

- UNNO INDUSTRIES LIMITED
- ANNUAL REPORT
- 2012 - 2013

UNNO





UNNO INDUSTRIES LIMITED

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UNNO INDUSTRIES LIMITED

BOARD OF DIRECTORS

Bhairu Ratan Ojha
Chairman & Managing Director

Alok Todi
Executive Director

Pradeep Patni
Director

Jai Prakash Gupta
Director

PRAVEEN SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER

STOCK EXCHANGES

THE BOMBAY STOCK EXCHANGE (BSE)
THE M.P.STOCK EXCHANGE (MPSE)

REGISTERED OFFICE

OFFICE NO. 213, RELIABLE BUSINESS CENTRE
OSHIWARA, JOGESHWARI (WEST)
MUMBAI - 400053

STATUTORY AUDITORS
Sanjay N. Shah & Co.
Chartered Accountants
FRN NO. 124897W

REGISTRARS AND SHARE TRANSFER AGENTS

Purva Sharegistry (India) Pvt.Ltd
Unit No. 9, Shiv Shakti Industrial Estate
J.R.Boricha Marg, Opp Kasturba Hospital Lane
Lower Parel (E)
Mumbai – 400 011

BANKERS

HDFC Bank Ltd
Axis Bank Ltd.
YES Bank Ltd.



Notice is hereby given that the 21st Annual General Meeting of the members of **Unno Industries Limited** will be held at Registered office at Office No. 213, Reliable Business Centre, Oshiwara, Jogeshwari (West), Mumbai (Maharashtra) - 400053 on **30th September' 2013, Monday at 3.00 P.M** to transact the following business :

I. ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2013 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Mr. Pradeep Patni, Director who retires by rotation and being eligible offer himself for re appoint.
3. To appoint M/s Sanjay N. Shah, Chartered Accountant as the Auditors of the company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and fix their remuneration.

II. SPECIAL BUSINESS :

4. Re-appointment of Mr. Bhairu Ratan Ojha as an Independent Director.

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

“RESOLVED THAT Mr. Bhairu Ratan Ojha, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 22/07/2013 and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company liable to retire by rotation.”

5. Re Appointment of Bhairu Ratan Ojha as Managing Director.

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 provision of sections 198, 269,309,310 and 317 read with schedule XIII and other applicable provisions, if any, of the Companies Act (Including any statutory modification(s) or re enactment thereof for the time being in force) and pursuant to the provisions of the Articles of Association of the company and subject to such other approvals as may be required, approval of the company be and is hereby accorded to the re-appointment of Mr. Bhairu Ratan Ojha as Managing Director of the company, for the period of five years with effect from 22nd July, 2013, on the terms and conditions as decided by the board of directors of the company.”

For and on behalf of the Board

Sd/-

Bhairu Ratan Ojha
Managing Director

Mumbai, Dated 30/05/2013



Notes :

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a member. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.**
2. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956, setting out all material facts in respect of item no 4 & 5 of the notice is attached and the statement of particulars of the directors seeking appointment under clause 49 of the listing agreement is enclosed.
3. Register of Members shall be closed from **26th September, 2013 to 30th September, 2013** (Both days inclusive).
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the office of the Company well in advance so that the same are received at least Ten days before the date of the meeting to enable the Management to keep the information readily available at the meeting to the best extent possible.
5. Members are requested to bring at the meeting with them the printed Annual Accounts & Reports being sent to them along with the notice to avoid inconvenience.
6. Members are also requested to dematerialize their shares as the company has opted for the dematerialization of shares of the company and the ISIN number of the company is INE142N01023.
7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.
8. Members are requested to notify immediately any change in their address to the Company with their respective folio numbers and number of shares held details.
9. As per the provisions of the Companies Act., 1956 (As amended), the facility for making nominations is now available to individuals holding shares in the company. Those who desire to avail this facility may send their requests for nomination in prescribed Form 2B duly filled in and signed to the company.

EXPLANATORY STATEMENT IN TERMS OF SECTION 173 OF THE COMPANIES ACT, 1956.

ITEM NO. : 4

The Board has appointed Mr. Bhairu Ratan Ojha as Additional Directors on the Board in their meeting held on 22/07/2013. According to Section 260 of the companies Act, 1956 the term of appointment of Additional Director is upto the Annual General Meeting. Therefore, term of Mr Bhairu Ratan Ojha as Additional Directors expires at the ensuing 21st Annual General Meeting of the Company.

As required by Section 257 of the Act, a notice has been received from members signifying their intention to propose appointment of Mr. Bhairu Ratan Ojha as Independent Directors of the company along with a deposit of Rs 500 each. The Board considers it desirable that the company should continue to avail itself of their services to adhere better Corporate Governance.

ITEM NO. : 5

Shri Bhairu Ratan Ojha who was appointed as Managing Director of the company on 22.07.2013 and whose term of office expires at this Annual General Meeting and in respect of him Shri Jai Prakash Gupta proposed the name of Shri Bhairu Ratan Ojha, as candidature for appointment as Managing Director of the company in terms of section 269 read with schedule XIII of the Companies Act, 1956 and subject to the provisions of Sections 198, 309,314 and other applicable provisions, if any of the Companies Act,



UNNO INDUSTRIES LIMITED

1956 and subject to provisions of article of association of the Company, signifying his intention

to propose Shri Bhairu Ratan Ojha as a candidate for the post of Managing Director of the Company for the period of 5 (Five) years from 22.07.2013 of the company.

The Directors recommend the Ordinary Resolution for your approval.

None of the Directors except Mr. Bhairu Ratan Ojha is in any way concerned or interested in the resolution.

You are requested to consider and pass with or without modification the resolution as an "Ordinary Resolution".

Except Mr. Bhairu Ratan Ojha no other directors are interested in the resolution.

For and on behalf of the Board

Sd/-

Bhairu Ratan Ojha
Managing Director

Mumbai, Dated 30/05/2013

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE FORTCOMING ANNUAL GENERAL MEETING.

(Pursuant to clause 49 of the Listing Agreement)

Name of the Director	Mr. Bhairu Ratan Ojha
Date of Birth	3 RD March , 1978
Date of Appointment	22.07.2013
Expertise in specific Functional Area	Investment and Finance
Qualification	B.Com (Graduate)
Public Cos. In which Directorship held as on date of appointment	None
Membership in Committees	Four



DIRECTORS' REPORT

Your directors have pleasure in presenting the 21st Annual Report together with the audited financial results for the period ended on 31st March, 2013

FINANCIAL
(Rs. in Lacs)

PERFORMANCE

Particulars	Year Ended 31.03.2013	Year Ended 31.03.2012
Income	64.92	66.93
Profit before Taxation	10.89	10.43
Provision for Taxation	3.36	0.10
Profit/Loss for the year	7.51	6.54
Provision for Deferred Tax	0.01	3.88
Profit/Loss for the Year	7.51	6.54
Earnings Per Share (EPS)	0.01	0.10

FINANCIAL HIGHLIGHTS AND OPERATIONS

The Total Income of the company for the year ended 64.92 Lacs. The Profit before tax stood at 10.89 Lacs and Profit after tax for the year ended under review stood at 7.51 Lacs. On consolidated basis the total income of your company and its subsidiaries stand at 550.24 Lacs. The consolidated profit before tax (PBT) stands at 15.08 Lacs. The consolidated profit after tax (PAT) stood at 10.30 Lacs. The earning per shares (EPS), on the equity shares having face value of Rs 1/- stands at 0.0024 Considering the total equity capital of 4264.2875.

DIVIDEND

Your directors regret their inability to recommend any dividend for the year considering inadequate profits during the year.

SCHEME OF AMALGAMATION

Basukinath RealEstate Limited, Baviscon Vincom Limited and Pinnacle VIntrade Limited have been amalgamated with the Company with effect from 31st March, 2013 in terms of Scheme of Amalgamation sanctioned by the Hon'ble High Court of Judicature at Bombay vide order dated 28th January, 2013.

SUBSIDIARIES

During the year under review the Board has adopted Richway Enterprises Pvt Ltd and Livin Dragons Entertainment Pvt Ltd as the subsidiary of the company.

In view of the general exemption granted by the Ministry of Corporate Affairs, the annual accounts of the subsidiary companies are not required to be attached to your Company's Accounts.



The Board of Directors of your company in their meeting held on 30th May, 2013 has given their consent, for not attaching the Annual Accounts of the subsidiary with that of the Company, Accordingly annual financial statement of the Subsidiary Companies and other documents required to be attached under section 212 (1) of the Companies Act, 1956 to the Balance sheet of the company are not attached. However, these documents shall be made available upon request to any members of the Company interested in obtaining the same also be kept for inspection at the Registered Office of your Company and that of Subsidiary Companies concerned, Further the financial data of Subsidiary Companies has been furnished along with the statement pursuant to Section 212 of the Companies Act, 1956 forming part of this Annual Report.

CONSOLIDATED FINANCIAL STATEMENTS

The Audited Consolidated Financial Statements of your Company are prepared in accordance with the Accounting Standard (AS) 21 on "Consolidated Financial Statements" read with Accounting Standards Rules as applicable.

DEPOSITS

Your Company has not accepted any Deposit within the meaning of Section 58A of the Companies Act, 1956 and rules made there under during the year under review.

AUDITORS & AUDITORS' REPORT

The Auditors' Report given elsewhere in the annual report is self explanatory and does not call any explanation from the Board. **M/s. Sanjay N. Shah & Co. Chartered Accountants**, auditor of the company hold office until the conclusion of ensuing Annual General Meeting.

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

Particulars under Companies (Disclosure of particulars in the report of Directors) Rules, 1988 on conservation of energy and technology absorption are NIL.

PERSONNEL

The Company did not have any employee drawing salary in excess of limit prescribed, as such no particulars as required by provisions of Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules 1975, as amended is furnished.

ADDITIONAL INFORMATION

Part A and part B of the Particulars required to be furnished under the companies (disclosure of particulars in the report of Board of Directors) Rules, 1988 are Nil. There were no foreign exchange earnings and out go during the year.

DIRECTORS

During the year Mr. Narendra Kumar Gangwal, Managing Director of the company, have resigned from the office of the Board of directors on 30th May, 2013 due to their own other occupation.



And also Mr. Pawan Dalmia, Managing Director of the company, have resigned from the office of the Board of Directors on 22nd July, 2013 due to their own other occupation.

Your board acknowledges their contribution and co-operation extended during their tenure.

Mr. Bhairu Ratan Ojha, has been appointed as Additional Director and also the Managing Director of the company on 22/07/2013 as Independent director to feel the vacancy caused by Mr. Pawan Dalmia.

Mr. Pradeep Patni , Independent Director is retiring director by rotation and being eligible offer himself for re-appointment in ensuing annual general meeting.

Mr. Bhairu Ratan Ojha, additional directors and also the Managing Director of the company, being eligible offer themselves for re-appointment in ensuing annual general meeting.

Your directors recommend for the appointment.

CORPORATE GOVERNANCE

Report on corporate governance as required under clause 49 of the Listing Agreement entered into with the stock exchanges is given separately. A certificate from the auditors of the company regarding compliance of the conditions of corporate governance is also attached with the report.

DIRCTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 217(2AA) of the Companies Act, 1956 your directors confirm that:

- 1. In the preparation of annual accounts, the accounting standards issued by The Institute of Chartered Accountants of India and the requirements of the Companies Act, 1956, to the extent applicable to the company.*
- 2. 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 affair of the company at the end of the financial year 2011-12 and of the Loss of the company for that period.*
- 3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.*
- 4. The directors have prepared the annual accounts on a going concern basis.*



ACKNOWLEDGEMENT

Your Directors would like to express their appreciation of the co-operation and assistance received from the shareholders, bankers and other business constituents during the year under review.

For and on behalf of the Board

Sd/-

*Bhairu Ratan Ojha
Managing Director*

Mumbai, Dated 30/05/2013



REPORT ON CORPORATE GOVERNANCE

The era of Good Corporate Governance came into existence with the insertion of clause 49 of the Listing agreement. Your company believes in attainment of highest levels of transparency in all facets of its operations. the company is committed to maximize the shareholders value by adopting the principle of good Corporate Governance in line with provision stipulated in the Listing agreement.

Board of Directors

TABLE – 1

The constitution of the board and attendance records is given below :

Name of Director	Category	Effective Date	Cessation Date	Number of outside Directorship held*	Number of membership on Board Committees
Shri Bhairu Ratan Ojha	M.D.	22/07/2013	N.A	0	3
Shri Alok Todi	Whole Time	29/02/2012	N.A	0	3
Shri Jai Prakash Gupta	Independent	28/09/2012	N.A	0	3
Shri. Pradeep Patni	Independent	30/09/2008	N.A	0	3
Shri Pawan Dalmia	M.D	29/02/2012	22/07/2013	0	N.A
Shri Narendra Kumar Gangwal	M.D	20/09/2000	30/05/2013	0	N.A

*This Exclude directorships held in foreign companies, private companies and alternate directorship, if any.

Audit Committee

During the period 6 meeting were held. One of which was before finalization of accounts for the year 2013. The said meetings were held on **11.05.2012, 10.08.2012, 20.09.2012, 08.11.2012, 11.02.2013, 28.05.2013.**

The terms of reference, role and scope were in line with those prescribed by Clause 49 of the Listing Agreement with the Stock Exchanges. The Company also complies with the provisions of section 292A of the Companies Act, 1956 pertaining to audit committee and its functioning.

Terms of reference of the audit committee include a review of:

- Financial reporting process
- Draft financial statement and auditor’s report (before submission to the Board)
- Accounting policies and practices
- Internal controls and internal audit systems
- Risk management policies and practices
- Related party transactions.

The role of the audit committee includes recommending the appointment and removal of external auditor discussion of audit plan, fixation of audit fee and also approval for payment of any other services.

**TABLE - 2**

The Board has re-constituted an “Audit Committee” as follow:

Director	Designation	Whole-time/ Independent Director	Committee Meeting Attended
Shri Jai Prakash Gupta	Chairman	Independent Director	3
Shri Pradeep Patni	Member	Independent Director	6
Shri Alok Todi	Member	Executive Director	6
Shri Bhairu Ratan Ojha	Member	Managing Director	5

Investors Grievances Committee**TABLE - 3**

The Board has re-constituted an “Investors Grievances Committee” as below:

Name	Designation	Whole-Time / Independent Director
Mr. Pradeep Patni	Chairman	Independent Director
Mr. Alok Todi	Member	Executive Director
Mr. Jai Prakash Gupta	Member	Independent Director
Mr. Bhairu Ratan Ojha	Member	Managing Director

Board meeting & Attendance at Board meeting & Annual meeting

The Board of the company met 9 times during the each of the month in financial year ended .

Name	Designation	Whole-Time / Independent Director	Board Meetings Attended	Last AGM Attended
Shri Bhairu Ratan Ojha	Chairman	Managing Director	N.A	N.A
Shri Alok Todi	Member	Whole Time Director	9	Yes
Shri Jai Prakash Gupta	Member	Independent Director	6	Yes
Shri Pradeep patni	Member	Independent Director	9	Yes

General Body Meeting

The location and time of the last three Annual General Meeting held by the company are as under:

Year	Date of AGM	Venue	Time
2009-10	September,30, 2010	Registered Office	10.00 A.M.
2010-11	September,30, 2011	Registered Office	10.00 A.M.
2011-12	September, 28, 2012	Registered Office	2.30 P.M.



Disclosures

Except receiving funds and payment of Directors Remuneration, No transactions of material nature are entered into by the company with Promoters, Directors or Management, their relatives etc. that may have a potential conflict with interests of the company. The register of contract containing the transactions in which the directors are interested is placed before the board regularly.

There is no pecuniary transaction with the independent / non- executive directors.

No penalty is imposed by the stock exchange or SEBI or any other statutory authority on the matter related to Capital Market.

Means of Communication

Quarterly and half yearly reports are published in one English daily newspaper Age circulating in the country and one Marathi newspaper Mumbai Mitra published from Mumbai.

All the investors related information is first released to the stock exchange and to the media later on.

Share Transfers

To expedite the transfer process, authority has been delegated to the Share Transfer Committee, which comprises of:

Name	Designation	Whole-Time / Independent Director	No. of Meetings Attended
Mr. Pradeep Patni	Chairman	Independent Director	09
Mr Alok Todi	Member	Whole Time Director	09
Mr. JaiPrakashGupta	Member	Independent Director	08
Mr Bhairu Ratan Ojha	Member	Managing Director	N.A

Share transfer/transmissions approved by the Committee are placed at the Meeting from time to time. Details of complaints received, number of shares transferred during the last book closure as well as average time taken for affecting these transfer are highlighted in the “Shareholder Information” section of the Annual Report.

Shareholder Information

1. Annual General Meeting

- Date and Time : 30th September, 2013, 3.00 P.M.
- Venue :
- Registered office : OFFICE NO. 213, RELIABLE BUSINESS CENTRE
OSHIWARA, JOGESHWARI (WEST)
MUMBAI (Maharashtra) – 4000 53

2. Financial Calendar : April 2013 to March, 2014

- Financial Results for**
- 1st Quarter : Last Week of July, 2013
 - 2nd Quarter : Last Week of Oct, 2013
 - 3rd Quarter : Last Week of Jan., 2014
 - 4th Quarter : Last Week of Apr, 2014
 - Book Closer : Last week of Sept.,2014



UNNO INDUSTRIES LIMITED

A.G.M.

Last week of Sept. 2014

3. Dates of book closure : Sept. 26th September, 2013 To 30th September, 2013
4. Registered office : OFFICE NO. 213, RELIABLE BUSINESS CENTRE
OSHIWARA, JOGESHWARI (WEST)
MUMBAI (Maharashtra) – 4000 53
5. Listing on stock Exchange at : The Bombay Stock Exchange, Mumbai
(Delisting process is under progress with M.P. Stock Exchange, Indore and already delisted from
Ahemdabad Stock Exchange)
6. Listing fees : Paid for The Bombay Stock Exchange, Mumbai and M.P.
Stock Exchange, Indore for the year 2012-13
7. Stock Market data
(a) The Stock Exchange, Mumbai : Stock Code : 519273
(b) Market Data : During the year transaction entered in the stock
Exchange Mumbai

Month	Open	High	Low	Close	No. of	No. of	Total Turnover	Deliverable Quantity	% Deli. Qty to Traded Qty	* Spread	
					Shares	Trades				H-L	C-O
12-Apr	31.9	35	31.6	33.25	3,000	14	1,00,250	3,000	100	3.4	1.35
12-May	34.8	50.7	34.8	38.9	10,400	65	4,61,975	10,400	100	15.9	4.1
12-Jun	37	68.35	31.8	68.35	25,900	98	11,79,565	25,900	100	36.55	31.35
12-Jul	71.75	77	66.5	69.9	24,100	100	17,54,320	24,100	100	10.5	-1.85
12-Aug	68.55	68.55	54.05	58.4	30,500	88	18,07,830	30,500	100	14.5	-10.15
12-Sep	57.25	107.9	56.15	101	37,588	154	36,04,724	37,588	100	51.75	43.75
12-Oct	101	152.9	78.2	151.05	41,986	314	48,11,552	41,986	100	74.7	50.05
12-Nov	15.7	17.25	15.45	17.2	4,19,434	381	68,24,652	4,19,434	100	1.8	1.5
12-Dec	17.3	19.4	17.3	19.25	15,59,229	769	2,96,77,599	15,59,229	100	2.1	1.95
13-Jan	19.25	23.2	19.1	22.45	50,27,295	2,460	10,97,04,019	50,27,295	100	4.1	3.2
13-Feb	22.5	24.9	21.55	24.6	63,18,650	3,373	14,89,43,283	62,68,750	99.21	3.35	2.1
13-Mar	24.4	27	22.35	25.6	83,84,798	2,867	20,80,99,873	83,03,355	99.03	4.65	1.2

8. Registrars & transfer agents : **Purva Sharegistry India Pvt. Ltd.,**
Unit No. 9, Shiv Shakti Ind. Estt.
J.R. Boricha marg
Opp. Kasturba Hospital Lane
Lower Parel (E)
Mumbai :400 011
9. Share transfer system: All shares have been transferred within 21 days from the
date of receipt, so long as the documents have been clear
in all respects.
10. Investor Relations There were few complaints received during the financial
year resolved and have only one complaint was pending at
the end of financial year.



11. Distribution of share holding as at March 31st 2013

Share Holding of Nominal Value Of	No of Holders	Percentage (%)	Amount In Rs.	Percentage (%)
Upto - 5000	2424	55.22	4678936	1.10
5001-10000	225	5.13	2024903	0.47
10001-20000	116	2.64	1910600	0.45
20001-30000	94	2.14	2352285	0.55
30001-40000	229	5.2	8387571	1.97
40001-50000	109	2.48	5159910	1.21
50001-100000	534	12.16	43231113	10.14
100001 and above	659	15.01	358683432	84.11
Total	4390	100	426428750	100.00

12. Shareholding Pattern as on March 31st 2013

Category	No Shares held	% of share Holding
Indian Promoters & Promoter Group	91480000	21.45 %
Indian Corporate bodies	21628295	05.71 %
Indian Public	313320455	72.84 %
Total	42,64,28,750	100.00 %

12. Dematerialization of Shares :

For the suitability of the members of the company the company has opted the facility of dematerialization of shares of the company with both the depositories i.e NSDL and CDSL and hence all the members of the company are requested to dematerialize there shares held in the physical form and the ISIN No. of company is INE142N01023. And during the financial year the shares of the company were sub-divided into Equity Shares of Rs 1/- each and also were dispatched to the registered members at their registered address and these shares are only admissible for dematerialization.

13. During the year the company were passed under a scheme of arrangement with Basukinath RealEstate Limited, Baviscon Vincom Limited and Pinnacle Vintrade Limited vide order passed by the Honorable High Court of Mumbai dt 28th January, 2013 and hence the above financial of the company are the post merger figures.

