

UNNO INDUSTRIES LIMITED

ANNUAL REPORT - 2013 - 14

ANNUAL GENERAL MEETING ON TUESDAY 30TH SEPTEMBER, 2014



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- *REPORT ON CORPORATE GOVERNANCE* _____
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UNNO INDUSTRIES LIMITED
CIN No. L93010MH1992PLC205606

22nd Annual Report 2013-2014

CORPORATE INFORMATION

BOARD OF DIRECTORS

Bhairu Ratan Ojha
Chairman & Managing Director

Alok Todi
Executive Director

Rohit Shaw
Non- Executive Director

Jai Prakash Gupta
Non-Executive Director

Praveen Sharma
Company Secretary & Compliance Officer

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.

STOCK EXCHANGES

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



Notice is hereby given that the 22nd 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' 2014, Tuesday at 2.00 P.M** to transact the following business :

I. ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 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. Alok Todi, Director (holding DIN: - 03275588) who retires by rotation and being eligible, has offered himself for reappoint.
3. To re-appoint Auditors and to fix their remuneration, In this regard to consider, and if thought fit to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to provisions of Sections 139, 141 and 142 and other applicable provisions, if any of the Companies Act, 2013 and rules made there under, and pursuant to the recommendations of Audit Committee of the Board of Directors, M/s Sanjay N. Shah [Firm Registration No. 124897W], Chartered Accountants, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for a period of 3 years from the conclusion of this Annual General Meeting up to the conclusion of 25th Annual General Meeting of the Company, subject to ratification by the shareholders annually, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

II. SPECIAL BUSINESS :

4. Re-appointment of Mr. Rohit Shaw 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 pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013, Shri Rohit Shaw [holding DIN No. 06814045] who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 30th May, 2014 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of three year up to 25th Annual General Meeting of the Company liable to retire by rotation.



5. Re-appointment of Mr. Jai Prakash Gupta 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 pursuant to the provisions of sections of 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with the rules there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Jai Prakash Gupta (holding DIN No. 03533895), in respect of whom the company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as non-executive independent director of the Company for a term of five consecutive years up to the 27th Annual General Meeting of the Company”

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

“RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013, the Articles of Association of the Company be and is hereby altered in the following manner:

a) A new Clause 86(1) is being inserted under Article 86 which is as under:

“86(1) Voting by members through electronic mode

A member may exercise his vote at a General Meeting by electronic mode in accordance with Section 108 of the Companies Act, 2013 and rules made there under and shall be eligible to vote only once for a single resolution”

b) A new Article 101(A) is being inserted after Article 101 which is as under:

“101(A) Participation in Meeting of the Board by Director through electronic mode

Notwithstanding anything contained herein, the directors(s) may participate in the meeting(s) of the Board or any Committee thereof through electronic mode by video conferencing or other audio visual modes as may be prescribed, and the Director(s) so participating shall be deemed to be

Present at the meeting for the purpose of quorum, voting, recording of minutes and all other relevant provisions in this regard by following procedure specified under applicable laws for the time being in force and rules, regulations, circulars, notifications guidelines etc. issued /to be issued from time to time by competent / statutory authority.”

c) A new article 125A is being inserted after Article 125 which is as under:

“125A Service of documents through electronic mode



Notwithstanding anything contained in these Articles and as per Section 20 & 134 of the Companies Act, 2013 read with the rules made, there under, a Company may

serve copies of Balance Sheet, Statement of Profit & Loss, Auditors Report, Directors Report, Notice of General Meeting along with Explanatory Statements etc. and any other documents to the members through electronic mode by the following conditions laid down under the relevant Rules.”

Registered Office

Office No.213
Reliable Business Centre
Oshiwara,
Jogeshwari (West)
Mumbai - 400053
Mumbai,
Dated 30/05/2014

By Order of the Board

Sd/-
Bhairu Ratan Ojha
Managing Director

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/herself 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 102 of the Companies Act, 2013, 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. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Thursday, 25th September, 2014 to Tuesday, 30th September, 2014 (both day inclusive) for the purpose of this Annual General Meeting.*
- 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.*
- 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, 2013 (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.*



10. Voting through electronic means

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means at the 22nd Annual General Meeting (AGM) and the business may be transacted through e-voting services provided by Central Depository Securities Limited (CDSL).

The instructions for members for voting electronically is given are as under.

1. The voting period begins on Wednesday 24th September, 2014 at 9.00 A.M and ends on Friday, 26th September, 2014 at 5 P.M. During this period members of the company holding shares either in physical form or dematerialized form, as on cut-off date (i.e record date) Friday, 29th August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The Members should log on to the e-voting website www.evotingindia.com
3. Click on "Shareholders" tab.
4. Now select "Unno Industries Limited" from the drop down menu and click on submit.
5. Now Enter your USER ID
 - a. For CDSL : 16digit beneficiary ID
 - b. For NSDL : 8 Character DP ID followed by 8 Digit Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other Company, then your existing password is to be used.
8. If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. · In case the sequence number is less than 8digits the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. E.g If your name is Rahul Kumar or R. Ashish Kumar with Sr. No. 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format.



