

**(xii) Segment Information**

The Company's only activity is providing Information Technology enabled Services and hence, disclosure of segment wise information is not applicable under AS-17 – segment information notified by companies (Accounts) Rules, 2014.

**(xiii) Retirement and Other Employee Benefits**

**a) Defined Benefit and Other Long Term Benefit Plan**

Provident Fund – The Liability is determined on the basis of contribution as required under the Statute / Rules. The Company at present does not have any other long term retirement benefit scheme for its employee.

**b) Short Term Employees Benefits**

Short term employee benefits are recognized as an expense at the undiscounted amount in the profit and loss account of the year in which the related service is rendered.

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**  
**Notes Forming Part of Financial Statements**

<b>NOTE 2 - SHARE CAPITAL</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b>Authorised Share Capital</b>		
<b>25,00,000 Equity Shares of ₹10/- each</b>	25,000,000	25,000,000
(Previous year 25,00,000 Equity Shares of ₹10/- each)		
<b>50000 4% Cumulative Redeemable Non convertible Preference Shares of ₹100/- each</b>	5,000,000	5,000,000
(Previous Year 50000 4% Cumulative Redeemable Non convertible Preference Shares of ₹100/- each)		
	<b>30,000,000</b>	<b>30,000,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>		
<b>18,31,000 Equity Shares of ₹10/-each fully paid-up.</b>	18,310,000	18,310,000
(Previous year 18,31,000 Equity Shares of ₹10/- each)		
	<b>18,310,000</b>	<b>18,310,000</b>

**NOTE 2.1**

**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

<b>Particulars</b>	<b>31-Mar-15</b>		<b>31-Mar-14</b>	
	<b>In Nos.</b>	<b>₹</b>	<b>In Nos.</b>	<b>₹</b>
At the beginning of the Period	1,831,000	18,310,000	1,831,000	18,310,000
Issued During the Period	-	-	-	-
Outstanding at the end of the period	1,831,000	18,310,000	1,831,000	18,310,000

**NOTE 2.2**

**Terms/ rights attached to equity shares**

The company has only one class of shares having a par value ₹10/- per share. Each holder of equity shares is entitled to one vote per share.

**NOTE 2.3**

**Details of shares held by each shareholder holding more than 5% shares:**

<b>Name of Shareholder</b>	<b>31-Mar-15</b>		<b>31-Mar-14</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
Sarayu Somaiya	1,278,530	69.83%	1,278,530	69.83%

<b>NOTE 3: RESERVES AND SURPLUS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Securities Premium	2,320,000	2,320,000
General Reserve	414,401	414,401
<b>Profit &amp; Loss Account</b>		
Loss brought forward	(14,439,040)	(14,571,224)
Add: Profit During The Year	636,922	132,184
	<b>(13,802,118)</b>	<b>(14,439,040)</b>
<b>Total</b>	<b>(11,067,717)</b>	<b>(11,704,639)</b>

<b>NOTE 4 - LONG TERM BORROWINGS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b>(Unsecured considered good)</b>		
Loan from Director	2,000,000	2,500,000
<b>Total</b>	<b>2,000,000</b>	<b>2,500,000</b>
Note:		
1) Name: Sarayu Somaiya		
2) Repayment on demand		
3) Rate of Interest @ 6.00% p.a.		
<b>NOTE 5 - OTHER CURRENT LIABILITIES</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
For Expenses	161,729	158,079
<b>Total</b>	<b>161,729</b>	<b>158,079</b>
<b>NOTE 6 - NON CURRENT-INVESTMENTS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b><u>Equity Shares - Subsidiary Company</u></b>		
<b><u>Unquoted, Fully paid up</u></b>		
Netesoft India Limited (7,81,400 shares)	7,814,000	7,814,000
<b>Total</b>	<b>7,814,000</b>	<b>7,814,000</b>
Aggregate cost of unquoted investments	7,814,000	7,814,000
<b>NOTE 7 - LONG TERM LOANS &amp; ADVANCES</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Deposit with BSE	147,000	147,000
Deposit -MTNL	1,000	1,000
<b>Total</b>	<b>148,000</b>	<b>148,000</b>
<b>NOTE 8 - CASH &amp; CASH EQUIVALENTS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b><u>Cash &amp; Bank Balances</u></b>		
Cash in hand	40,479	28,136
Balance with Banks in Current Accounts	1,401,533	1,273,304
<b>Total</b>	<b>1,442,012</b>	<b>1,301,440</b>
<b>NOTES 9: OTHER INCOME</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Dividends	1,562,800	976,750
<b>Total</b>	<b>1,562,800</b>	<b>976,750</b>
<b>NOTE 10 : EMPLOYEE BENEFITS EXPENSES :</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Salaries,Wages & Bonus	98,030	96,693
Employees welfare fund contribution	7,206	5,814
<b>Total</b>	<b>105,236</b>	<b>102,507</b>
<b>NOTE 11 : FINANCE COST</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Interest on Loans	142,602	180,000
<b>Total</b>	<b>142,602</b>	<b>180,000</b>
<b>NOTE 12 : OTHER EXPENSES</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b><u>Payments to the Auditor</u></b>		
As Auditor:		
Audit Fee	100,000	100,000
Limited Review	110,000	110,000
Other Services (Certification Fees)	50,000	50,000
Service tax	32,136	32,136
Miscellaneous Expenses	385,904	269,923
<b>Total</b>	<b>678,040</b>	<b>562,059</b>



**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**NOTE NO. 13**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

**(i) Related Parties**

Related Parties with whom transaction has taken place during the year:

Key Management Personnel: Sarayu Somaiya, Director

<b>Nature of Transaction</b>	<b>Year Ended</b>	<b>Volume of Transaction (Amount in Rupees)</b>	<b>Outstanding Balance as on 31<sup>st</sup> March 2015 (Unsecured loan)</b>
Repayment of Loan	31.03.2015	5,00,000	20,00,000
	31.03.2014	5,00,000	25,00,000

**(ii) Defined Contribution Plans**

On account of Defined Contribution Plan, the Company has charged the following amounts in the Profit and Loss Account:

<b>Particulars</b>	<b>31-Mar-15 ₹</b>	<b>31-Mar-14 ₹</b>
Provident Fund	7,206	5,814
<b>Total</b>	<b>7,206</b>	<b>5,814</b>

**(iii) Taxation**

Since the company does not have any taxable income during the year, no tax provision is required to be made.