14. Investors' Correspondence :Mr. Bhairu Ratan Ojha
Managing Director
Unno Industries Limited
Office No. 213, Reliable Business Centre
Oshiwara, Jogeshwari (West)
MUMBAI (Maharashtra) - 400053

For and on Behalf of the Board of Directors

Sd/-
Bhairu Ratan Ojha,
Managing Director.
Mumbai, Dated 30/05/2013



Management Discussion & Analysis

The Management of the company represented by the board of directors of the company presents its analysis report covering performance and outlook of the company. The report has been prepared in compliance with corporate governance requirement as laid down in the listing agreement:

The functioning of the company is in the area of Finance and investment being a Non banking financial services (NBFC) as in present economy there are many of the companies used to finance in the private sector and to do investment business but with the steady growth in the economy and also slowdown in the global markets is not showing a better scope of the companies and also with wide open competition in the market the company is looking forward to bring a new policies and also to strengthen the financial of the company the management of the company were reconstituted with the scheme of the company with the other entities and also with the objective to widen the area of operation of the company and to strengthen the financials of the company the company has passed through such arrangement and with such arrangement the company has extended its business in to different pattern and also having a reserve for obtaining future goals of the company.

There was a nominal decrease in the interest income during the previous year due to decrease in loans given by the company. Your company has earned a Profit of Rs. 10.89 lakhs. After providing Income Tax including deferred Tax, profit comes to Rs. 7.51 lakhs.

The Company has a proper and adequate system of internal control to ensure that all activities are monitored and controlled against any unauthorized use or disposition of assets. The audit committee of the Board of Directors reviews the adequacy of internal control.

Considering company's current business activities enterprise resource planning Module-SAP is not practically feasible and financially viable for the company. Company's current business activity does not require any technology up gradation or modernization.

Global financial markets are in pressure of recession whereas Indian economy is in pressure of inflation.

- Conserving capital and maintaining healthy capital adequacy norms
- Focusing on generating more profits out of its existing businesses
- Preserving asset quality
- Aggressively contain costs

Statements in Management Discussion and Analysis, describing the company's objectives, projections and estimates are forward looking statements and progressive within the meaning of applicable security laws and regulations. Actual results may vary from those expressed or implied, depending upon economic conditions. Govt. policies and other incidental factors.

For and on Behalf of the Board of Directors

Sd/-
Bhairu Ratan Ojha,
Managing Director.

Mumbai, Dated 30/05/2013



ANNEXURE A

Declaration under Clause 49 (1) (D) of the Listing Agreement for compliance with the Code of Conduct. *

As per the requirements of Clause 49 of the Listing Agreement with the Stock Exchange, the Company has laid down a Code of Conduct for its Board of Director's and Senior Management.

We, the Managing Director's of the Company confirm the compliance of this Code of Conduct by myself/ourselves/and other members of the Board of Directors and Senior Managerial personnel as affirmed by them individually.

Place : Mumbai
Date : 30/05/2013

For Unno Industries Ltd
Sd/-
Bhairu Ratan Ojha
Managing Director

ANNEXURE B

The Board of Director's
Unno Industries Limited
Mumbai

Ref: Certificate under Clause 49 of the Listing Agreement

Dear Sirs,

Pursuant to the provisions of clause 49 of the Listing Agreement with the Stock Exchange, regarding the financial reporting for the year ended 31st March, 2013, it is hereby certified that:

We have reviewed financial statements and cash flow statements for the year ended 31st March, 2013 and that to the best of our knowledge and belief :

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.

There is, to the best of our knowledge and belief, no transaction entered into by the Company, during the year which is fraudulent, illegal or violative of the Company's Code of Conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the auditors and the Audit Committee.

1. Significant changes, if any, in internal control over financial reporting during the year;
2. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over financial reporting.

Place : Mumbai
Date : 30/05/2013

For Unno Industries Limited

Sd/-
Bhairu Ratan Ojha
Managing Director



CEO/CFO CERTIFICATION

To the Board of Directors of the Unno Industries Limited

In compliance with Clause 49 (V) of the Listing Agreement with the Stock Exchange, I hereby certify that:

- a) *I have reviewed financial statement and the cash flow statements for the year ended 31st March 2013 and to the best of my knowledge and belief:
 - i) *These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and*
 - ii) *These statement together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations; and**
- b) *There are, to the best of my knowledge and belief, no transactions entered into by the company during the year 2012-13, which are fraudulent, illegal or violative of the company's code of conduct.*
- c) *I accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and I have not observed any deficiencies in the design or operation of internal controls.*
- d) *I have indicated to the auditors and the Audit Committee that there are:
 - i) *No significant changes in the internal control during the year;*
 - ii) *No significant changes in accounting policies during the year;*
 - iii) *No instances of significant fraud where the involvement of management or an employee having a significant role in the company's internal control system have been observed.**

For Unno Industries Limited

Sd/-

*Place: Mumbai
Date: 30/05/2013*

**(Bhairu Ratan Ojha)
Managing Director**



AUDITOR'S REPORT ON CORPORATE GOVERNANCE

To the Member of **Unno Industries Limited**

We have read the report of the board of directors on corporate governance and have examined the relevant records relating to compliance of conditions of corporate governance of **Unno Industries Limited** (The company) for the year ended March 31st, 2013 as stipulated in clause 49 of listing agreement of said company with the stock exchanges.

The compliance of condition of corporate Governance is the responsibility of the management.

Our examination conducted in the manner described in the Guidance Note on Certification on Corporate governance issued by the Institute of Chartered Accountants of India, was limited to procedures and implementation thereof adopted by the company for ensuring compliance with the conditions of corporate governance.

Our examination was neither an audit nor was it conducted to express an opinion on financial statement of the company.

In our opinion and to the best of our information and according to the explanations given to us on the basis of our examination described above, company has complied with the conditions of corporate Governance as stipulated in Clause 49 of the above Mentioned Listing agreement.

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

Place: Mumbai
Date: 30/05/2013

For Sanjay N.Shah & Co.
Firm Reg. No. : 124897W
Chartered Accountants,

Sd/-
(CA. Sanjay Shah, Proprietor)
Membership No. : 116251



UNNO INDUSTRIES LIMITED

STANDALONE

FINANCIAL

STATEMENTS



AUDITORS' REPORT

Independent Auditor's Report
To the Members of UNNO INDUSTRIES LIMITED

Report on Financial Statement

We have audited the accompanying financial statements of UNNO INDUSTRIES LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information, which we have signed under reference to this report.

Management Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;*
- b) in the case of the Profit and Loss Account, of the profit for the year ended on that date; and*
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.*



Report on Other and Regulatory Requirements

1. *As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.*

2. *As required by section 227(3) of the Act, we report that:*
 - a) *We have 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 referred to in subsection (3C) of section 211 of the Companies Act, 1956;*

 - e) *On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.*

**For Sanjay N. Shah & Co.
Chartered Accountants
FRN: 124897W**

Sd/-

**Date: 30th May, 2013
Place: Mumbai**

**CA. Sanjay Shah, Proprietor
Membership No.116251**



The Annexure referred to in our Report of even date to the members of UNNO INDUSTRIES LIMITED on the accounts of the company for the year ended 31st March, 2013

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. In respect of its fixed assets

(a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.

(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.

2. In respect of its Inventories

(a) As explained to us, the Inventories has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(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 are reasonable and adequate in relation to the size of the Company and the nature of its Business.

(c) In our opinion and according to the information and explanation given to us, the Company has maintained proper records of its Inventories. The discrepancies noticed on verification between the physical stocks and the book records were not material.

3. (a) In our opinion and according to the information and explanation given to us the rate of interest and other terms and conditions on which the loan have been granted are not prima facie prejudicial to the interest of the company.

(b) The Company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest. The parties had repaid principal and interest amounts wherever stipulated.

(c) There is no overdue amount of loan granted to companies, Firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.

(d) The Company has not taken any loan from the companies, Firm, Party covered in the register maintained under section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.



5. In respect of Transaction

(a) According to the information and explanations provided by the management, we are of the opinion that the particular of contract or arrangement referred to in section 301 of the Companies Act, 1956, that need to be entered into the register maintained under section 301 have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contract or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding rupees five lakhs each have been made at prices, which are reasonable having regard to prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.

7. The company does not have an internal audit system.

8. The Central Govt of India has not Prescribed the maintenance of cost record under section 209(1) (d) of the Act for any of the Services rendered by the company

9. In respect of statutory dues

(a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2013 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.

10. The Company has accumulated losses at the end of the financial year and it has not incurred cash losses in the current financial year.

11. The company did not have any outstanding dues to any financial institution, banks or debenture holder during the year

12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision of this clause of the Companies (Auditor's Report) Order, 2003 (as amended) is not applicable to the Company.

14. The Company has maintained proper records with regards to its transactions and contracts in respects of investments in shares and other securities and timely entries have been made therein. All these shares and other securities have been held by the company in its own name, except to the



UNNO INDUSTRIES LIMITED

extent of exemption granted under Section 49 of the Companies Act, 1956 and for certain shares which are lodged for transfer or held with valid transfer forms.

15. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.

16. The Company did not have taken any term loans outstanding during the year.

17. The company has not raised any fund on short term basis.

18. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year to parties and companies covered in the register maintained under sec.301 of the Act.

19. The company does not have any outstanding debenture during the year.

20. The Company has not raised any money by Public Issue during the year.

21 According to the information and explanations given to us, based upon the audit procedures performed and representations made by the management, we report that no material fraud on or by the Company has been noticed or reported during the course of our Audit.

***For Sanjay N. Shah & Co.
Chartered Accountants
FRN:124897W***

***Date: 30th May, 2013
Place: Mumbai***

***Sd/-
CA. Sanjay Shah, Proprietor
Membership No.116251***

**Unno Industries Limited
Balance Sheet as at 31st March, 2013**

PARTICULARS		Note No	Amount in Rupees	
			Figures for the current reporting period 31.03.2013	Figures for the current reporting period 31.03.2012
I EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share capital	2.01	426428750	65000000	
(b) Reserves and surplus	2.02	-5286212	-13169213	
(c) Money received against share warrants		0	0	
(2) Share application money pending allotment		0	0	
(3) Current liabilities				
(a) Short-term borrowings	2.03	0	3039976	
(b) Trade payables		0	160000	
(c) Other current liabilities	2.04	1142414	6410	
(d) Short-term provisions	2.05	3229917	2238875	
TOTAL			425514870	57276048
II. ASSETS				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	2.06	89899	448522	
(ii) Intangible assets	2.06	385449	0	
(iii) Capital work-in-progress		0	0	
(iv) Intangible assets under development		0	0	
(b) Non-current investments	2.07	262285745	0	
(c) Deferred tax assets (net)		748575	749938	
(d) Long-term loans and advances		0	0	
(e) Other non-current assets		0	0	
(2) Current assets				
(a) Current investments		0	820486	
(b) Cash and cash equivalents	2.08	1151209	4187540	
(c) Short-term loans and advances	2.09	158441919	50070773	
(d) Other current assets	2.10	2423983	998789	
TOTAL			425514870	57276048