9. After entering these details appropriately, click on “SUBMIT” tab.
10. Members holding the shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach “Password creation” menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolution of any other company in which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
12. Click on the EVSN for the UNNO INDUSTRIES LIMITED on which you choose to vote.
13. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the options YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
14. Click on the ‘Resolution File Link” if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on ‘CANCEL” and accordingly modify your vote.
16. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
18. If a Demat account holder has forgotten the changed password then Enter the USER ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Note for Non-Individual Shareholders & Custodians:
 - a. Non- Individual shareholders (i.e other than Individual, HUF, NRI etc.) and custodians are required to log on to www.evotingindia.com and register themselves as corporate and Custodians respectively)
 - b. A scanned copy of the Registration Form bearing the stamp and sign the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c. After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the accounts(s) for which they wish to vote on.
 - d. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in the PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question (“FAQ”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com



Registered Office

Office No.213
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Mumbai,
Dated 30/05/2014

By Order of the Board

Sd/-
Bhairu Ratan Ojha
Managing Director

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013. (IN RESPECT OF RESOLUTIONS AT ITEMS FROM 4 to 6)

ITEM NO. : 4

The Board of Director at its meeting held on 30/05/2014 appointed Mr. Rohit Shaw as an Additional Directors on the Board in their meeting held on 30/05/2014 to hold office up to the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013. The Company has received a notice from a member proposing his candidature for the office of Director of the Company. The office of Mr. Rohit Shaw shall be liable to liable to retire by rotation.

Mr. Rohit Shaw is a Commerce Graduate (B.Com) form the University of Calcutta. He has having a vast experience in the field of Accounts and Taxation. Mr. Rohit Shaw is a self-motivated, dynamic and innovative individual and has a commitment of the highest level.

The Board of Directors in its meeting held on 30/05/2014 also appointed Mr Rohit Shaw as Non-Executive Independent Director for a period of Three Years with effect from 30th May, 2014 subject to approval of shareholders by way of an Ordinary Resolution in the ensuing Annual General Meeting of the Company.

None of the Directors other than the Independent Director (the appointee under this Resolution) or Key Managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in this Resolution.

ITEM No. 5

Mr. Jai Prakash Gupta (Holding DIN No. 03533895) have been Non-Executive Independent Director of the Company pursuant to cause 49 of Listing Agreement on the Board of the Company since 28th September, 2012.

With the enactment of the Companies Act, 2013, it is now mandatory for every company listed to appoint Independent Directors as define in section 149 of the Act. Ministry of Corporate Affairs vide general circular no. 14/2014 dated June 9, 2014, has clarified that it is necessary to appoint existing independent directors under the said Act within one year from April 1, 2014 subject to compliance of eligibility and other prescribed authority.

The Board of Directors of your company, after reviewing the provisions of the Act, is of the opinion that Mr. Jai Prakash Gupta, fulfill the conditions specified in the Act and rules made



there under to be eligible for appointment as Non-Executive independent Directors pursuant to the provisions of Section 149 of the Act.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail service of Mr. Jai Prakash Gupta, as Non-Executive Independent Director. In terms of provisions of Section 149 (13) of the Act, Mr. Jai Prakash Gupta, shall not be liable to retire by rotation. Mr. Jai Prakash Gupta has given consent to act as director of the company with declaration to the board stating that he comply with the criteria of Independent enumerated in Section 149(6) of the section 164 of the said Act. The company has received notice from members signifying intention to propose his appointment along with the requisite deposit.

Except appointee director and their relatives, none of the directors, Key Managerial personnel or their relatives is in any way interested or concerned, financially, or otherwise, in the said resolution.

ITEM NO. : 6

Due to the enactment of majority provisions of the Companies Act, 2013 certain changes are required to be made in the Articles of Association of the Company. Some new articles/clauses are proposed to be inserted in relation to use of electronic mode for voting by members, participation in the meeting of the Board of Directors, services of documents and maintenance of registers and records.

A general clause is also proposed to be inserted to the effect that if any provisions as mentioned in the articles in inconsistent with the provisions of the Companies Act, 2013 and Rules made therein, then the provisions of the Companies Act, 2013 and rules made therein shall override the provisions of these Articles.

The Board therefore recommends the resolution under Section 14 of the Companies Act, 2013 as a special resolution for your approval.

None of the Directors or key managerial personnel of the Company or their relative are concerned or interested in the resolution.

A copy of the Articles of Association of the Company together with the proposed alteration is available for inspection by the members of the company at the Registered Office of the Company between 11:00 A.M and 1:00 P.M on all working days except Saturdays, till the date of the Annual General Meeting of the Company.

Registered Office

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Mumbai - 400053
Dated 30/05/2014

By Order of the Board

Sd/-
Bhairu Ratan Ojha
Managing Director

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT THE FORTCOMING ANNUAL GENERAL MEETING.***(Pursuant to clause 49 of the Listing Agreement)*

<i>Name</i>	<i>Mr. Rohit Shaw</i>	<i>Mr. Alok Todi</i>
<i>Date of Birth</i>	<i>03.03.1983</i>	<i>10.05.1970</i>
<i>Date of Appointment</i>	<i>30.05.2014</i>	<i>29.02.2012</i>
<i>Experience in Specific Functional Area</i>	<i>Extensive knowledge and experience in the field of Accounts and Taxation</i>	<i>Extensive knowledge and experience in the field of Investment and Finance</i>
<i>Qualification</i>	<i>B.Com (Hons)</i>	<i>B.Com (Hons)</i>
<i>Directorship in Companies as on 31.03.2014</i>	<i>No Such</i>	<i>1. Manan Dealmark Pvt Ltd 2. Roshan Dealmark Pvt Ltd 3. Devadeva Securities Pvt Ltd 4. Infrastil Trading Pvt Ltd 5. Livin Dragons Entertainment Pvt Ltd 6. Richway Enterprises Pvt Ltd 7. Line-One Trading Pvt Ltd 8. Mastak Commodities Pvt Ltd 9. Sanskaar Marcom Pvt Ltd</i>
<i>No. of Shares Held</i>	<i>NIL</i>	<i>NIL</i>