In view of the accumulated losses, neither Deferred Tax Assets on carry forward loss and unabsorbed depreciation has been recognized, nor any deferred tax liability, as there is no virtual certainty that there would be future taxable profits to realize the above assets.

**(iv) Previous year figure has been recast, regrouped and rearranged as per the Revised schedule III of the Companies Act, 2013 & wherever necessary to make them comparable.**

As per our report of even date  
For D. N. Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

For and on behalf of the Board

Deepak Kanabar  
Proprietor  
Membership No. 041157

Sarayu Somaiya  
Director

Rasik Somaiya  
Director

Mumbai, 30<sup>th</sup> May, 2015

Hemang Joshi  
Chief Financial Officer

Nilesh Amrutkar  
Company Secretary

# **UNITED INTERACTIVE LIMITED**

## **CONSOLIDATED FINANCIAL STATEMENTS**

**INDEPENDENT AUDITOR'S REPORT**

**TO THE BOARD OF DIRECTORS OF UNITED INTERACTIVE LIMITED**

**Report on Consolidated Financial Statements**

We have audited the accompanying consolidated financial statements of **UNITED INTERACTIVE LIMITED** ("the Company"), and its subsidiary (collectively referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. The Holding Company's Board of Directors are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

**Auditor's Responsibility**

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

While 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.

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

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

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group at 31<sup>st</sup> March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

### **Report on other Legal Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on the comments in the auditor's report of the Holding Company, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
  - b) In our opinion proper books of account as required by law maintained by the Holding Company, including relevant records relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and records of the Holding Company.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained by the Holding Company including relevant records relating to the preparation of the consolidated financial statements.

- d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2015, taken on record by the Board of Directors of the Holding Company, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) There were no pending litigations which would impact the consolidated financial position of the group.
  - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its Subsidiary Company.

For D. N. Kanabar & Co  
Chartered Accountants  
FRN: 104698W

Deepak Kanabar  
Proprietor  
Membership No.: 41157

Mumbai, 30<sup>th</sup> May, 2015

**ANNEXURE TO INDEPENDENT AUDITORS' REPORT**

Referred to in our Independent Auditor's Report to the members of the Company on the financial statements for the year ended 31 March 2015:

- (i) (a) According to information and explanation given to us, the Subsidiary Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets. The Holding Company does not have any Fixed Assets.
- (b) According to information and explanation given to us, the Fixed Assets of the Subsidiary Company have been physically verified by the Management at reasonable intervals and no material discrepancies were noticed on such verification.
- (ii) (a) According to information and explanation given to us, the Subsidiary Company deals in shares and securities of other companies. The inventory of shares and securities are held in dematerialized form with depositories. In our opinion, the verification of demat statements is done at reasonable intervals by the management. The Holding Company does not hold any inventories.
- (b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management of the Subsidiary Company are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Subsidiary Company has maintained proper records of inventories in the form of demat statements and no material discrepancies were noticed on verification.
- (iii) According to information and explanation given to us, the Holding and its Subsidiary Company have not granted any loan, secured or unsecured, to Companies, Firms and other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to information and explanation given to us, there is an adequate internal control system commensurate with the size and the nature of its business of Holding Company as regard to investment activities and Subsidiary Company as regard to the purchase of shares and securities, fixed assets and for the sale of securities and services. During the course of audit, we have not observed any continuing failure to correct major weakness in internal control system.
- (v) According to information and explanation given to us, the Holding and its Subsidiary Company have not accepted any deposit from the public.
- (vi) According to information and explanation given to us, maintenance of cost records has not been prescribed by the Central Government under section 148(1) of the Companies Act, 2013 to both the Holding and its Subsidiary Company.

- (vii) (a) According to information and explanations given to us and the records examined by us, the Holding and its Subsidiary Company has been generally regular in depositing undisputed statutory dues with appropriate authorities including Provident Fund, Income Tax, Wealth Tax, Service Tax, Cess and any other statutory dues during the year. According to the information and explanation given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at 31<sup>st</sup> March, 2015 for a period of more than six months from the date they become payable.
- (b) According to information and explanation given to us, there are no dues required to be deposited since the Holding and its Subsidiary Company do not have any pending litigation.
- (c) According to information and explanations given to us and the records examined by us, there are no amounts that are due to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (viii) According to information and explanation given to us and in our opinion, *the Holding Company has accumulated losses exceeding fifty percent of its networth at the end of the year.* However, the Subsidiary Company does not have any accumulated losses. Further, both the Companies have not incurred cash losses during the financial year covered by our audit and immediate preceding financial year.
- (ix) According to information and explanation given to us, the Subsidiary Company has taken a cash credit facility from bank and has not defaulted in repayment of dues thereon. However, the Holding Company has not taken any loan from banks, financial institutions and debenture holders.
- (x) According to information and explanation given to us, the Holding and its Subsidiary Company have not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to information and explanation given to us, the Holding and its Subsidiary company has not availed any term loan.
- (xii) According to information and explanation given to us, no fraud on or by the Holding and its Subsidiary Company has been noticed or reported during the year.