See accompanying notes to the financial statements

As per our report of even date

For Sanjay N. Shah
Chartered Accountant
Firm Regn No. 124987WSd/-
CA. Sanjay N. Shah
Proprietor
Membership No. 116251Date : 30th May, 2013
Place : Mumbai

For and on behalf of the Board

Sd/- Sd/- Sd/-
Pawan Dalmia Alok Todi Jai Prakash Gupta
Managing Director Director Director



Unno Industries Limited
Profit and loss statement for the year ended 31st March, 2013

Amount in Rupees

Particulars	Note No.	Figures for the current reporting period	Figures for the current reporting period
		3/31/2013	31/03/2012
I Revenue from operations	2.11	6492203	6570491
II Other income	2.12	277	122679
III. Total Revenue (I + II)		6492480	6693170
IV. Expenses:			
Cost of materials consumed		0	0
Purchases of Stock-in-Trade		0	0
Changes in inventories of finished goods work-in-progress and Stock-in-		0	0
Loss on F & o Transactions		0	2528083
Employee benefits expense	2.13	2578500	2556000
Finance costs		0	68000
Depreciation and amortization expense		45230	99000
Provisions written Back No Loger required		0	-911290
Other expenses	2.14	2793949	1310953
Total expenses		5417679	5650746
V Profit before exceptional and extraordinary items and tax (III-IV)		1074801	1042424
VI. Exceptional items		0	0
VII. Profit before extraordinary items and tax (V - VI)		1074801	1042424
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII- VIII)		1074801	1042424
X Tax expense:			
(1) Current tax		336500	100000
(2) Deferred tax		1550	388000
(3) Previous Year		0	-99000
Sub Total		338050	389000
XI Profit (Loss) for the period from continuing operations (VII-VIII)		736751	653424
XII Profit/(loss) from discontinuing operations		0	0
XIII Tax expense of discontinuing operations		0	0
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		0	0
XV Profit (Loss) for the period (XI + XIV)		736751	653424
XVI Earnings per equity share:			
(1) Basic		0.0017	0.01
(2) Diluted		0.0017	0.01

See accompanying notes to the financial statements

For Sanjay N. Shah
Chartered Accountant
Firm Regn No. 124987W

Sd/-
CA. Sanjay N. Shah
Proprietor
Membership No. 116251

Date : 30th May, 2013
Place : Mumbai

For and on behalf of the Board

Sd/-	Sd/-	Sd/-
Pawan Dalmia	Alok Todi	Jai Prakash Gupta
Managing Director	Director	Director



UNNO INDUSTRIES LIMITED

Unno Industries Limited

Cash flow statement pursuant to Clause 32 of the Listing Agreement for the year ended 31st March, 2013

Particulars	Year Ended	
	31st March 2013	31st March 2012
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxes and Extra ordinary item	1074801	1042424
Adjustments		
Depriciation	45230	99000
Write-off Misc. Expenditure	170286	
Profit on sale of Assets	(277)	
Interest Paid	42,251	
Interest Income	(6,492,203)	
Provisions no longer required		(911,290)
Operating Profit before Working Capital Changes	(5,159,912)	230,134
Adjustments For		
(Increase) / Decrease in Inventory		
(Increase) / Decrease in Other Current Assets	(1,425,194)	
(Increase) / Decrease in Loan & Advances (current & non current)	(108,369,783)	33,003,000
Increase / (Decrease) in Trade Payables & other liabilities (current & non current)	1,628,996	(9,226,000)
	(108,165,981)	23,777,000
CASH FLOW FROM OPERATING ACTIVITIES	(113,325,893)	24,007,134
Direct Taxes paid		99,000
Total (A)	(113,325,893)	24,106,134
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(408,949)	
Sale of Fixed Asset	381,000	
Payment of Capital Work In Progress		
Sale of Capital Work In Progress		
Sale of Investments	35,070,486	800,000
(Less) Miscellaneous Exp	(170,286)	
Long Term Capital Gains		
Interest Received	6,492,203	
Purchase of Investment	(296,535,745)	
Total (B)	(255,171,291)	800,000
CASH FLOW FROM FINANCING ACTIVITIES		
Long Term borrowing		
Short Term borrowing paid	(3,039,976)	(22,728,000)
Issue of Share Capital	368,575,000	
Gains/(Loss) in Forex		
Unpaid Calls received		
Interest Paid	(42,251)	
Total (C)	365,492,773	(22,728,000)
NET CHANGE IN CASH AND CASH EQUIVALENT (A+B+C)	(3,004,410)	2,178,134
CASH AND CASH EQUIVALENT AS AT BEGINNING OF YEAR	4,187,540	2,030,774
CASH AND CASH EQUIVALENT AS AT END OF THE YEAR	1,183,129	4,208,908

1. The above cash Flow Statement has been prepared under the "indirect method" as set out in Accounting Standard-3 Cash Flow Statements.

2. Figures in bracket indicate outflows

3. Cash and Cash Equivalent is cash and bank balance as per balance sheet

As per our report attached

For SANJAY N SHAH & CO.

CHARTERED ACCOUNTANTS

FIRM REGISTRATION NO.: 124897W

Sd/-

CA Sanjay N Shah

PROPRIETOR

MEMBERSHIP NO.: 116251

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Pawan Dalmia

Managing Director

Sd/-

Alok Todi

Director

Sd/-

Jai Prakash Gupta

Director



UNNO INDUSTRIES LIMITED

The previous period figures have been regrouped/reclassified, wherever necessary to conform to the current period presentation.

PARTICULARS		Period ended on 31.3.2013	Period ended on 31.3.2012
2.01	SHARE CAPITAL		
(a)	Authorised Share Capital 437,000,000 Equity Shares of Rs. 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)	437000000	65000000
(b)	Issued and Subscribed Share Capital 426428750 Equity Shares of Rs 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)	426428750	65000000.00
	Paid Up Share Capital 426428750 Equity Shares of Rs 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)	426428750	65000000.00
		426428750	65000000.00
©	Reconciliation of number of shares		
	Shares at the beginning of the year	6500000	6500000
	Add : New shares of Face Value Re. 1 due to stock split	65000000	0
	Add : Preferential Shares allotted during the year	65500000	0
	Add : Shares issued due to merger	295928750	0
	Less : Cancelled shares of Face Value Rs. 10 due to stock split	-6500000	0
	Less : Buy back of shares/Reduction in share capital	0	0
	Less : Forfeited shares	0	0
	Outstanding shares at the year end	426428750	6500000
(d)	Shares held by each shareholder holding more than 5% of the shares		
Sr No.	Name Of The Shareholder	Details of Share held	
1	Infrastil Trading Pvt Ltd	45740000	
2	Line One Trading Pvt Ltd	45740000	
(e)	The Company has only one class of shares referred to as Equity shares having a par value of Rs 1/- . Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company,the holders of Equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of Preferential amount. However, no such preferential amount exist currently.The distribution will be in proportion to the number of Equity Shares held by the shareholders		
2.02	Reserves & Surplus		
(a)	Capital Reserve Balance as per previous Balance Sheet Add : Addition during the year	2004250 0	2004250 0
		2004250	2004250
(b)	Surplus Surplus –Opening Balance Add : Net Profit After Tax Amount Available for Appropriation Less : Appropriations: Transfer to NBFC Reserve Surplus –Closing Balance	-15173463 736751 -14436712 0 0	-15826887 653424 -15173463 0 0
		-14436712	-15173463
©	Securities Premium Opening Balance Add : Share premium due to Merger Less : Utilisation Closing Balance	0 7146250 0	0 0 0
		7146250	0
	Grand Total	-5286212	-13169213
(a)	Capital Reserve was created on forfeiture of company's partly paid shares which were re-allotted.		
(b)	During the period No Dividend has been recommended by the Board of Directors.		
2.03	Short-term borrowings		
	Sundry unsecured Loans	0	3039976
2.04	Other current liabilities		
	Tds Payable	42810	6410
	Sundry Creditors	888000	0
	Audit Fess Payable	33500	0
	Creeditors For Expenses	178104	0
		1142414	6410
2.05	Short-term provisions		
	Provision for Taxation	436500	100000
	Provision for Expenses	1254292	79000
	Provision for NPA	1539125	2059875
	Total	3229917	2238875



2.06 Fixed Assets- Tangible		GROSS BLOCK					DEPRECIATION				NET BLOCK		
Sl. No.	Particulars	As at	Addition	Addition on merger	deduction	31.03.2013	As at	Addition	Addition on merger	Deduction	As at	As at	As at
		01.04.2012					01.04.2012				31.03.2013	31.03.2013	31.03.2012
1	Furniture & Fixture	144418		37000		181418	135163	9142	2342		146647	34771	9255
2	Car	693800			-693800	0	313077	0.00	0	-313077	0.00	0	380723
3	Computer	178600	23500	18500		220600	131726	30747.00	2999		165472	55128	58544
	Total	1016818	23500	55500	-693800	402018	579966	39889	5341	-313077	312119	89899	448522
	Prev Year Total	1016818				1016818	469767	98529.00			568296.00	0	448522.00

2.06 Fixed Assets- Intangible		GROSS BLOCK			DEPRECIATION			NET BLOCK	
Sl. No.	Particulars	As at	Addition/	As at	As at	Addition	As at	As at	As at
		01.04.2012	Deduction	31.03.2013	01.04.2012	Deduction	31.03.2013	31.03.2013	31.03.2012
1	Goodwill	385449		385449	0	0	0	0	385449
	Total	385449	0	385449	0	0	0	0	385449
	Prev Year Total								



UNNO INDUSTRIES LIMITED

2.07 Non-current Investments								
A.	Long term Investments	Qty.	RATE	Amount	Qty.	RATE	Amount	
				3/31/2013				
				0				
				Total				
				0				
B.	Un-Quoted Equity Shares							
	Livin Dragon Entertainment Pvt Ltd	510000	10	5100000	0	0	0	
	Richway Enterprises Pvt Ltd	510000	10	5100000	0	0	0	
	Bhavarawali Software Pvt Ltd	16250	1000	16250000	0	0	0	
	Bramhani Industries Ltd	30000	1000	30000000	0	0	0	
	Crystal Hirise Pvt Ltd	137	200	27360	0	0	0	
	Jeen Mata Suppliers Pvt Ltd	69770	1000	69770000	0	0	0	
	Joyguru Commotrade Pvt Ltd	41500	200	8300000	0	0	0	
	Vedant Commodeal Pvt Ltd	2500	1000	2500000	0	0	0	
	Otan Das & Co. Mining Pvt Ltd	5000	2000	10000000	0	0	0	
	Shree Vaishanav Wire and Road Pvt Ltd	12950	200	2591785	0	0	0	
	Festino Vincom Pvt Ltd	10000	1000	10000000	0	0	0	
	Intime Dealers Pvt Ltd	14647	1000	14646600	0	0	0	
	New Edge Vinimay Pvt Ltd	15000	1000	15000000	0	0	0	
	Unicon Tie-up Pvt Ltd	10500	1000	10500000	0	0	0	
	Uniglory Develoers Pvt Ltd	50000	1000	50000000	0	0	0	
	Vedant Commodeal Pvt Ltd	12500	1000	12500000	0	0	0	
				Total	Total			
				262285745	0			
				Grand Total	Grand Total			
				262285745	0			