DIRECTORS' REPORT

Your directors have pleasure in presenting the 22nd Annual Report together with the audited financial results for the period ended on 31st March, 2014

FINANCIAL PERFORMANCE

(Rs. in Lacs)

Particulars	Year Ended 31.03.2014	Year Ended 31.03.2013
Income	138.55	64.92
Profit before Taxation	12.97	10.89
Provision for Taxation	4.02	3.36
Profit/Loss for the year	8.95	7.51
Provision for Deferred Tax	0.00	0.01
Profit/Loss for the Year	8.95	7.51
Earnings Per Share (EPS)	0.0021	0.01

FINANCIAL HIGHLIGHTS AND OPERATIONS

The Total Income of the company for the year ended 138.55 Lacs. The Profit before tax stood at 12.97 Lacs and Profit after tax for the year ended under review stood at 8.95 Lacs. On consolidated basis the total income of your company and its subsidiaries stand at 435.95 Lacs. The consolidated profit before tax (PBT) stands at 14.90 Lacs. The consolidated profit after tax (PAT) stood at 10.28 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 in adequate profits during the year.

SUBSIDIARIES

As on March, 2014, the Company has two wholly owned subsidiaries, namely Richway Enterprises Pvt Ltd and Livin Dragons Entertainment Pvt Ltd.

In accordance with the Clause 49 of the Listing Agreement, the minutes of the subsidiaries were placed before the meeting of Board of Directors of Your Company.

Financial of Subsidiary Companies

The Ministry of Corporate Affairs vide General Circular No. 2/2011 dated February 8, 2011 has issued directions under Section 212 (8) of the Companies Act, 1956 granting general exemption from applicability of the provisions of Section 212 of the Companies Act, 1956 in relation to the attaching of balance sheet and other documents of subsidiary companies with the holding company, subject to fulfillment of the conditions specified in the said circular.



Your Company has availed the general exemption provided by the aforesaid circular, and accordingly, the documents mentioned in Section 212 (1)(a) to (d) of the Companies Act, 1956 relating to Company's subsidiaries are not attached to the Balance Sheet of your company. In terms of the said circular, your Director undertake that the annual accounts of the subsidiary companies and the related detailed information shall be made available to the Members of the Company and its subsidiary companies seeking such information at any point of time. Further, the annual accounts of the subsidiary companies shall also be kept for inspection by any Members at the registered office of the Company and of the respective subsidiary company concerned. The statement as required under clause (iv) of the aforesaid circular is also attached to the financial statements hereto.

Statement under Section 212 (1) (e) of the Companies Act, 1956 for the Subsidiary Companies:

A statement pursuant to Section 212 (1)(e) read with Sub-Section (3) of Section 212 of the Companies Act, 1956 for the Financial year 2013-14 for the subsidiary companies, namely Richway Enterprises Pvt Ltd and Livin Dragons Entertainment Pvt Ltd. Is attached to the Balance Sheet of your Company.

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 73 of the Companies Act, 2013 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. Pradeep Patni, Director of the company, have resigned from the office of the Board of directors on 30th May, 2014 due to their own other occupation.

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

Mr. Rohit Shaw, has been appointed as Additional Director of the company on 30th May, 2014 hereby appointed as Independent director for a term of 3 year i.e up to the 25th Annual General Meeting of the Company to fill the vacancy caused by Mr. Pradeep Patni.

Mr. Jai Prakash Gupta has been re-appointed as Independent Director of the company for a term of Five year i.e up to the 27th Annual General Meeting of the Company.

Mr. Alok Todi, Executive Director of the company is retiring director by rotation and being eligible offer himself 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.

DIRECTORS' 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, and The Companies Act, 2013 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 2013-14 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, 2013, 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 30/05/2014

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED MARCH, 2014

Corporate Governance Philosophy

Your Company firmly believes that maintaining the highest standards of Corporate Governance is the implicit rule that determines a management's ability to make sound decisions and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value of all.

The philosophy of Corporate Governance is primarily based on the principles of integrity, transparency, fairness, accountability, full disclosure and independent monitoring of the state of affairs.

Your Company is in compliance with the requirements of Corporate Governance as stipulated under Clause 49 of the Listing Agreement entered into the Stock Exchange. A report on the matters mentioned in the said clause and the practices / procedure followed by the Company for the year ended March 31, 2014 is detailed below:

Board of Directors

1. The present strength of the Board of Directors is a combination of Executive and Non Executive Director, out of which One Director is the Executive Director and the other Three are Non-Executive Director, two of them are Independent.

The Chairman of the Board is an Non-Executive Director.

As per the declaration received by the Company, none of the Directors are disqualified under Section 274 (1)(g) of the Companies Act, 1956 read with the Companies (Disqualification of Directors under Section 274 (1)(g) of the Companies Act, 1956), Rule, 2003.