For D.N. Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

Deepak Kanabar  
Proprietor  
Membership No.: 041157

Place: Mumbai  
Date: 30<sup>th</sup> May, 2015

**UNITED INTERACTIVE LIMITED**

CIN: L72900MH1983PLC030920

**Consolidated Balance Sheet as at March 31, 2015**

	Note No.	31-Mar-15 ₹	31-Mar-14 ₹
<b>A EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	2	18,310,000	18,310,000
(b) Reserves and surplus	3	140,829,493	117,186,707
		<u>159,139,493</u>	<u>135,496,707</u>
<b>2 Minority Interest</b>		169,256,737	139,974,065
<b>3 Non-current liabilities</b>			
(a) Long Term Borrowings	4	2,000,000	2,500,000
(b) Deferred Tax Liabilities	5	789,788	8,268,706
(c) Other Long Term Liabilities	6	4,345,000	4,239,416
		<u>7,134,788</u>	<u>15,008,122</u>
<b>4 Current liabilities</b>			
(a) Other Current Liabilities	7	919,170	700,378
(b) Short-Term Provisions	8	20,105,000	5,360,000
		<u>21,024,170</u>	<u>6,060,378</u>
<b>TOTAL</b>		<u><b>356,555,189</b></u>	<u><b>296,539,272</b></u>
<b>B ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Fixed assets	9		
(i) Tangible assets		66,150,919	69,118,298
(ii) Intangible assets		-	432,697
(b) Non-current investments	10	98,573,917	39,417,805
(c) Long Term Loans and Advances	11	25,560,733	10,456,143
(d) Other non-current assets	12	35,687,490	42,407,868
		<u>225,973,059</u>	<u>161,832,811</u>
<b>2 Current Assets</b>			
(a) Current investments	13	-	100,733,092
(b) Inventories		115,871,600	-
(c) Cash and cash equivalents	14	9,633,391	10,080,056
(d) Short-term loans and advances	15	2,359,844	22,710,784
(e) Other current assets	16	2,717,295	1,182,529
		<u>130,582,130</u>	<u>134,706,461</u>
<b>TOTAL</b>		<u><b>356,555,189</b></u>	<u><b>296,539,272</b></u>
Significant Accounting Policies	1		
Notes on Financial Statements	22		

As per our Report on Even Date

For D N Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

For and on behalf of the Board

Deepak Kanabar  
Proprietor  
Membership No. 041157

Sarayu Somaia  
Director

Rasik Somaia  
Director

Place: Mumbai  
Date: 30th May, 2015

Hemang Joshi  
Chief Financial Officer

Nilesh Amrutkar  
Company Secretary



**UNITED INTERACTIVE LIMITED****CIN: L72900MH1983PLC030920****Consolidated Statement of Profit and Loss for the year ended March 31, 2015**

	<b>Note No.</b>	<b>31-Mar-15 ₹</b>	<b>31-Mar-14 ₹</b>
Revenue from operations	17	293,596,955	6,535,102
Other income	18	18,471,678	40,897,649
<b>Total Revenue</b>		<b>312,068,632</b>	<b>47,432,751</b>
<b>Expenses:</b>			
Purchases		332,139,984	-
Changes in Inventories		(115,871,600)	-
Employee benefits expenses	19	8,979,460	11,073,556
Finance cost	20	146,503	185,665
Depreciation and amortisation expense	9	5,754,516	2,902,042
Other expenses	21	7,237,875	7,975,346
<b>Total expenses</b>		<b>238,386,737</b>	<b>22,136,609</b>
Profit before tax		<b>73,681,895</b>	<b>25,296,143</b>
Tax expense:			
(1) Current tax		(20,000,000)	(5,200,000)
(2) Taxes of earlier years		(763,334)	(108,987)
(3) Deferred tax		7,478,918	(577,879)
		(13,284,416)	(5,886,866)
<b>Profit for the period before Minority Interest</b>		<b>60,397,479</b>	<b>19,409,276</b>
Minority Interest		29,282,673	9,445,775
<b>Profit for the period after Minority Interest</b>		<b>31,114,807</b>	<b>9,963,501</b>
Earnings per equity share:			
(1) Basic		16.99	5.44
(2) Diluted		16.99	5.44
Significant Accounting Policies	1		
Notes on Financial Statements	22		