2.07 Current Investments							
Face Value	Type	As on 31/3/13			As on 31/3/12		
Quoted Equity Shares-Valued At Cost		Amount			Amount		
Apple Finance	10/-	Eq	0	0	22448/-	2400	22448
Associated Alcohols	10/-	Eq	0	0	19250/-	500	19250
Beryl Drugs	10/-	Eq	0	0	9750/-	500	9750
Birla Ericsson	10/-	Eq	0	0	1255/-	100	1255
Bonanza Biotech	10/-	Eq	0	0	33500/-	10000	33500
DSQ Software	10/-	Eq	0	0	12039/-	133	12039
Essocarts Finance	10/-	Eq	0	0	6000/-	400	6000
European Soft	10/-	Eq	0	0	1200/-	300	1200
Gujrat Lease Finance	10/-	Eq	0	0	9600/-	800	9600
Infoquest Soft.	1/-	Eq	0	0	137200/-	343000	137200
Inno Corp	10/-	Eq	0	0	8456/-	200	8456
Keynote Corpn	10/-	Eq	0	0	2025/-	100	2025
Lan Eseda	10/-	Eq	0	0	6250/-	500	6250
Lloyd Finance	10/-	Eq	0	0	7222/-	2300	7222
Media Video	10/-	Eq	0	0	5121/-	200	5121
PAN INDIA Corp	10/-	Eq	0	0	310/-	100	310
PIX TRANSMISS	10/-	Eq	0	0	32320/-	400	32320
Scintila Soft	10/-	Eq	0	0	800/-	100	800
Shailbhadra Inf	10/-	Eq	0	0	595/-	100	595
SRG Infotech	10/-	Eq	0	0	900/-	100	900
Synergy Login	10/-	Eq	0	0	14400/-	240	14400
Top Telemedia	10/-	Eq	0	0	47700/-	6580	47700
Ranjeet Securities	10/-	Eq	0	0	0	80000	328800
Uniport Comp	10/-	Eq	0	0	3060/-	200	3060
V.B. Desai	10/-	Eq	0	0	61473/-	300	61473
Usha Mart Info	10/-	Eq	0	0	7400/-	400	7400
Webcity Infosys	10/-	Eq	0	0	24400/-	400	24400
Zenith Computer	10/-	Eq	0	0	8000/-	100	8000
Fast Treck Enter.	10/-	Eq	0	0	500/-	1000	500
Prime Plastics	10/-	Eq	0	0	6930/-	500	6930
HOCL	10/-	Eq			1581/-		1582.00
			Total		491686/-		820,486



UNNO INDUSTRIES LIMITED

2.10	Cash and cash equivalents		
	i) Balance with Scheduled Banks		
	In Current Account	695430	4153066
	ii) Other Banks-in Current Account	0	6556
	ii) Cash on hand	455779	27919
		1151209	4187540
2.11	Short-term loans and advances		
	Advances	10140000	47005708
	Deposits	32385	1505190
	Loan & Advances	148269534	0
	Unsecured - Considered doubtful & Provided for	0	1559875
		158441919	50070773
2.12	Other Current Assets		
	Tds Deducted on Loans Given	485537	0
	Deffered revenue Expenditure	1271823	0
	Prelliminary Exp	666623	0
	Provison for Interest	0	966404
	Other Deposit	0	32385
		2423983	998789
2.13	Revenue from operations		
	Interest incomes	6492203	4930491
	Profit on Sale of Investment	0	1640000
	Total	6492203	6570491
2.14	Other Income		
	Profit on Sale of Fixed Asset	277	0
	Dividend on Investments	0	540
	Bank Interest	0	72839
	INCOME TAX REFUND 2010-11 (Interest)	0	49300
		277	122679
2.15	Employee benefits expense		
	Salary A/c	2578500	2556000
2.16	Other Expenses		
	Bank Charges	4205	4665
	BSE Listing Fees	98565	187510
	Business Promotion	75900	0
	Deffered Revenue Exp W/off	170286	0
	Depository Charges	103074	0
	Interest Paid	42251	0
	Stationeries & Printing	71528	2500
	Legal and Professional Fees	362080	22000
	Office and general Expenses	1225150	731326
	Office Rent	174000	232500
	Telephone & Postage	22990	15928
	Postage & Stamp	162813	0
	R & T Charges	170497	0
	Travelling & Conveyance	64610	11052
	The Official Liquidator	10000	0
	Repairs & Maintenance	0	3000
	Registration & Filing Fees	6000	70472
		2763949	1280953
	Auditors Remuneration		
	i) For Audit Fees	30000	21000
	ii) For Tax Audit Fees	0	9000
		2793949	1310953

For Sanjay N. Shah
Chartered Accountant
Firm Regn No. 124987W

Sd/-
CA. Sanjay N. Shah
Proprietor
Membership No. 116251

Date : 30th May, 2013
Place : Mumbai

For and on behalf of the Board

Sd/- Sd/- Sd/-
Pawan Dalmia Alok Todi Jai Prakash Gupta
Managing Director Director Director



Significant Accounting Policies to Financial Statements for the year ended 31st March, 2013

2.17 Corporate Information

UNNO INDUSTRIES LIMITED (the Company) is a leading Non Banking Finance Company, Registered with Reserve Bank of India and was incorporated on 4th August, 1992. The Company provides financial support to emerging business entrepreneurs.

2.18 Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act 1956. The Financial statements have been prepared on an accrual basis. The accounting policies adopted in the preparation of financial statements are considered with those of previous year, except for the change in accounting policy explained below.

2.19. Summary of significant accounting policies

a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Tangible fixed assets

Fixed assets, except land and buildings are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. Other expense on existing fixed assets including day-to-day repair and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the period.

c. Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on a WDV method using the rates specified under the Schedule XIV to the Companies Act, 1956 arrived on the basis of the useful lives estimated by the management

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets (goodwill) arising on consolidation or acquisition is not amortized but is tested for impairment.



The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.

Gains or losses arising from derecognizing of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e. Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a Substantial period of time to get ready for its Intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

f. Impairment of tangible and intangible assets

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use i.e. the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognized.

g. Leases

Where the Company is the lessee

Leases which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are classified as finance leases and are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as assets acquired on finance lease. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges on account of finance leases are charged to statement of profit and loss.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

h. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.



i. Revenue Recognition

Expenses and income considered payable and receivable respectively have been accounted for on accrual basis. Where the ability to assess the ultimate collection with reasonable certainty is lacking at the time of raising any claim, revenue recognition is postponed to the extent of uncertainty involved

j. Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting Income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no

Longer reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. i.e the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.



k. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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

l. Provisions

A provision is recognized when the Company 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, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on 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.

m. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence/ non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize the contingent liability but discloses its existence in the financial statements.

n. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and fixed deposits with an original maturity of three months or less with banks.

o. Segment Reporting

The company is operating in single segment and hence segment wise separate reporting as per AS 17 issued by ICAI is not required.

2.20 Payment to Auditors (inclusive of service tax)

Particulars	March 31, 2013	March 31, 2012
<i>As Auditors</i>		
<i>Audit fees</i>	<i>30000</i>	<i>30000</i>
Total	30000	30000

2.21 Dues to Micro and Small enterprises

There are no suppliers who are registered with the Company as micro or small enterprise as defined under “The Micro, Small and Medium Enterprise Development Act, 2006”. The information regarding the status of suppliers as micro or small enterprise have been determined on the basis of information available with the Company. This has been relied upon by the auditors.

**2.22 a. Companies controlled by director**

<i>Name</i>	<i>Nature of relationship</i>
<i>NARENDRA KUMAR GANGWAL</i>	<i>Key Managerial Personnel</i>
<i>PRADEEP PATNI</i>	
<i>PAWAN DALMIA</i>	
<i>ALOK TODI</i>	
<i>JAI PRAKASH GUPTA (Appointed on 28th September, 2012)</i>	
<i>SHREE NAIVEDYA FINCOM PRIVATE LIMITED</i>	<i>Associate companies</i>
<i>FLAG VITAWAS LIMITED</i>	
<i>SAMYAK SHARES AND STOCK BROKERS PRIVATE LIMITED</i>	
<i>SAMBHAV SHARES AND SECURITIES PRIVATE LIMITED</i>	
<i>SIDDH FINN PRIVATE LIMITED</i>	
<i>SKY TOUCH INFRASTRUCTURE PRIVATE LIMITED</i>	
<i>JAVIC TRADING PRIVATE LIMITED</i>	
<i>SEA ENTERTAINMENT PRIVATE LIMITED</i>	
<i>AMBUJA TECHNOLOGIES PRIVATE LIMITED</i>	
<i>CORPORATE LINK UP PRIVATE LIMITED</i>	
<i>FINGERTIP CONSULTANTS PRIVATE LIMITED</i>	
<i>ORBIT TECHSERVICES PRIVATE LIMITED</i>	
<i>INFRASTIL TRADING PRIVATE LIMITED</i>	
<i>LIVIN DRAGONS ENTERTAINMENT PRIVATE LIMITED</i>	
<i>RICHWAY ENTERPRISES PRIVATE LIMITED</i>	
<i>LINE-ONE TRADING PRIVATE LIMITED</i>	
<i>NETBUZZ ENTERTAINMENT PRIVATE LIMITED</i>	
<i>SARVESHWAR COMMERCIAL PRIVATE LIMITED</i>	
<i>MANAN DEALMARK PRIVATE LIMITED</i>	
<i>ROSHAN DELMARK PRIVATE LIMITED</i>	
<i>DEVADEVA SECURITIES PRIVATE LIMITED</i>	
<i>MASTAK COMMODITIES PRIVATE LIMITED</i>	
<i>SANSKAAR MARCOM PRIVATE LIMITED</i>	

Details of subsidiaries

<i>NAME OF THE SUBSIDIARIES</i>	<i>COUNTRY OF INCORPORATION</i>	<i>% OF HOLDING</i>
<i>LIVIN DRAGONS ENTERTAINMENT PRIVATE LIMITED</i>	<i>INDIA</i>	<i>100%</i>
<i>RICHWAY ENTERPRISES PRIVATE LIMITED</i>	<i>INDIA</i>	<i>100%</i>

Transaction during the year with related parties

<i>PARTICULARS</i>	<i>SUBSIDIARIES</i>
<i>INVESTMENT IN SUBSIDIARIES – Equity Shares</i>	<i>10200000</i>



2.23 Calculation of Earning Per Share :

		2012-13	2011-12
<i>I</i>	<i>Profit/(Loss)after tax</i>	751067	653424
<i>ii</i>	<i>Profit/(Loss) attributable to Ordinary Share-Holders</i>	751067	653424
<i>iii</i>	<i>Weighted Avg. no. of Ordinary Shares for Basic / Diluted EPS</i>	426428750	65000000
<i>Iv</i>	<i>Nominal value of Ordinary Shares</i>	426428750	65000000
<i>V</i>	<i>Basic / Diluted Earnings per Ordinary Share</i>	0.0018	0.010