**The Composition of Board of Directors as on March 31, 2014 and other relevant details are as under:**

Name of Director	Category	Effective Date	Cessation Date	Number of outside Directorship held*	Number of membership on Board Committees
Shri Bhairu Ratan Ojha	Managing Director	22/07/2013	N.A	1	3
Shri Alok Todi	Whole Time	29/02/2012	N.A	4	3
Shri Jai Prakash Gupta	Independent	28/09/2012	N.A	0	3
Shri. Pradeep Patni	Independent	30/09/2008	30/05/2014	0	3

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

Audit Committee

During the period 4 meeting were held. One of which was before finalization of accounts for the year 2013-14. The said meetings were held on **21.05.2013, 9.8.2013, 12.11.2013, 11.2.2013.**

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 177 of the Companies Act, 2013 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.

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	4
Shri Pradeep Patni	Member	Independent Director	4
Shri Alok Todi	Member	Executive Director	4
Shri Bhairu Ratan Ojha	Member	Managing Director	4

**Investors Grievances Committee**

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	3	Yes
Shri Alok Todi	Member	Whole Time Director	5	Yes
Shri Jai Prakash Gupta	Member	Independent Director	5	Yes
Shri Pradeep patni	Member	Independent Director	5	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
2010-11	September,30, 2011	Registered Office	10.00 A.M.
2011-12	September, 28, 2012	Registered Office	2.30 P.M.
2012-13	September, 30, 2013	Registered Office	3.00 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	05
Mr Alok Todi	Member	Whole Time Director	05
Mr. JaiPrakashGupta	Member	Independent Director	04
Mr Bhairu Ratan Ojha	Member	Managing Director	05

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	:	30 th September, 2014, 2.00 P.M.
Venue	:	
Registered office	:	OFFICE NO. 213, RELIABLE BUSINESS CENTRE OSHIWARA, JOGESHWARI (WEST) MUMBAI (MAHARASHTRA) – 4000 53

2. Financial Calendar**Financial Results for**

1 st Quarter	:	First Week of August, 2014
2 nd Quarter	:	Last Week of October, 2013
3 rd Quarter	:	Last Week of January, 2014
4 th Quarter	:	Last Week of April, 2015
Book Closer	:	Last week of Sept., 2015
A.G.M.	:	Last week of Sept. 2015

3. Dates of book closure

: Sept. 25th September, 2014 To 30th September, 2014

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
The Madhya Pradesh Stock Exchange



6. Listing fees : Paid for The Bombay Stock Exchange, Mumbai and M.P. Stock Exchange, Indore for the year 2013-14.

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

Period: April 2013 to March 2014											
Month	Open	High	Low	Close	No. of Shares	No. of Trades	Total Turnover	Deliverable Quantity	All Prices in ₹		
									% Deli. Qty to Traded Qty	* Spread	
										H-L	C-O
Apr-13	23.1	31.5	23.1	27.5	2,31,46,423	12,263	65,86,00,099	2,29,09,983	98.98	8.4	4.4
May-13	27.9	35.6	27	32.1	4,22,75,788	17,490	1,30,68,36,005	4,07,97,293	96.5	8.6	4.2
Jun-13	32.1	36	31.6	34.9	2,47,30,869	13,561	85,00,62,126	2,39,44,605	96.82	4.4	2.8
Jul-13	34	39.4	27.7	36.1	2,81,41,338	21,273	98,38,32,291	2,64,26,035	93.9	11.7	2.1
Aug-13	37.7	38	33.5	36.75	1,79,81,759	15,413	65,35,47,204	1,63,62,427	90.99	4.5	-0.95
Sep-13	36.8	40	30	36.6	1,59,99,526	11,203	59,30,03,718	1,53,37,601	95.86	10	-0.2
Oct-13	37	37	22.3	30.1	1,23,47,323	10,642	36,94,43,151	1,16,58,976	94.43	14.7	-6.9
Nov-13	30.5	34.5	27.1	30.55	91,80,521	5,940	28,23,47,465	89,70,275	97.71	7.3	0.05
Dec-13	30.5	38.8	29.7	36.75	1,11,82,451	8,767	39,62,82,459	1,10,08,089	98.44	5	6.25
Jan-14	37.55	37.7	24.1	27.1	1,74,98,661	10,052	56,20,10,114	1,70,24,286	97.29	13.7	-10.5
Feb-14	25.4	28.5	18.6	18.85	1,51,32,074	10,816	36,76,88,446	1,45,24,867	95.99	9.9	-6.55
Mar-14	20	21.2	12.3	14.4	5,17,28,692	16,455	71,20,58,915	5,02,03,884	97.05	8.9	-5.6

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 2014**

Share Holding of Nominal Value Of	No of Holders	Percentage (%)	Amount In Rs.	Percentage (%)
Upto - 5000	2442	70.76	4468256	1.05
5001-10000	230	6.66	2051542	0.48
10001-20000	93	2.69	1479702	0.35
20001-30000	77	2.23	1956517	0.46
30001-40000	43	1.25	1610975	0.38
40001-50000	55	1.59	2615182	0.61
50001-100000	148	4.29	11341831	2.66
100001 and above	363	10.52	400904745	94.01
Total	3451	100	426428750	100.00

12. Shareholding Pattern as on March 31st 2014

Category	No Shares held	% of share Holding
Indian Promoters & Promoter Group	91480000	21.45 %
Indian Corporate bodies	307379585	72.08 %
Indian Public	27569165	6.47 %
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.