As per our Report on Even Date

For D N Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

For and on behalf of the Board

Deepak Kanabar  
Proprietor  
Membership No. 041157

Sarayu Somaiya  
Director

Rasik Somaiya  
Director

Place: Mumbai  
Date: 30th May, 2015

Hemang Joshi  
Chief Financial Officer

Nilesh Amrutkar  
Company Secretary

**UNITED INTERACTIVE LIMITED**

CIN: L72900MH1983PLC030920

Consolidated Cash Flow Statement for the Year Ended 31st March, 2015	31-Mar-15 ₹	31-Mar-14 ₹
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>1 Profit / (Loss) Before Tax</b>	<b>73,681,895</b>	<b>25,296,143</b>
<b>Adjustments for</b>		
Depreciation / Amortisation	5,780,593	2,928,119
Interest Expenses	146,503	185,665
Interest Income	(4,912,532)	(5,073,587)
Dividend Income	(3,727,866)	(2,034,541)
Rent Income	(9,831,280)	(6,770,126)
Profit on sale of Investment	-	(26,762,744)
Loss on sale of Fixed Assets	364,075	95,667
<b>2 Operating Profit before Working Capital Changes</b>	<b>61,501,388</b>	<b>(12,135,405)</b>
<b>Adjustments for</b>		
(Increase) / Decrease in Trade Receivable	-	5,353,064
(Increase) / Decrease in Inventories	(15,138,508)	-
(Increase) / Decrease in Loans and Advances	1,012,968	(6,269,849)
Increase / (Decrease) in Long Term Current Liabilities	105,584	1,002,456
Increase / (Decrease) in Current Liabilities	218,793	(342,657)
<b>3 Net Cash from Operating Activities</b>	<b>47,700,226</b>	<b>(12,392,391)</b>
Less:-		
Direct tax paid	(18,005,294)	(3,834,617)
<b>Net Cash from Operating Activities (A)</b>	<b>29,694,932</b>	<b>(16,227,008)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Movement in other non current assets	6,720,378	5,262,826
Purchase of Fixed Assets	(7,390,238)	(979,296)
Purchase of Investment in property	(736,684)	(2,708,133)
Purchase of Investment in shares	(43,759,931)	(204,180,170)
Sale of Investment in shares	-	196,208,299
Proceeds from Sale of Fixed Assets	876,563	194,300
Interest Income	4,912,532	5,073,587
Dividend Income	3,727,866	2,034,541
Rent Income	9,831,280	6,770,126
<b>Net Cash used in Investing Activities (B)</b>	<b>(25,818,234)</b>	<b>7,676,081</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Repayment of Loans	(500,000)	(500,000)
Interim Dividend paid (including Dividend Tax)	(3,676,860)	(2,240,601)
Interest Expenses	(146,503)	(185,665)
<b>Net cash from/used in Financing Activities (C)</b>	<b>(4,323,363)</b>	<b>(2,926,266)</b>
<b>Net Increase/ (Decrease) in Cash &amp; Cash Equivalents during the year (A+B+C)</b>	<b>(446,665)</b>	<b>(11,477,193)</b>
Cash & Cash Equivalent at the beginning of the year.	<b>10,080,056</b>	<b>21,557,249</b>
<b>Cash &amp; Cash Equivalent at the end of the year</b>	<b>9,633,391</b>	<b>10,080,056</b>

**Notes:**

- The above Cash Flow has been prepared under the "Indirect Method" as set out in the Accounting Standard 3 on Cash Flow
- Cash and Cash Equivalents at the end of the period consist of Cash in hand and Balances with banks and are net of short term loans and advances from bank as follows:

Particulars	31-Mar-15 ₹	31-Mar-14 ₹
Cash, cheques, drafts (in hand)	89,707	55,136
Balances with Schedule Banks	5,115,173	5,823,171
Fixed deposits (Including Interest Accrued but not due)	4,428,511	4,201,749
<b>Total</b>	<b>9,633,391</b>	<b>10,080,056</b>

As per our Report of Even Date  
For D N Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

For and on behalf of the Board

Deepak Kanabar  
Proprietor  
Membership No. 041157

Sarayu Somaiya      Rasik Somaiya  
Director              Director

Place: Mumbai  
Date: 30th May, 2015

Hemang Joshi      Nilesh Amrutkar  
Chief Financial Officer      Company Secretary

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**NOTE NO. 1**

**SIGNIFICANT ACCOUNTING POLICIES:**

- (i) Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the companies. Recognizing this purpose, the company has disclosed only such notes, which fairly present the needed disclosures.
- (ii) The accounting policies of the parent are best viewed in its independent financial statements, Note 1. Differences in accounting policies followed by the subsidiary consolidated have been reviewed and no adjustments have been made, since the impact if these differences is not significant.

**(iii) Principles of Consolidation:**

- (a) The Consolidated Financial Statements (CFS) are prepared in accordance with Accounting Standard on "Consolidated Financial Statements" (AS-21), issued by the Institute of Chartered Accountant of India.
- (b) The CFS is prepared using uniform significant accounting policies, in accordance with the generally accepted accounting policies.
- (b) The CFS comprises the Audited Financial Statements of United Interactive Limited, its subsidiary for the year ended 31<sup>st</sup> March, 2015, which is as under:

**Subsidiary:**

Name of the company	Country of Incorporation	United Interactive's Ownership Interest % as on 31.03.2015
Netesoft India Limited	India	51%

**(iv) Fixed assets / Leased Assets:**

Fixed Assets are stated at cost, less accumulated depreciation. Cost includes taxes, duties, freight and other incidental expenses related to acquisition.

**(v) Borrowing Cost:**

Interest and other costs in connection with the borrowing of the funds to the extent related/attributed to the acquisition/construction of qualifying fixed asset are capitalized up to the date when such fixed assets are ready for the intended use and all other borrowing costs are charged to profit and loss account.

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**(vi) Depreciation / amortization:**

Depreciation on fixed Assets is provided using Written down Value Method based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Depreciation in respect of assets acquired during the year has been provided on pro-rata basis, according to the period each asset is put to use during the year.

**(vii) Impairment:**

Carrying amount of assets is reviewed at the Balance Sheet date if there is indication of impairment based on the internal and external factors.

The assets are treated as impaired when the carrying amount of asset exceeds its recoverable amount. An impairment loss, if any, is charged to the Profit and Loss Account in the year in which the assets are identified as impaired. Reversal of impairment loss recognized in prior years is recorded when there is an indication that impairment loss recognized for the assets no longer exists or has decreased.

**(viii) Investments:**

- a Long Term Investments are stated at cost. Provision for diminution in the value of long term investment is made only if; such a decline in the opinion of the management is other than temporary.
- b Investments include shares and securities purchased with the intension of holding them as investments as per Board resolutions.

**(ix) Inventories:**

Inventories are valued at Cost.

**(x) Revenue recognition:**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

Sale of Product: Income is recognized when the website / product is delivered in accordance with the terms of the Agreement / MOU.

Income is recognized when the securities are sold through recognized stock exchange.

Dividend income is accounted on receipt basis and other income on accrual basis.