2.24 Scheme of Arrangement

- (i) *A Composite Scheme of Arrangement (“the Scheme”) between UNNO INDUSTRIES LTD. and Pinnacle Vintrade Limited (“PVL”) and Basukinath RealEstate Limited (“BREL”) and Baviscon Vincom Limited (“BVL”) under Sections 391 to 394 of the Companies Act, 1956 for amalgamation of PVL and BRL and BVL with the Company into the Company has been sanctioned by the High Court of Maharashtra at Mumbai on 18th Jan 2013. The Scheme has become effective from the appointed date 1st April 2012.*
- (ii) *Pursuant to the Scheme, all the assets, liability and reserves of PVL & BREL & BVL have transferred to and vested in the Company as a going concern with effect from the appointed date 1st April 2012.*
 - a. *The amalgamation has been accounted for under the “Pooling of Interest Method” as per AS 14. Accordingly, as on appointed date, all the assets and liabilities have been taken at their book value and all the reserves identity has been preserved and added to identical reserves of UNNO INDUSTRIES LTD. The liabilities have been accounted for on their book value basis of accrual and certainty as decided by the management. However, as per the scheme the difference between Net asset value and equity shares issued to shareholders of transferor companies shall be recorded as Capital Reserve or goodwill.*
 - b. *As consideration for the amalgamation, the Company has during the year issued and allotted 14,29,98,750 Equity Shares of Re 1/- each fully paid up in the ratio of 1.08 Equity Share of 1/- each of UNNO for every 1 (One) Equity Shares of Rs 1/- each of BREL in the Capital of the Company, and 4,10,00,000 Equity Shares of Rs 1/- each fully paid up in the ratio of 1.11 Equity Share of 10/- each of UNNO for every 1 (One) Equity Shares of Rs 1/- each of BVL in the Capital of the Company and 11,19,30,000 Equity Shares of Rs 1/- each fully paid up in the ratio of 1.08 Equity Share of 1/- each of UNNO for every 1 (One) Equity Shares of Rs 1/- each of PVL in the Capital of the Company.*
 - c. *The difference between the net asset value i.e Book value of Assets minus liabilities (including reserves) of the transferor companies as on the appointed date and equity shares issued to the shareholders of transferor companies on amalgamation by the transferee company of Rs. 3,85,449 has been credited to goodwill account at the time of allotment of shares.*

For UNNO INDUSTRIES LIMITED

Sd/ *Sd/-*
Pawan Dalmia **Alok Todi**

DIRECTOR **DIRECTOR**

Place : Mumbai
Date : 30th May, 2013

For SANJAY N SHAH & CO.

Chartered Accountants
FRN : 124897W

Sd/-
CA SANJAY N SHAH, M. No. 116251
PROPRIETOR



UNNO INDUSTRIES LIMITED

CONSOLIDATED

FINANCIAL

STATEMENTS



Consolidated Independent Auditor's Report

To the Board of Directors of UNNO INDUSTRIES LIMITED

Report on Consolidated Financial Statement

We have audited the accompanying consolidated financial statements of UNNO INDUSTRIES LIMITED ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and 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

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the Accounting Principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

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 consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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



Opinion

In our opinion and to the best of our information and according to the explanations given to us, the 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:

- a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2013;*
- b) in the case of the consolidated Profit and Loss Account, of the profit/ loss for the year ended on that date; and*
- c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.*

**For Sanjay N. Shah & Co.
Chartered Accountants
FRN:124897W**

Sd/-

**Date: 30TH May
Place: Mumbai**

**CA. Sanjay Shah, Proprietor
Membership No.116251**



UNNO INDUSTRIES LIMITED



Unno Industries Limited
Consolidated Balance Sheet as at 31st March, 2013

PARTICULARS	Note No	Figures for the	Figures for the
		current reporting period 31.03.2013	current reporting period 31.03.2012
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2.01	426428750	65000000
(b) Reserves and surplus	2.02	-5364878	-13541879
(c) Money received against share warrants		0	0
(d) Minority Interest on Consolidation		0	200000
(2) Share application money pending allotment		0	0
(3) Current liabilities			
(a) Short-term borrowings	2.03	1800000	3339976
(b) Trade payables		0	160000
(c) Other current liabilities	2.04	47316421	11610
(d) Short-term provisions	2.05	3369517	2239339
TOTAL		473549810	57409046
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.06	92305	448522
(ii) Intangible assets	2.06	385449	0
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-current investments	2.07	262085745	0
(c) Deferred tax assets (net)		748575	749938
(d) Long-term loans and advances		0	0
(e) Other non-current assets	2.08	177440	24840
(2) Current assets			
(a) Current investments	2.07	0	820486
(b) Inventories		0	0
(c) Trade receivables	2.09	47903811	0
(d) Cash and cash equivalents	2.10	1290582	4295698
(e) Short-term loans and advances	2.11	158441919	50070773
(f) Other current assets	2.12	2423983	998789
TOTAL		473549810	57409046
See accompanying notes to the financial statements		0.00	0.00

For Sanjay N. Shah
Chartered Accountant
Firm Regn No. 124987W

Sd/-
CA. Sanjay N. Shah
Proprietor
Membership No. 116251

For and on behalf of the Board

Sd/- Pawan Dalmia Managing Director
Sd/- Alok Todi Director
Sd/- Jai Prakash Gupta Director

**Unno Industries Limited**

Consolidated Profit and loss statement for the year ended 31st March, 2013

Amount in Rupees

Particulars	Note No.	Figures for the	Figures for the
		current reporting period	current reporting period
		3/31/2013	31/03/2012
I Revenue from operations	2.13	55024094	6570491
II Other income	2.14	277	122679
III. Total Revenue (I + II)		55024371	6693170
IV. Expenses:			
Cost of materials consumed		0	0
Purchases of Stock-in-Trade		46823539	0
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0	0
Loss on F & o Transactions		0	2528083
Employee benefits expense	2.15	2882500	2556000
Finance costs		0	68000
Depreciation and amortization expense		30914	99000
Provisions written Back No Loger required		0	-911290
Other expenses	2.16	3779017	1317159
Total expenses		53515970	5656952
V Profit before exceptional and extraordinary items and tax (III-IV)		1508401	1036218
VI. Exceptional items		0	0
VII. Profit before extraordinary items and tax (V - VI)		1508401	1036218
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII- VIII)		1508401	1036218
X Tax expense:			
(1) Current tax		476100	100000
(2) Deferred tax		1550	388000
(3) Previous Year		0	-99000
Sub Total		477650	389000
XI Profit (Loss) for the period from continuing operations (VII-VIII)		1030751	647218
XII Profit/(loss) from discontinuing operations		0	0
XIII Tax expense of discontinuing operations		0	0
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		0	0
XV Profit (Loss) for the period (XI + XIV)		1030751	647218
XVI Earnings per equity share:			
(1) Basic		0.0024	0.01
(2) Diluted		0.0024	0.01

See accompanying notes to the financial statements

For Sanjay N. Shah
Chartered Accountant
Firm Regn No. 124987W

Sd/-
CA. Sanjay N. Shah
Proprietor
Membership No. 116251

For and on behalf of the Board

Sd/- Pawan Dalmia Managing Director
Sd/- Alok Todi Director
Sd/- Jai Prakash Gupta Director

**Unno Industries Limited****Consolidated Cash flow statement pursuant to Clause 32 of the Listing Agreement for the year ended 31st March, 2013**

Particulars	Year Ended 31st March 2013
CASH FLOW FROM OPERATING ACTIVITIES	
Net Profit before Taxes and Extra ordinary item	1508401
Adjustments	
Depreciation	30914
Write-off Misc. Expenditure	210686
Profit on sale of Fixed Assets	(277)
Interest Paid	42,251
Interest Income	(6,492,203)
Provisions no longer required	
Operating Profit before Working Capital Changes	(4,700,228)
Adjustments For	
(Increase) / Decrease in Inventory	
(Increase) / Decrease in Other Current Assets	(1,577,794)
(Increase) / Decrease in Loan & Advances (current & non current)	(156,273,594)
Increase / (Decrease) in Trade Payables & other liabilities (current & non current)	47,597,339
	(114,954,277)
Direct Tax Paid	
Total (A)	(114,954,277)
CASH FLOW FROM INVESTING ACTIVITIES	
Purchase of Fixed Assets	(440,869)
Sale of Fixed Asset	381,000
Payment of Capital Work In Progress	
Sale of Capital Work In Progress	
Sale of Investments	
(Less) Miscellaneous Exp	(210,686)
Long Term Capital Gains	
Interest Received	6,492,203
Purchase of Investment	(261,265,259)
Total (B)	(255,043,611)
CASH FLOW FROM FINANCING ACTIVITIES	
Long Term borrowing	
Short Term borrowing paid	(1,539,976)
Issue of Share Capital	368,575,000
Gains/(Loss) in Forex	
Unpaid Calls received	
Interest Paid	(42,251)
Total (C)	366,992,773
NET CHANGE IN CASH AND CASH EQUIVALENT (A+B+C)	(3,005,115)
CASH AND CASH EQUIVALENT AS AT BEGINNING OF YEAR	4,295,698
CASH AND CASH EQUIVALENT AS AT END OF THE YEAR	1,290,582

1. The above cash Flow Statement has been prepared under the "indirect method" as set out in Accounting Standard-3 Cash Flow Statements.
2. Figures in bracket indicate outflows
3. Cash and Cash Equivalent is cash and bank balance as per balance sheet

For Sanjay N. Shah
Chartered Accountant
Firm Regn No. 124987W

For and on behalf of the Board

Sd/- Pawan Dalmia Sd/- Alok Todi Sd/- Jai Prakash Gupta

Sd/-
CA. Sanjay N. Shah
Proprietor
Membership No. 116251



UNNO INDUSTRIES LIMITED

The previous period figures have been regrouped/reclassified, wherever necessary to conform to the current period presentation.