13. Reconciliation of Share Capital Audit:

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital to reconcile the total capital held with the National Securities Depository Limited (NSDL) and Central Depository (India) Limited (CDSL) and the total issued and listed Capital. The report, inter alia, confirms that the total listed and paid up share capital of the Company is in agreement with the aggregate of the dematerialized shares and those in physical mode.

15. Whistle Blower Policy:

The Company has formulated a policy known as "Whistle Blower Policy" to allow and encourage employees to bring to the Management's Notice (Audit Committee) directly, without necessarily informing their superior about suspected unethical behavior, malpractices, wrongful conduct, frauds, violation of the Company's policies including code of conduct, violation of law or questionable accounting or auditing matters by any employee / director in the Company without fear of reprisal. The Company further undertakes that it has not denied any personnel access to the Audit Committee of the Company with respect to the same.

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

For and on Behalf of the Board of Directors

Sd/-

Bhairu Ratan Ojha,
 Managing Director.
 Mumbai,
 Dated 30/05/2014



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 showing recovery in the global markets is 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 increase in the interest income during the previous year due to increase in loans given by the company and also with the wider fluctuation in the global currency market the Company had incurred a nominal loss in the Trading of Currency Segment. Your company has earned a Profit of Rs. 12.97 lakhs. After providing Income Tax including deferred Tax, profit comes to Rs. 8.95 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 30/05/2014



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 Directors 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 : 30/05/2014

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, 2014, it is hereby certified that:

We have reviewed financial statements and cash flow statements for the year ended 31st March, 2014 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 : 30/05/2014

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 2014 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 2013-14, 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: 30/05/2014*

**(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, 2014 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.

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

Place: Mumbai
Date: 30/05/2014

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



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, 2014, 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") read with the General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of Companies Act, 2013 and 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 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, 2014;
- 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 comply with the Accounting Standard Notified under the act read with the general circular 15/2013 dated 13 September 2013 issued by the ministry of corporate affairs in respect of section 133 of the companies' act 2013.and
 - e) On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, 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 2014
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, 2014

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 have 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 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, 2014 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 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.301of the Act.

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



UNNO INDUSTRIES LIMITED
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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

Sd/-

Date: 30th May 2014
Place: Mumbai

CA. Sanjay Shah, Proprietor
Membership No.116251



Unno Industries Limited
Balance Sheet as at 31st March, 2014

PARTICULARS		Note No	Amount in Rupees	
			Figures for the current reporting period 31.03.2014	Figures for the current reporting period 31.03.2013
I EQUITY AND LIABILITIES				
(1) Shareholders' funds				
(a) Share capital	2.01	426428750	426428750	
(b) Reserves and surplus	2.02	-6012953	-5271896	
(c) Money received against share warrants		0	0	
(2) Share application money pending allotment		0	0	
(3) Non-current liabilities				
(a) Long-term borrowings		0	0	
(b) Deferred tax liabilities (Net)		0	0	
(c) Other Long term liabilities		0	0	
(d) Long-term provisions	2.03	370856	0	
(3) Current liabilities				
(a) Short-term borrowings		0	0	
(b) Trade payables		0	0	
(c) Other current liabilities	2.04	1589985	1142414	
(d) Short-term provisions	2.05	3552325	3229917	
TOTAL			425928963	425529185
II. ASSETS				
(1) Non-current assets				
(a) Fixed assets				
(i) Tangible assets	2.06	66857	92305	
(ii) Intangible assets	2.06	385449	385449	
(iii) Capital work-in-progress		0	0	
(iv) Intangible assets under development		0	0	
(b) Non-current investments	2.07	122488385	262285745	
(c) Deferred tax assets (net)		754934	748575	
(d) Long-term loans and advances		0	0	
(e) Other non-current assets		0	0	
(2) Current assets				
(a) Current investments		0	0	
(b) Cash and cash equivalents	2.08	1095552	1151209	
(c) Short-term loans and advances	2.09	300471163	158441919	
(d) Other current assets	2.10	666623	2423983	
TOTAL			425928963	425529185

See accompanying notes to the financial statements

0

0.00

As per our report on even date

For Sanjay N Shah & Co.

Chartered Accountant

Firm Regn No. 124897W

For and on behalf of the board

Sd/-

CA Sanjay N Shah

Proprietor

Membership no. 116251

Date : 30th May, 2014

Place : Mumbai

Sd/-

Bhairu Ratan Ojha

Managing Director

Sd/-

Alok Todi

Director

Sd/-

Jai Prakash Gupta

Director



Unno Industries Limited
Profit and loss statement for the year ended 31st March, 2014

Amount in Rupees

Particulars	Note No.	Figures for the	Figures for the
		current reporting period	current reporting period
		31-03-2014	31-03-2013
I Revenue from operations	2.11	13854522	6492203
II Other income	2.12	0	277
III. Total Revenue (I + II)		13854522	6492480
IV. Expenses:			
Cost of materials consumed		0	0
Purchases of Stock-in-Trade		0	0
Stock-in-Trade		0	0
Loss on F & o Transactions		0	0
Employee benefits expense	2.13	3681553	2578500
Finance costs		0	
Depreciation and amortization expense		25447	30914
Provisions written Back No Loger required		0	0
Other expenses	2.14	8850559	2793949
Total expenses		12557559	5403363
V Profit before exceptional and extraordinary items and tax (III-IV)		1296963	1089117
VI. Exceptional items		0	0
VII. Profit before extraordinary items and tax (V - VI)		1296963	1089117
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII- VIII)		1296963	1089117
X Tax expense:			
(1) Current tax		401700	336500
(2) Deferred tax			1550
(3) Previous Year		0	0
	Sub Total	401700	338050
XI Profit (Loss) for the period from continuing operations (VII-VIII)		895263	751067
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)		895263	751067
XVI Earnings per equity share:			
(1) Basic		0.0021	0.01
(2) Diluted		0.0021	0.01