**UNITED INTERACTIVE LIMITED**
**CIN: L72900MH1983PLC030920**
**Notes Forming Part of the Consolidated Financial Statements for the Year Ended 31st March, 2015**

<b>NOTE 2 - SHARE CAPITAL</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b>Equity Share Capital</b>		
<b>Authorised :</b>		
<b>25,00,000 Equity shares of ₹.10/- each</b>	25,00,000	25,00,000
(Previous year 25,00,000 Equity Shares of ₹10/- each)		
<b>50,000 4% Cumulative Redeemable Non convertible Preference Shares of ₹.100/- each</b>	5,00,000	5,00,000
(Previous Year 50000 4% Cumulative Redeemable Non convertible Preference Shares of ₹100/- each)		
	<b>30,00,000</b>	<b>30,00,000</b>
<b>Issued, Subscribed and Paid-up :</b>		
18,31,000 (Prev. 18,31,000) Equity shares of ₹.10/- each fully paid up	18,31,000	18,31,000
	<b>18,31,000</b>	<b>18,31,000</b>

**NOTE 2.1**
**Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

	<b>31-Mar-15</b>		<b>31-Mar-14</b>	
	<b>In Nos.</b>	<b>₹</b>	<b>In Nos.</b>	<b>₹</b>
At the beginning of the Period	1,831,000	18,310,000	1,831,000	18,310,000
Issue During the Period	-	-	-	-
Outstanding at the end of the period	<b>1,831,000</b>	<b>18,310,000</b>	<b>1,831,000</b>	<b>18,310,000</b>

**NOTE 2.2**
**Details of shares held by each shareholder holding more than 5% shares:**

<b>Name of Shareholder</b>	<b>31-Mar-15</b>		<b>31-Mar-14</b>	
	<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
1) Sarayu Somaiya	1,278,530	69.83%	1,278,530	69.83%

**NOTE 2.3**
**Terms/rights attached to equity shares**

The company has only one class of shares having a par Value At ₹10/- per share. Each holder of equity shares is entitled to one vote per share.

<b>NOTE 3: RESERVES AND SURPLUS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b>(A) General Reserve at the beginning of the year</b>	2,505,401	2,148,401
Add: Transfer from P&L	1,530,000	357,000
<b>General Reserve at the end of the year</b>	<b>4,035,401</b>	<b>2,505,401</b>
<b>(B) Loss at the beginning of the year</b>	4,801,706	(2,564,194)
Add: Profit after tax for the year	31,114,807	9,963,501
Less: Adjustment relating to Fixed Assets	3,795,161	-
Less: Transfer to General Reserve	1,530,000	357,000
Less: Interim Dividend including dividend distribution tax	3,676,860	2,240,601
<b>Surplus at the end of the year</b>	<b>26,914,492</b>	<b>4,801,706</b>
<b>(C ) Security Premium</b>	2,320,000	2,320,000
<b>(D) Capital Reserve</b>	107,559,600	107,559,600
<b>Total</b>	<b>140,829,493</b>	<b>117,186,707</b>

<b>NOTE 4: LONG TERM BORROWINGS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Loan from Director	2,000,000	2,500,000
<b>Total</b>	<b>2,000,000</b>	<b>2,500,000</b>

Note:

- 1) Name: Sarayu Somaiya
- 2) Repayment on demand
- 3) Rate of Interest @ 6.00% p.a.

NOTE 5: DEFERRED TAX LIABILITIES		31-Mar-15	31-Mar-14
		₹	₹
Deferred Tax Liability			
Accumulated Depreciation		789,788	8,268,706
<b>Total</b>		<b>789,788</b>	<b>8,268,706</b>
NOTE 6: OTHER LONG TERM LIABILITIES		31-Mar-15	31-Mar-14
		₹	₹
Security Deposit - Rent		4,345,000	4,239,416
<b>Total</b>		<b>4,345,000</b>	<b>4,239,416</b>
NOTE 7: OTHER CURRENT LIABILITIES		31-Mar-15	31-Mar-14
		₹	₹
For Expenses		642,670	604,927
For Others		276,500	95,451
<b>Total</b>		<b>919,170</b>	<b>700,378</b>
NOTE 8: SHORT TERM PROVISIONS		31-Mar-15	31-Mar-14
		₹	₹
Provision for Taxation		20,105,000	5,360,000
<b>Total</b>		<b>20,105,000</b>	<b>5,360,000</b>
NOTE 10: NON-CURRENT INVESTMENTS		31-Mar-15	31-Mar-14
		₹	₹
<u>I) Unquoted Investment</u>			
<b>a) Investment property</b>			
(i) Flats:		31,615,267	16,193,008
(ii) Offices:		2,258,501	2,284,578
		<b>33,873,768</b>	<b>18,477,586</b>
<b>b) Investments in Equity Instruments</b>			
Indian Market Watch. Com P Ltd	150,000	1,500,000	150,000
Toral Farms Pvt. Ltd.	500,000	5,000,000	500,000
		<b>6,500,000</b>	<b>6,500,000</b>
<b>Total (a) + (b)</b>		<b>40,373,768</b>	<b>24,977,586</b>
<u>II) Quoted Investment</u>			
<u>Investments in bonds / Shares</u>			
8.20% NHAI Bonds (10 years)	4,000	4,119,705	4,000
8.30% NHAI Bonds (15 years)	4,000	4,145,498	4,000
8.20% PFC Bonds (10 years)	1,000	1,027,157	1,000
8.30% PFC Bonds (15 years)	1,000	1,033,644	1,000
8.00% Indian Railway Bonds (10 years)	1,544	1,563,615	1,544
8.10% Indian Railway Bonds (15 years)	1,544	1,550,600	1,544
8.51% HUDCO Bonds (15 years)	1,000	1,000,000	1,000
6.00 % Zee Entertainment (Pref. Shares)	20,835,000	17,412,099	-
HDFC Ltd. Shares (Equity Shares)	25,000	26,347,832	-
		<b>58,200,150</b>	<b>14,440,219</b>
<b>Total (I) + (II)</b>		<b>98,573,917</b>	<b>39,417,805</b>
Aggregate cost of unquoted investments		6,500,000	6,500,000
Aggregate cost of quoted investments		58,200,150	14,440,219
Aggregate market value of quoted investments		65,446,760	14,497,986