PARTICULARS		Amount in Rupees	
		Period ended on 31.3.2013	Period ended on 31.3.2012
2.01	SHARE CAPITAL		
(a)	Authorised Share Capital		
	437,000,000 Equity Shares of Rs. 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)	437000000	65000000
(b)	Issued and Subscribed Share Capital		
	426428750 Equity Shares of Rs 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)	426428750	65000000
	Paid Up Share Capital		
	426428750 Equity Shares of Rs 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)	426428750	65000000
		426428750	65000000
(c)	Reconciliation of number of shares		
	Shares at the beginning of the year	6500000	6500000
	Add : New shares of Face Value Re. 1 due to stock split	65000000	0
	Add : Preferential Shares allotted during the year	65500000	0
	Add : Shares issued due to merger	295928750	0
	Less : Cancelled shares of Face Value Rs. 10 due to stock split	-6500000	0
	Less : Buy back of shares/Reduction in share capital	0	0
	Less : Forfeited shares	0	0
	Outstanding shares at the year end	426428750	6500000
(d)	Shares held by each shareholder holding more than 5% of the shares		
Sr No.	Name Of The Shareholder	Details of Share held	
1	Infrastil Trading Pvt Ltd	45740000	
2	Line One Trading Pvt Ltd	45740000	
(e)	The Company has only one class of shares referred to as Equity shares having a par value of Rs 1/- . Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the company,the holders of Equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of Preferential amount. However, no such preferential amount exist currently.The distribution will be in proportion to the number of Equity Shares held by the shareholders		
2.02	Reserves & Surplus		
(a)	Capital Reserve		
	Balance as per previous Balance Sheet	2004250	2004250
	Add : Addition during the year	0	0
		2004250	2004250
(b)	Surplus		
	Surplus –Opening Balance	-15546129	-16200590
	Add : Net Profit After Tax	1030751	654461
	Amount Available for Appropriation	-14515378	-15546129
	Less : Appropriations:		
	Transfer to NBFC Reserve	0	0
	Surplus –Closing Balance	-14515378	-15546129
(c)	Securities Premium		
	Opening Balance	0	0
	Add : Share premium due to Merger	7146250	0
	Less : Utilisation	0	0
	Closing Balance	7146250	0
	Grand Total	-5364878	-13541879
	(a) Capital Reserve was created on forfeiture of company's partly paid shares which were re-allotted.		
	(b) During the period No Dividend has been recommended by the Board of Directors.		
2.03	Short-term borrowings		
	Sundry unsecured Loans	1800000	3339976
2.04	Other current liabilities		
	Tds Payable	42810	6410
	ROC Fees Payable	193000	
	Sundry Creditors	46850507	0
	Audit Fess Payable	52000	0
	Creeditors For Expenses	178104	0
		47316421	11610
2.05	Short-term provisions		
	Provision for Taxation	576100	100464
	Provision for Expenses	1254292	79000
	Provision for NPA	1539125	2059875
	Total	3369517	2239339



2.06 Fixed Assets- Tangible		GROSS BLOCK				DEPRICIATION				NET BLOCK			
Sl. No.	Particulars	As at 01.04.2012	Addition	Addition on merger / Deduction	31.03.2013	As at 01.04.2012	Addition	Addition on merger	Deduction	As at 31.03.2013	As at 31.03.2013	As at 31.03.2012	
1	Furniture & Fixture	144418		37000	181418	147073	614	2342		150029	31389	9255	
2	Car	693800		-693800	0	313077	0.00	0	-313077	0.00	0	380723	
3	Computer	178600	23500	18500	220600	131726	24959.68	2999		159685	60915	58544	
	Total	1016818	23500	55500	-693800	402018	591876	25573	5341	-313077	309713.283	92305	448522
	Prev Year Total	1016818			1016818	469767	98529.00			568296.00	0	448522.00	

2.06 Fixed Assets- Intangible		GROSS BLOCK			DEPRECIATION			NET BLOCK	
Sl. No.	Particulars	As at 01.04.2012	Addition/ Deduction	As at 31.03.2013	As at 01.04.2012	Addition/ Deduction	As at 31.03.2013	As at 31.03.2013	As at 31.03.2012
1	Goodwill	385449		385449	0	0	0	385449	0
	Total	385449	0	385449	0	0	0	385449	0
	Prev Year Total								

Balance as at the beginning of the year

Addition/deduction during the year

Balance as at the end of the financial year

750620

750620



UNNO INDUSTRIES LIMITED

2.07 Non-current Investments					
A.	Long term Investments	Qty. RATE	Amount	Qty. RATE	Amount
	Quoted Equity Shares		3/31/2013		3/31/2012
	Face Value Rs.10/-Each		0		0
	Total		0	Total	0
B.	Un-Quoted Equity Shares				
	Highview Sales Pvt Ltd	500000 10	5000000	0	0
	Wonderful Suppliers Pvt Ltd	500000 10	5000000	0	0
	Bhawarawali Software Pvt Ltd	16250 1000	16250000	0	0
	Bramhani Industries Ltd	30000 1000	30000000	0	0
	Crystal Hirise Pvt Ltd	137 200	27360	0	0
	Jeen Mata Suppliers Pvt Ltd	69770 1000	69770000	0	0
	Joyguru Commotrade Pvt Ltd	41500 200	8300000	0	0
	Vedant Commedeal Pvt Ltd	2500 1000	2500000	0	0
	Otan Das & Co. Mining Pvt Ltd	5000 2000	10000000	0	0
	Shree Vaishnav Wire and Road Pvt Ltd	12950 200	2591785	0	0
	Festino Vincom Pvt Ltd	10000 1000	10000000	0	0
	Intime Dealers Pvt Ltd	14647 1000	14646600	0	0
	New Edge Vinimay Pvt Ltd	15000 1000	15000000	0	0
	Unicon Tie-up Pvt Ltd	10500 1000	10500000	0	0
	Uniglory Develoers Pvt Ltd	50000 1000	50000000	0	0
	Vedant Commedeal Pvt Ltd	12500 1000	12500000	0	0
	Total		262085745	Total	0
	Grand Total		262085745	Grand Total	0

2.07 Current Investments					
Quoted Equity Shares-Valued At Cost		3/31/2013		3/31/2012	
Apple Finance	10/- Eq	0	0	22448/-	2400
Associated Alcohols	10/- Eq	0	0	19250/-	500
Beryl Drugs	10/- Eq	0	0	9750/-	500
Birla Ericsson	10/- Eq	0	0	1255/-	100
Bonanza Biotech	10/- Eq	0	0	33500/-	10000
DSQ Software	10/- Eq	0	0	12039/-	133
Essocarts Finance	10/- Eq	0	0	6000/-	400
European Soft	10/- Eq	0	0	1200/-	300
Gujrat Lease Finance	10/- Eq	0	0	9600/-	800
Infoquest Soft.	1/- Eq	0	0	137200/-	343000
Inno Corp	10/- Eq	0	0	8456/-	200
Keynote Corpn	10/- Eq	0	0	2025/-	100
Lan Eseda	10/- Eq	0	0	6250/-	500
Lloyad Finance	10/- Eq	0	0	7222/-	2300
Media Video	10/- Eq	0	0	5121/-	200
PAN INDIA Corp	10/- Eq	0	0	310/-	100
PIX TRANSMISS	10/- Eq	0	0	32320/-	400
Scintila Soft	10/- Eq	0	0	800/-	100
Shaibhadra Inf	10/- Eq	0	0	595/-	100
SRG Infotech	10/- Eq	0	0	900/-	100
Synergy Login	10/- Eq	0	0	14400/-	240
Top Telemedia	10/- Eq	0	0	47700/-	6580
Ranjeet Securities	10/- Eq	0	0	0	80000
Uniport Comp	10/- Eq	0	0	3060/-	200
V.B. Desai	10/- Eq	0	0	61473/-	300
Usha Mart Info	10/- Eq	0	0	7400/-	400
Websity Infosys	10/- Eq	0	0	24400/-	400
Zenith Computer	10/- Eq	0	0	8000/-	100
Fast Treck Enter.	10/- Eq	0	0	500/-	1000
Prime Plastics	10/- Eq	0	0	6930/-	500
HOCL	10/- Eq	0	0	1581/-	1582.00
Total				491686/-	820,486



UNNO INDUSTRIES LIMITED

2.08	Non-Current Asset		
	PARTICULARS	Period ended on 31.3.2013	Period ended on 31.3.2012
	i) Preliminary Expense	23040	24840
	ii) Deferred Revenue Expenditure	154400	0
	Total	177440	24840
2.09	Trade Receivables		
	PARTICULARS	Period ended on 31.3.2013	Period ended on 31.3.2012
	(A) Chandrima Fashions Fabrics Private Limited	43,454,451	0
	(B) Jhalak Creation	4,449,360	0
	Total	47,903,811	0
2.10	Cash and cash equivalents		
	i) Balance with Scheduled Banks In Current Account	706,430	4153066
	ii) Other Banks-in Current Account	0	6556
	ii) Cash on hand	584152	136077
	Total	1290582	4295698
2.11	Short-term loans and advances		
	Advances	10140000	47005708
	Deposits	32385	1505190
	Loan & Advances	148269534	0
	Unsecured - Considered doubtful & Provided for	0	1559875
2.12	Other Current Assets		
	Tds Deducted on Loans Given	485537	0
	Deffered revenue Expenditure	1271823	0
	Prelliminary Exp	666623	0
	Provison for Interest	0	966404
	Other Deposit	0	32385
	Total	2423983	998789
2.13	Revenue from operations		
	Sale Of Traded Goods	48531891	0
	Interest on Loans	6492203	4930491
	Profit on Sale of Investment	0	1640000
	Total	55024094	6570491
2.14	Other Income		
	Sale of Fixed Asset	277	0
	Service Charges Received	0	10107
	Dividend on Investments	0	540
	Bank Interest	0	72839
	INCOME TAX REFUND 2010-11 (Interest)	0	49300
	Total	277	122679
2.15	Employee benefits expense		
	Salary A/c	2882500	2556000
2.16	Other Expenses		
	Bank Charges	4205	4665
	Bombay Stock Exchange	98565	187510
	Business Promotion	92400	500
	Deffered Revenue Exp W/off	210686	0
	Depository Charges	103074	0
	Interest Paid	42251	0
	Stationeries & Printing	87978	2500
	Interest on Income Tax	0	26
	Legal and Professional Fees	362080	22000
	Office and general Expenses	1272124	732856
	Office Rent	174000	232500
	Telephone & Postage	45545	16868
	Postage & Stamp	169263	0
	R & T Charges	170497	0
	Travelling & Conveyance	89810	12162
	Packing Charges	326134	0
	The Official Liquidator	10000	0
	Repairs & Maintenance	0	3000
	Carriage Outward	465905	0
	Registration & Filling Fees	6000	70472
	Total	3730517	1285059
Auditors Remuneration			
	i) For Audit Fees	30000	23100
	ii) For Tax Audit Fees	0	9000
	Total	3760517	1317159

For Sanjay N. Shah
Chartered Accountant
Firm Regn No. 124987W
Sd/-
CA. Sanjay N. Shah
Proprietor
Membership No. 116251

For and on behalf of the Board

Sd/- Pawan Dalmia Managing Director
Sd/- Alok Todi Director
Sd/- Jai Prakash Gupta Director

Date : 30th May, 2013
Place : Mumbai



Significant Accounting Policies Policies to Consolidated Statements for the Year Ended 31st March, 2013

2.17 Basis of Preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act 1956. The financial statements are prepared in accordance with the principals and procedures require for the preparation and presentation of consolidated financial statements as laid down under the Accounting standard (AS) 21 CONSOLIDATED FINANCIAL STATEMENTS. The Financial statements have been prepared on an accrual basis. The accounting policies adopted in the preparation of financial statements are considered with those of previous year, except for the change in accounting policy explained below.

2.18. Summary of significant accounting policies

a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

b. Tangible fixed assets

Fixed assets, except land and buildings are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price borrowing costs if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the purchase price.

Subsequent expenditure related to an item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. Other expense on existing fixed assets including day-to-day repair and maintenance expenditure and cost of replacing parts are charged to the statement of profit and loss for the period.

c. Depreciation on tangible fixed assets

Depreciation on fixed assets is calculated on a WDV method using the rates specified under the Schedule XIV to the Companies Act, 1956 arrived on the basis of the useful lives estimated by the management

d. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses if any. Internally generated intangible assets, excluding capitalized development costs, are not capitalized and expenditure is reflected in the statement of profit and loss in the year in which the expenditure is incurred.