See accompanying notes to the financial statements

As per our report on even date
For Sanjay N Shah & Co.
Chartered Accountant
Firm Regn No. 124897W

For and on behalf of the board

Sd/-
CA Sanjay N Shah
Proprietor
Membership no. 116251
Date : 30th May, 2014
Place : Mumbai

Sd/-
Bhairu Ratan Ojha
Managing Director

Sd/-
Alok Todi
Director

Sd/-
Jai Prakash Gupta
Director



Unno Industries Limited

Cash flow statement pursuant to Clause 32 of the Listing Agreement for the year ended 31st March, 2014

Particulars	Year Ended	
	31st March 2014	31st March 2013
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxes and Extra ordinary item	1296963	1089117
Adjustments		
Depriciation	25447	30914
Write-off Misc. Expenditure	0	170286
Profit on sale of Assets	0	(277)
Interest Paid	2,384	42,251
Interest Income	(1,38,54,522)	(64,92,203)
Provisions no longer required	-	-
Operating Profit before Working Capital Changes	(1,25,29,728)	(51,59,912)
Adjustments For		
(Increase) / Decrease in Inventory		
(Increase) / Decrease in Other Current Assets	17,57,360	(14,25,194)
(Increase) / Decrease in Loan & Advances (current & non current)	(14,20,29,244)	(10,83,69,783)
Increase / (Decrease) in Trade Payables & other liabilities (current & non current)	7,69,979	16,28,996
	(13,95,01,905)	(10,81,65,981)
CASH FLOW FROM OPERATING ACTIVITIES	(15,20,31,633)	(11,33,25,893)
Direct Taxes paid		-
Total (A)	(15,20,31,633)	(11,33,25,893)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets		(4,40,869)
Sale of Fixed Asset		3,81,000
Payment of Capital Work In Progress		
Sale of Capital Work In Progress		
Sale of Investments	17,20,27,360	3,50,70,486
(Less) Miscellaneous Exp	-	(1,70,286)
Long Term Capital Gains		
Interest Received	1,38,54,522	64,92,203
Purchase of Investment	(3,22,30,000)	(29,65,35,745)
Total (B)	15,36,51,882	(25,52,03,211)
CASH FLOW FROM FINANCING ACTIVITIES		
Long Term borrowing		
Short Term borrowing paid	-	(30,39,976)
Issue of Share Capital	-	36,85,75,000
Gains/(Loss) in Forex		
Unpaid Calls received		
Interest Paid	(2,384)	(42,251)
Total (C)	(2,384)	36,54,92,773
NET CHANGE IN CASH AND CASH EQUIVALENT (A+B+C)	16,17,866	(30,36,331)
CASH AND CASH EQUIVALENT AS AT BEGINNING OF YEAR	11,51,209	41,87,540
CASH AND CASH EQUIVALENT AS AT END OF THE YEAR	27,69,075	11,51,209

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 Accountant

Firm Regn No. 124897W

Sd/-

CA Sanjay N Shah

Proprietor

Membership no. 116251

Date : 30th May, 2014

Place : Mumbai

For and on behalf of the board

Sd/-

Alok Todi

Director

Sd/-

Jai Prakash Gupta

Director

Sd/-

Bhairu Ratan Ojha

Managing Director



Notes on Accounts for the period ended on 31st March, 2014

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

		Amount in Rupees	
PARTICULARS		Period ended on 31.3.2014	Period ended on 31.3.2013
2.01	SHARE CAPITAL		
(a)	Authorised Share Capital 437,000,000 Equity Shares of Rs. 1/- each	437000000	437000000
(b)	Issued and Subscribed Share Capital 426428750 Equity Shares of Rs 1/- each	426428750	426428750
	Paid Up Share Capital 426428750 Equity Shares of Rs 1/- each	426428750	426428750
		426428750	426428750
©	Reconciliation of number of shares		
	Shares at the beginning of the year	426428750	6500000
	Add : New shares of Face Value Re. 1 due to stock split	4264287500	65000000
	Add : Preferential Shares allotted during the year		65500000
	Add : Shares issued due to merger		295928750
	Less : Cancelled shares of Face Value Rs. 10 due to stock split	-426428750	-6500000
	Less : Buy back of shares/Reduction in share capital	0	0
	Less : Forfeited shares		
	Outstanding shares at the year end	4264287500	426428750

(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	-14422396	-15173463
	Add : Net Profit After Tax	895263	751067
	Amount Available for Appropriation	-13527133	-14422396
	Less : Transfer to Statutory Reserve	-259392	
	Less : Deferred revenue	-1271823	
	Add : deferred tax	6359	0
	Less : Provisions against Standard Assets	-370856	0
	Surplus –Closing Balance	-15422845	-14422396
©	Statutory Reserve us 45(1) (c)	259392	
(d)	Securities Premium		
	Opening Balance	7146250	0
	Add : Share premium due to Merger		7146250
	Less : Utilisation	0	0
	Closing Balance	7146250	7146250
	Grand Total	-6012953	-5271896