<b>NOTE 11: LONG TERM LOANS AND ADVANCES</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
( Unsecured, considered good )		
Advance Tax (Inculuding Refund Due)	24,030,164	10,078,522
Security Deposits	1,530,570	377,621
<b>Total</b>	<b>25,560,733</b>	<b>10,456,143</b>

<b>NOTE 12: OTHER NON-CURRENT ASSETS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
( Unsecured, considered good )		
Fixed Deposits	19,250,283	25,745,858
Interest accrued on Fixed Deposit	10,247,909	10,707,810
Advance against Property (Flat No.203, Maple Viva, Ulwe)	3,094,649	2,977,100
Advance against Property (Flat No.202, Maple Viva, Ulwe)	3,094,649	2,977,100
<b>Total</b>	<b>35,687,490</b>	<b>42,407,868</b>

**NOTE 11.1**

\*(The Company has cash credit facility of Rs. 142.5 Lacs secured against fixed deposits of Rs. 150 Lacs.)

(The above fixed deposits are due for maturity after more than 12 months from the balance sheet date)

<b>NOTE 13: CURRENT INVESTMENTS</b>	<b>No. of</b>	<b>31-Mar-15</b>	<b>No. of</b>	<b>31-Mar-14</b>
	<b>Shares</b>	<b>₹</b>	<b>Shares</b>	<b>₹</b>
<b>Quoted Investment</b>				
Investments in Equity Instruments				
Action Construction Equipment Ltd	-	-	675,000	7,567,184
Aditya Birla Nuvo Ltd	-	-	3,000	2,403,497
Country Club (India) Ltd	-	-	309,656	2,874,808
Firstsource Solutions Ltd	-	-	200,000	2,211,281
Future Lifestyle Fashions Ltd.	-	-	7,843	2,444,236
Gabriel India Ltd	-	-	100,000	2,312,007
Godrej Properties Ltd	-	-	50,000	8,723,538
Greaves Cotton Ltd	-	-	25,000	1,611,274
GVK Power & Infrastructure Ltd	-	-	250,000	2,272,441
HDFC Bank Ltd	-	-	2,000	1,285,817
Heidelberg cement India Ltd	-	-	80,000	2,784,944
Himatsingka Seide Ltd	-	-	292,951	10,278,904
Indiabulls Power Ltd	-	-	200,000	1,758,966
Network18 Media & Investments Ltd	-	-	50,000	1,711,573
Nitesh Estates Ltd	-	-	600,000	8,218,601
Oberoi Realty Ltd	-	-	10,000	1,915,160
Pantaloons Fashion & Retail Ltd	-	-	4,706	-
Polaris Financial Technology Ltd	-	-	5,000	669,403
Sanjivani Paranteral Ltd.	-	-	15,000	511,500
Srei Infrastructure Finance Ltd	-	-	1,000,000	22,715,480
Sterlite Technologies Ltd	-	-	400,000	9,110,336
Subros Ltd	-	-	50,000	2,258,158
Texmaco Rail & Engineering Ltd	-	-	117,960	5,093,983
<b>Total</b>	<b>-</b>	<b>-</b>	<b>4,448,116</b>	<b>100,733,092</b>

Aggregate cost of quoted investments	-	<b>100,733,092</b>
Aggregate market value of quoted investments	-	<b>118,736,000</b>

<b>NOTE 14: CASH AND CASH EQUIVALENTS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Balance with Banks in Current Accounts	5,115,173	5,823,171
Cash on hand	89,707	55,136
Fixed Deposits	4,000,222	3,560,973
Interest Accured on Fixed Deposit	428,289	640,776
<b>Total</b>	<b>9,633,391</b>	<b>10,080,056</b>

**NOTE 14.1**

\*(The above Fixed Deposits are due for maturiry within12 months from the balance sheet date.)

<b>NOTE 15: SHORT TERM LOANS AND ADVANCES</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
<b>Unsecured, considered good</b>		
Other loans and advances	2,359,844	22,710,784
<b>Total</b>	<b>2,359,844</b>	<b>22,710,784</b>
<b>NOTE 16: OTHER CURRENT ASSETS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Prepaid Expenses	2,717,295	1,182,529
<b>Total</b>	<b>2,717,295</b>	<b>1,182,529</b>
<b>NOTE 17: REVENUE FROM OPERATIONS</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Sale of services	72,000	6,535,102
Sale of Shares	293,524,955	-
<b>Total</b>	<b>293,596,955</b>	<b>6,535,102</b>
<b>NOTE 18: OTHER INCOME</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Interest Income	4,912,532	5,073,587
Dividend Income:	3,727,866	2,034,541
Net gain / (Loss) on sale of investments	-	26,762,744
Rent received	9,831,280	6,770,126
Foreign Fluctuation	-	256,651
<b>Total</b>	<b>18,471,678</b>	<b>40,897,649</b>
<b>NOTE 19: EMPLOYEE BENEFITS EXPENSES</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Salaries and wages	5,523,445	8,941,750
Director Remuneration	2,262,750	1,358,980
Staff welfare expenses	163,787	194,128
Gratuity Expenses	825,214	328,533
Employees Welfare Fund Contribution	204,264	250,165
<b>Total</b>	<b>8,979,460</b>	<b>11,073,556</b>
<b>NOTE 20: FINANCE COST</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Bank Interest	3,901	5,665
Interest on Unsecured Loan	142,602	180,000
<b>Total</b>	<b>146,503</b>	<b>185,665</b>
<b>NOTE 21: OTHER EXPENSES</b>	<b>31-Mar-15</b>	<b>31-Mar-14</b>
	<b>₹</b>	<b>₹</b>
Power and fuel	100,093	320,887
Repairs to buildings	1,315,015	2,179,552
Repairs to machinery	45,981	225,454
Payments to the auditor		
As Auditors:		
Audit Fee	400,000	425,000
Tax Audit	75,000	-
Limited Review	110,000	110,000
Other Services (Certification Fee)	75,000	232,500
Service tax	88,136	94,863
Communication Expenses	310,067	455,515
Expenses - Investment (Flat)	217,457	111,066
Professional Fees	379,056	107,708
Vehicle Maintenance Expenses	1,052,451	1,450,222
Miscellaneous Expenses	3,069,620	2,262,578
<b>Total</b>	<b>7,237,875</b>	<b>7,975,346</b>