Intangible assets (goodwill) arising on consolidation or acquisition is not amortized but is tested for impairment.

The amortization period and the amortization method are reviewed at least at each financial year end. If the expected useful life of the asset is significantly different from previous estimates, the amortization period is changed accordingly. If there has been a significant change in the expected pattern of economic benefits from the asset, the amortization method is changed to reflect the changed pattern. Such changes are accounted for in accordance with AS 5 Net Profit or Loss for the Period, Prior Period Items and Changes in Accounting Policies.



Gains or losses arising from derecognizing of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.

e. Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a Substantial period of time to get ready for its Intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

f. Impairment of tangible and intangible assets

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use i.e. the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognized.

g. Leases

Where the Company is the lessee

Leases which effectively transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are classified as finance leases and are capitalized at the lower of the fair value and present value of the minimum lease payments at the inception of the lease term and disclosed as assets acquired on finance lease. Lease payments are apportioned between the finance charges and reduction of the lease liability based on the implicit rate of return. Finance charges on account of finance leases are charged to statement of profit and loss.

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term.

h. Investments

Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

i. Revenue Recognition

Expenses and income considered payable and receivable respectively have been accounted for on accrual basis. Where the ability to assess the ultimate collection with reasonable certainty is lacking at the time of raising any claim, revenue recognition is postponed to the extent of uncertainty involved



j. Taxes on Income

Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred Income taxes reflect the impact of timing differences between taxable income and accounting Income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognized for taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

At each reporting date, the company re-assesses unrecognized deferred tax assets. It recognizes unrecognized deferred tax asset to the extent that it has become reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred tax assets are reviewed at each reporting date. The company writes-down the carrying amount of deferred tax asset to the extent that it is no

longer reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain as the case may be that sufficient future taxable income will be available.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

***Minimum alternate tax (MAT)** paid in a year is charged to the statement of profit and loss as current tax. The company recognizes MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period. i.e the period for which MAT credit is allowed to be carried forward. In the year in which the company recognizes MAT credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income-tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as "MAT Credit Entitlement." The company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period.*

k. Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

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



l. Provisions

A provision is recognized when the Company 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, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on 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.

m. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence/ non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize the contingent liability but discloses its existence in the financial statements.

o. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand and fixed deposits with an original maturity of three months or less with banks.

o. Segment Reporting

The company is operating in single segment and hence segment wise separate reporting as per AS 17 issued by ICAI is not required.

2.19 Payment to Auditors (inclusive of service tax)

Particulars	March 31, 2013	March 31, 2012
<i>As Auditors</i>		
<i>Audit fees</i>	<i>30000</i>	<i>30000</i>
Total	30000	30000

2.20 Dues to Micro and Small enterprises

There are no suppliers who are registered with the Company as micro or small enterprise as defined under "The Micro, Small and Medium Enterprise Development Act, 2006". The information regarding the status of suppliers as micro or small enterprise have been determined on the basis of information available with the Company. This has been relied upon by the auditors.



UNNO INDUSTRIES LIMITED

2.21 a. Companies controlled by director

	Nature of relationship
NARENDRA KUMAR GANGWAL	Key Managerial Personnel
PRADEEP PATNI	
PAWAN DALMIA	
ALOK TODI	
JAI PRAKASH GUPTA (Appointed on 28 th September, 2012)	Associate companies
SHREE NAIVEDYA FINCOM PRIVATE LIMITED	
FLAG VITAWAS LIMITED	
SAMYAK SHARES AND STOCK BROKERS PRIVATE LIMITED	
SAMBHAV SHARES AND SECURITIES PRIVATE LIMITED	
SIDDH FINN PRIVATE LIMITED	
SKY TOUCH INFRASTRUCTURE PRIVATE LIMITED	
JAVIC TRADING PRIVATE LIMITED	
SEA ENTERTAINMENT PRIVATE LIMITED	
AMBUJA TECHNOLOGIES PRIVATE LIMITED	
CORPORATE LINK UP PRIVATE LIMITED	
FINGERTIP CONSULTANTS PRIVATE LIMITED	
ORBIT TECHSERVICES PRIVATE LIMITED	
INFRASIL TRADING PRIVATE LIMITED	
LIVIN DRAGONS ENTERTAINMENT PRIVATE LIMITED	
RICHWAY ENTERPRISES PRIVATE LIMITED	
LINE-ONE TRADING PRIVATE LIMITED	
NETBUZZ ENTERTAINMENT PRIVATE LIMITED	
SARVESHWAR COMMERCIAL PRIVATE LIMITED	
MANAN DEALMARK PRIVATE LIMITED	
ROSHAN DELMARK PRIVATE LIMITED	
DEVADEVA SECURITIES PRIVATE LIMITED	
MASTAK COMMODITIES PRIVATE LIMITED	
SANSKAAR MARCOM PRIVATE LIMITED	

Details of subsidiaries

NAME OF THE SUBSIDIARIES	COUNTRY OF INCORPORATION	% OF HOLDING
LIVIN DRAGONS ENTERTAINMENT PRIVATE LIMITED	INDIA	100%
RICHWAY ENTERPRISES PRIVATE LIMITED	INDIA	100%

Transaction during the year with related parties

PARTICULARS	SUBSIDIARIES
INVESTMENT IN SUBSIDIARIES – Equity Shares	10200000

2.22 PRINCIPLES OF CONSOLIDATION

The Financial statements of UNNO INDUSTRIES LIMITED with audited financial statement of its subsidiaries as described in Note no 2.21 have been considered for the purpose of consolidation.

The financial statements of the parent company and its subsidiary as described in Note no.2.21 have been combined to the extent possible on a line by line basis by adding together like items of assets, liabilities, income and expenses. The result of subsidiaries acquired or disposal off during the year are included in the consolidated profit & loss account from the effective date of acquisition or up to the effective date of disposal, as appropriate. All significant intra group balances and transaction have been eliminated on consolidation. The amount shown in respect of reserves



UNNO INDUSTRIES LIMITED

comprise the amount of the relevant reserve as per the balance sheet of the parent company and share in the post – acquisition increase in the relevant reserve of the subsidiaries.

The consolidation financial statements have been prepared using uniform accounting policies for like transactions and other event in similar circumstances and are presented to the extent Possible, in the same manner as the parent companies financial statements.

The unamortized carrying value of goodwill is tested for impairment as at each balance sheet date.

2.23 Calculation of Earning Per Share :

		2012-13	2011-12
I	Profit/(Loss)after tax	1030751	653424
Ii	Profit/(Loss) attributable to Ordinary Share-Holders	1030751	653424
Iii	Weighted Avg. no. of Ordinary Shares for Basic / Diluted EPS	426428750	65000000
Iv	Nominal value of Ordinary Shares	426428750	65000000
V	Basic / Diluted Earnings per Ordinary Share	0.0024	0.010

2.24 Scheme of Arrangement

- (i) A Composite Scheme of Arrangement (“the Scheme”) between UNNO INDUSTRIES LTD and Pinnacle Vintrade Limited (“PVL”) and Basukinath RealEstate Limited (“BREL”) and Baviscon Vincom Limited (“BVL”) under Sections 391 to 394 of the Companies Act, 1956 for amalgamation of PVL and BRL and BVL with the Company into the Company has been sanctioned by the High Court of Maharashtra at Mumbai on 18th Jan 2013. The Scheme has become effective from the appointed date 1st April 2012.
- (ii) Pursuant to the Scheme, all the assets, liability and reserves of PVL & BREL & BVL have transferred to and vested in the Company as a going concern with effect from the appointed date 1st April 2012.
- a. The amalgamation has been accounted for under the “Pooling of Interest Method” as per AS 14. Accordingly, as on appointed date, all the assets and liabilities have been taken at their book value and all the reserves identity has been preserved and added to identical reserves of UNNO INDUSTRIES LTD. The liabilities have been accounted for on their book value basis of accrual and certainty as decided by the management. However, as per the scheme the difference between Net asset value and equity shares issued to shareholders of transferor companies shall be recorded as Capital Reserve or goodwill.
- b. As consideration for the amalgamation, the Company has during the year issued and allotted 14,29,98,750 Equity Shares of Re 1/- each fully paid up in the ratio of 1.08 Equity Share of 1/- each of UNNO for every 1 (One) Equity Shares of Rs 1/- each of BREL in the Capital of the Company, and 4,10,00,000 Equity Shares of Rs 1/- each fully paid up in the ratio of 1.11 Equity Share of 1/- each of UNNO for every 1 (One) Equity Shares of Rs 1/- each of BVL in the Capital of the Company and 11,19,30,000 Equity Shares of Rs 1/- each fully paid up in the ratio of 1.08 Equity Share of 1/- each of UNNO for every 1 (One) Equity Shares of Rs 1/- each of PVL in the Capital of the Company.
- d. The difference between the net asset value i.e Book value of Assets minus liabilities (including reserves) of the transferor companies as on the appointed date and equity shares issued to the shareholders of transferor companies on amalgamation by the transferee company of Rs. 3,85,449 has been credited to goodwill account at the time of allotment of shares.

For UNNO INDUSTRIES LIMITED

Sd/-
Pawan Dalmia
Managing DIRECTOR

Sd/-
Alok Todi
DIRECTOR

For SANJAY N SHAH & CO.
Chartered Accountants
FRN : 124897W

Sd/-
CA SANJAY N SHAH, M. No. 116251
PROPRIETOR

Place : Mumbai
Date : 30th May, 2013



UNNO INDUSTRIES LIMITED

UNNO INDUSTRIES LIMITED

REGD. OFFICE : OFFICE NO. 213, RELIABLE BUSINESS CENTRE, OSHIWARA, JOGESHWARI (WEST), MUMBAI 400053

PROXY FORM

Reg.FolioNo.....
D.P.I.D.*.....

No. Of Shares:
Client I.D. *.....

I/We.....resident of being a member/members of **Unno Industries Ltd.** hereby appoint/failing him / her Shri/Smt./Ms.....resident ofas my/our Proxy to attend and vote for me/us and on my/our behalf at the 21st ANNUAL GENERAL MEETING of the Company to be held on Monday the 30th September, 2013 at 3.00 P.M. and at any adjournment thereof.

Signature of Proxy

Signature of Shareholder

Affix a Rs. 1
Revenue
Stamp

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the company, not less than 48 hours before the meeting.
*Applicable for shares held in electronic form.

-----TEAR HERE-----

UNNO INDUSTRIES LIMITED

REGD. OFFICE : OFFICE NO. 213, RELIABLE BUSINESS CENTRE, OSHIWARA, JOGESHWARI (WEST), MUMBAI 400053

Attendance Slip

Reg.Folio No.....
D.P.I.D.*.....

No. of Shares held.....
Client I.D. *.....

Name of the Member:

Name of the Proxy :

I hereby record my presence at the 21st Annual General Meeting of the Company at 3.00 P.M. on Monday the 30th day of September 2013

Signature of the attending member/Proxy.....

Notes:

- 1. Member/Proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed, at the entrance.