(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	Long Term Provisions	Period ended on 31.03.2014	Period ended on 31.03.2013
	Provisions against Standard Assets	370856	0
		370856	0

2.03	Short-term borrowings		
	Sundry unsecured Loans	0	0

2.04	Other current liabilities		
	Tds Payable	13200	42810
	Sundry Creditors	818740	888000
	Audit Fess Payable	30000	33500
	Creeditors For Expenses	30292	178104
	Other Payable	697753	
		1589985	1142414

2.05	Short-term provisions		
	Provision for Taxation	838200	436500
	Provision for Expenses	1175000	1254292
	Provision for NPA	1539125	1539125
	Total	3552325	3229917



2.06 Fixed Assets- Tangible		GROSS BLOCK					DEPRICIATION				NET BLOCK		
Sl. No.	Particulars	As at	Addition	Addition on merger	deduction	31.03.2014	As at	Addition	Addition on merger	Deduction	As at	As at	As at
		01.04.2013				01.04.2013	31.03.2014				31.03.2014	31.03.2014	31.03.2014
1	Furniture & Fixture	181418				181418	150029	11483			161512	19906	31389
2	Car					0	0	0.00	0		0.00	0	0
3	Computer	220600				220600	159685	13964.00			173649	46951	60915
	Total	402018	0	0	0	402018	309714	25447	0	0	335161	66857	92305
	Prev Year Total					0					0.00	0	0.00

2.06 Fixed Assets- Intangible		GROSS BLOCK			DEPRECIATION			NET BLOCK		
Sl. No.	Particulars	As at	Addition/ Deduction	As at	As at	Addition Deduction	As at	As at	As at	
		01.04.2013		31.03.2014	01.04.2013		31.03.2014	31.03.2014	31.03.2013	
1	Goodwill	385449		385449	0	0	0	0	385449	385449
	Total	385449	0	385449	0	0	0	0	385449	385449
	Prev Year Total									



2.07 Non-current Investments							
A.	Long term Investments	Qty.	RATE	Amount	Qty.	RATE	Amount
				31-03-2014			31-03-2013
	Quoted Equity Shares						
				Total			Total
				0			0
B.	Un-Quoted Equity Shares			0			
	Livin Dragon Entertainment Pvt Ltd	5100000	1	5100000	5100000	1	5100000
	Richway Enterprises Pvt Ltd	5100000	1	5100000	5100000	1	5100000
	Bhawarawali Software Pvt Ltd	0	0	0	16250	1000	16250000
	Bramhani Industries Ltd	0	0	0	30000	1000	30000000
	Crystal Hirise Pvt Ltd	0	0	0	137	200	27360
	Jeen Mata Suppliers Pvt Ltd	0	0	0	69770	1000	69770000
	Joyguru Commotrade Pvt Ltd	0	0	0	41500	200	8300000
	Vedant Commodeal Pvt Ltd	2500	1000	2500000	2500	1000	2500000
	Otan Das & Co. Mining Pvt Ltd	5000	2000	10000000	5000	2000	10000000
	Shree Vaishnav Wire and Road Pvt Ltd	12950	200	2591785	12950	200	2591785
	Festino Vincom Pvt Ltd	8600	1000	8600000	10000	1000	10000000
	Intime Dealers Pvt Ltd	14647	1000	14646600	14647	1000	14646600
	New Edge Vinimay Pvt Ltd	15000	1000	15000000	15000	1000	15000000
	Unicon Tie-up Pvt Ltd	10500	1000	10500000	10500	1000	10500000
	Uniglory Develoers Pvt Ltd	35950	1000	35950000	50000	1000	50000000
	Vedant Commodeal Pvt Ltd	12500	1000	12500000	12500	1000	12500000
				Total			Total
				122488385			262285745
				Grand Total			Grand Total
				122488385			262285745

2.08	Cash and cash equivalents	Period ended on 31 March, 2014	Period ended on 31 March, 2013
	i) Balance with Scheduled Banks		
	In Current Account	658942	695430
	ii) Other Banks-in Current Account	0	
	ii) Cash on hand	436610	455779
		1095552	1151209

2.09	Short-term loans and advances		
	Advances	10000000	10140000
	Deposits	32385	32385
	Loan & Advances	290438778	148269534
	Unsecured - Considered doubtful & Provided for	0	
		300471163	158441919

2.10	Other Current Assets		
	Tds Deducted on Loans Given	0	485537
	Deffered revenue Expenditure	0	1271823
	Preliminary Exp	666623	666623
	Provison for Interest	0	0
	Other Deposit	0	0
		666623	2423983