**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**  
**NOTE 9 : Fixed Assets as at March 31, 2015**

	Gross Block as at 2014	Additions	Deletions/ Adjustments	Gross Block as at March 31, 2015	Depreciation upto March 31, 2014	Depreciation for the year	Depreciation on deductions	Depreciation upto March 31, 2015	Net Block as at March 31, 2015	Net Block as at March 31, 2014
<b>Tangible Assets</b>										
Furniture & Fixtures	3,761,672	-	17,806	3,743,866	2,574,393	413,898	920	2,987,371	756,495	1,187,279
Motor Car	6,185,478	7,249,775	4,254,704	9,180,549	3,539,172	1,118,261	3,015,509	1,641,924	7,538,625	2,646,306
Office Equipment	2,449,306	94,163	574,699	1,968,770	1,409,514	294,455	-	1,703,969	264,801	1,039,792
Computers	3,681,187	40,800	176,762	3,545,225	3,219,099	186,318	-	3,405,417	139,808	462,088
Networking Equip	737,862	5,500	18,471	724,891	709,951	4,940	-	714,891	10,000	27,911
UPS/Batteries	1,073,715	-	19,052	1,054,663	1,025,978	11,027	-	1,037,005	17,658	47,737
Electrical Installations	3,481,050	-	29,888	3,451,162	1,882,977	580,957	-	2,463,933	987,229	1,598,073
<b>Total</b>	<b>21,370,269</b>	<b>7,390,238</b>	<b>5,091,381</b>	<b>23,669,125</b>	<b>14,361,083</b>	<b>2,609,856</b>	<b>3,016,429</b>	<b>13,954,509</b>	<b>9,714,616</b>	<b>7,009,186</b>
<b>Building - Office Premises</b>										
Office, MBP	13,636,320	-	-	13,636,320	1,321,635	679,506	-	2,001,141	11,635,179	12,314,685
Office (Technocity)	49,944,259	-	-	49,944,259	2,677,981	2,465,154	-	5,143,135	44,801,124	47,266,278
Leasehold Improvements	3,670,819	-	2,528,149	1,142,670	1,142,670	-	-	1,142,670	-	2,528,149
<b>Total</b>	<b>67,251,398</b>	<b>-</b>	<b>2,528,149</b>	<b>64,723,249</b>	<b>5,142,286</b>	<b>3,144,660</b>	<b>-</b>	<b>8,286,946</b>	<b>56,436,303</b>	<b>62,109,112</b>
<b>Total Tangible Assets</b>	<b>88,621,666</b>	<b>7,390,238</b>	<b>7,619,530</b>	<b>88,392,374</b>	<b>19,503,369</b>	<b>5,754,516</b>	<b>3,016,429</b>	<b>22,241,455</b>	<b>66,150,919</b>	<b>69,118,298</b>
<b>Intangible Assets</b>										
Computer Software	3,333,298	-	432,697	2,900,601	2,900,601	-	-	2,900,601	-	432,697
<b>Total Intangible Assets</b>	<b>3,333,298</b>	<b>-</b>	<b>432,697</b>	<b>2,900,601</b>	<b>2,900,601</b>	<b>-</b>	<b>-</b>	<b>2,900,601</b>	<b>-</b>	<b>432,697</b>
<b>Grand Total</b>	<b>91,954,964</b>	<b>7,390,238</b>	<b>8,052,227</b>	<b>91,292,975</b>	<b>22,403,970</b>	<b>5,754,516</b>	<b>3,016,429</b>	<b>25,142,056</b>	<b>66,150,919</b>	<b>69,550,995</b>
<b>Previous Year</b>	<b>92,414,600</b>	<b>979,296</b>	<b>1,438,932</b>	<b>91,954,964</b>	<b>20,650,893</b>	<b>2,902,042</b>	<b>1,148,965</b>	<b>22,403,970</b>	<b>69,550,995</b>	<b>71,763,708</b>

**NOTE NO. 22**

**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**

- (i) The Company has Cash Credit facility of ₹ 142.5 Lacs secured against fixed deposits of ₹150 Lacs. Out of ₹ 142.5 Lacs the Company has utilized ₹ 33 Lacs during the year.

**(ii) Income / Expenditure in Foreign Exchange:**

Particulars	Foreign Currency (USD)		₹ (in Lacs)	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Income in Foreign Currency	Nil	1,13,050	Nil	65.35
Expenditure in Foreign Currency	Nil	Nil	Nil	Nil

**(iii) Depreciation**

Pursuant to the guidelines under schedule II of the Companies Act, 2013, the carrying amount of the assets as on April 1, 2014 has been depreciated over the remaining useful life of the assets. Consequently, depreciation for the year ended March 31, 2015 is higher by ₹ 30.16 Lacs respectively and the profit before tax is lower to that extent. Further, an amount of ₹ 37.95 Lacs representing the carrying amount of assets with useful life as nil, has been charged to the opening reserves as on April 1, 2014. Further, amount of assets of ₹ 419.46 Lacs given on rent that are not entitled to depreciation as per Income Tax Act, 1961 has been considered as permanent difference.

**(iv) Business Activity and Investments**

During the year the Company has decided to actively deal / trade in shares and securities of other Companies. Accordingly, opening stock of investment as on April 1, 2014 has been converted into stock in trade.

The Company shall continue to carry on investment activity in the stocks decided by the Company from time to time.

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**(v) Related Party Discloser as per AS – 18 are as follows:**

a) Parties, which significantly influence the Company	Smt. Sarayu Somaiya
b) Parties, which are significantly influenced by the Company	Nil
c) Entities controlled by Directors or their relatives	1. Netesoft India Limited
	2. Ganesh Keshav Securities Pvt. Ltd.
	3. Span Capital Services Pvt. Ltd.
	4. India Technology Investments Pvt. Ltd.
	5. Soft Circuit.Com (India) Pvt. Ltd.
	6. India Internet Investments Pvt. Ltd.
	7. India Market Watch Pvt. Ltd.
	8. Toral Farms Pvt. Ltd.
d) Key Managerial Person	1. Smt. Sarayu Somaiya – Director
	2. Shri Rasiklal Somaiya – Director

e) Transactions with related parties during the year:

**(i)**

**Amount (₹)**

Name of Party	Year ended	Director Sitting Fees	Director Remuneration
Hemang Joshi (Director)	31.03.2015	-	8,50,500
	31.03.2014	-	5,63,640
Rasiklal Somaiya (Director)	31.03.2015	10,000	-
	31.03.2014	25,000	-
Sarayu Somaiya (Director)	31.03.2015	10,000	14,12,250
	31.03.2014	25,000	7,95,340

**(ii)**

Name of Party	Nature of Transaction	Year ended	Volume of Transaction (Amount in Rupees)	Outstanding Balance as on 31 <sup>st</sup> March 2015 (Unsecured loan)
Sarayu Somaiya (Director)	Repayment of Loan	31.03.2015	5,00,000	20,00,000
		31.03.2014	5,00,000	25,00,000

**UNITED INTERACTIVE LIMITED**  
**CIN: L72900MH1983PLC030920**

**(vi) Employee Benefits**

- i) Contribution to the Employees Provident Funds is made at a predetermined rate.
- ii) On account of Defined Contribution Plan, the Company has charged the following Amounts in the Profit and Loss Account:

<b>Particulars</b>	<b>31-Mar-15 ₹</b>	<b>31-Mar-14 ₹</b>
Provident Fund	2,04,264	2,50,165
Gratuity*	8,25,214	3,28,533
<b>Total</b>	<b>10,29,478</b>	<b>5,78,698</b>

\* The company is not in possession of the information required to be disclosed as per Accounting Standard 15.

- (vii)** Previous period figure have been recast or regrouped to confirm to the classification of the current period.

As per our report of even date  
For D. N. Kanabar & Co.  
Chartered Accountants  
(FRN 104698W)

For and on behalf of the Board

Deepak Kanabar  
Proprietor  
Membership No. 41157

Sarayu Somaiya  
Director

Rasik Somaiya  
Director

Mumbai, 30<sup>th</sup> May, 2015

Hemang Joshi  
Chief Financial Officer

Nilesh Amrutkar  
Company Secretary

**UNITED INTERACTIVE LIMITED****CIN: L72900MH1983PLC030920**

Registered Office: Office No.304, Maker Chambers V, Nariman Point, Mumbai – 400 021.

**ATTENDANCE SLIP**

I / We, being the Registered Shareholder / Proxy for the Registered Shareholder\* of the Company, hereby record my / our presence at the 32<sup>nd</sup> Annual General Meeting of the Company held on Friday, September 18, 2015 at 9.30 a.m. at Kilachand Conference Room, Second Floor, IMC Building, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra and at any adjournment(s) thereof.

Full Name & Registered Address of the Member	
Full Name of the Proxy	
Folio No. / DP Id – Client Id*	
No. of Equity Shares held	

\* Strike whichever is not applicable

Member's/Proxy's Signature \_\_\_\_\_

Note: Shareholder / proxy holder wishing to attend the meeting must handover the duly signed attendance slip at the entrance.

**UNITED INTERACTIVE LIMITED****CIN: L72900MH1983PLC030920**

Registered Office: Office No.304, Maker Chambers V, Nariman Point, Mumbai – 400 021.

**PROXY FORM**

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being member / members of United Interactive Limited hereby appoint(s) \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ of failing him / her \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the 32<sup>nd</sup> Annual General Meeting of the Company to be held on Friday, September 18, 2015 at 9.30 a.m. Kilachand Conference Room, Second Floor, IMC Building, IMC Marg, Churchgate, Mumbai 400 020, Maharashtra in respect of following resolutions.

\* I wish my/our above Proxy to vote in the manner as indicated in the box below:

No.	Resolutions	For	Against
1	To receive, consider and adopt the Balance Sheet for the year ended March 31, 2015 and the Statement of Profit & Loss Account as on that date together with reports of the Directors and the Auditors thereon and the Consolidated Financial Statements for year ended March 31, 2015 along with the Auditors' Report thereon		
2	Appointment of M/s. D N Kanabar & Co, Chartered Accountants, as Statutory Auditors and fixing their remuneration.		
3	Re-appointment of Mr Rasik Somaiya, as Director who retires by rotation		
4	Appointment of Mr Nishant Upadhyay as an Independent Director of the Company.		
5	To increase borrowing powers of the company		
6	To create Charge/Mortgage on the assets of the company		

\*This is optional

Signed the \_\_\_\_\_ day of \_\_\_\_\_ 2015

Folio No/DP ID/Client ID: \_\_\_\_\_

Shareholder

No. of Shares held: \_\_\_\_\_

Signature of Proxy: \_\_\_\_\_

Signature of

Re.1 Revenue Stamp
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Note: The proxy form duly completed must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding of the meeting. The proxy need not be a member of the Company



# 32<sup>nd</sup>

ANNUAL REPORT 2014-2015



**United Interactive Limited**

304, Maker Chambers V,  
Nariman Point, Mumbai 400 021

Tel No.2204 0729

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