2.11	Revenue from operations	Period ended on 31 March, 2014	Period ended on 31 March, 2013
	Interest incomes	13854522	6492203
	Profit on Sale of Investment	0	0
	Total	13854522	6492203
2.12	Other Income		
	Profit on Sale of Fixed Asset	0	277
	Dividend on Investments	0	0
	Bank Interest	0	0
	INCOME TAX REFUND 2010-11 (Interest)	0	0
	0	277	
2.13	Employee benefits expense		
	Salary A/c	3681553	2578500
2.14	Other Expenses		
	Bank Charges	6926	4205
	BSE Listing Fees	28090	98565
	M.P stock exchange	11236	0
	Business Promotion	72000	75900
	Defferred Revenue Exp W/off	0	170286
	Depository Charges	86797	103074
	Interest Paid	2384	42251
	Stationeries & Printing	85540	71528
	Legal and Professional Fees	140000	362080
	Office and general Expenses	1678570	1225150
	Office Rent	595000	174000
	Telephone	78100	22990
	Postage & Stamp	153130	162813
	R & T Charges	33780	170497
	Travelling & Conveyance	202070	64610
	The Official Liquidator	0	10000
	Repairs & Maintenance	45950	0
	RTA charges	17990	0
	Exchange Loss	5509941	0
	Interest on TDS	1755	0
	Electricity Expense	71300	0
	Registration & Filling Fees	0	6000
		8820559	2763949
	Auditors Remuneration		
	i) For Audit Fees	30000	30000
	ii) For Tax Audit Fees	0	0
	8850559	2793949	

As per our report on even date

For Sanjay N Shah & Co.

Chartered Accountant

Firm Regn No. 124897W

Sd/-

CA Sanjay N Shah

Proprietor

Membership no. 116251

Date : 30th May, 2014

Place : Mumbai

For and on behalf of the board

Sd/-

Bhairu Ratan Ojha

Managing Director

Sd/-

Alok Todi

Director

Sd/-

Jai Prakash Gupta

Director



Significant Accounting Policies to Financial statements for the year ended 31 March 2014

2.15 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.

2.16 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.

2.17. 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.

During the year advances, Receivables and investment made are recoverable and performing, therefore management has not made any provisions for bad or doubtful asset, however 0.25% of the Standard Assets is being provided as per the notification issued by the Reserve Bank of India (RBI).

In accordance with the notification No. DNBS.222/CGM(US)-2011 dated 17-01-2011 issued by the Reserve Bank of India (RBI) vide its Directions to all NBFCs to make a general provision of 0.25% of the standard assets The company has made a provision of Rs.3,70,856.- on the standard assets as on March 31, 2014. The amount of provision on Standard assets is shown separately as Contingent provision against Standard Assets under Long Term Provisions in the Balance Sheet. Pursuant to section 4C of the Reserve Bank Of India. 1934, during the year the company has transferred an amount of Rs 2, 59,392 to Statutory Reserve

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.

2.18 Payment to Auditors (inclusive of service tax)

<i>Particulars</i>	March 31, 2014	March 31, 2013
<i>As Auditors</i>		
<i>Audit fees</i>	30000	30000
Total	30000	30000



2.19 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.

2.20 a. List of Related Party

	Nature of relationship
ALOK TODI	Key Managerial Personnel
BHAIRU RATAN OJHA	
INFRASTIL TRADING PRIVATE LIMITED	Associate companies
SANDHYA PROJECTS LIMITED	
LINE-ONE TRADING 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

2.21 Calculation of Earning Per Share :

	2013-14	2012-13
I Profit/(Loss)after tax	895263	751067
Ii Profit/(Loss) attributable to Ordinary Share-Holders	895263	751067
Iii Weighted Avg. no. of Ordinary Shares for Basic / Diluted EPS	426428750	426428750
Iv Nominal value of Ordinary Shares	426428750	426428750
V Basic / Diluted Earnings per Ordinary Share	0.0021	0.0018

For UNNO INDUSTRIES LIMITED

Sd/-
Bhairu Ratan Ojha
DIRECTOR
Jai Prakash Gupta
DIRECTOR

Place: Mumbai
Date: 30th May 2014

Sd/-
Alok Todi
DIRECTOR

For SANJAY N SHAH & CO.

Chartered Accountants
FRN: 124897W

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



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, 2014, 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 Standards notified under the Companies Act 1956 (the Act) (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs). 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, 2014;
- b) in the case of the consolidated Profit and Loss Account, of the profit 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 2014
Place: Mumbai

CA. Sanjay Shah, Proprietor
Membership No.116251



Unno Industries Limited
Consolidated Balance Sheet as at 31st March, 2014

		Amount in Rupees	
PARTICULARS	Note No	Figures for the current reporting period 31.03.2014	Figures for the current reporting period 31.03.2013
I EQUITY AND LIABILITIES			
(1) Shareholders' funds			
(a) Share capital	2.01	426428750	426428750
(b) Reserves and surplus	2.02	-5988482	-5364878
(c) Money received against share warrants		0	0
(d) Minority Interest on Consolidation		0	
(2) Share application money pending allotment		0	0
(3) Non-current liabilities			
(a) Long-term borrowings		0	0
(b) Deferred tax liabilities (Net)		0	0
(c) Other Long term liabilities		0	0
(d) Long-term provisions		370856	0
(3) Current liabilities			
(a) Short-term borrowings	2.03	2600000	1800000
(b) Trade payables		0	
(c) Other current liabilities	2.04	48528465	47316421
(d) Short-term provisions	2.05	3612325	3369517
TOTAL		475551914	473549810
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets			
(i) Tangible assets	2.06	66857	92305
(ii) Intangible assets	2.06	385449	385449
(iii) Capital work-in-progress		0	0
(iv) Intangible assets under development		0	0
(b) Non-current investments	2.07	122288385	262085745
(c) Deferred tax assets (net)		754934	748575
(d) Long-term loans and advances		0	0
(e) Other non-current assets	2.08	141512	177440
(2) Current assets			
(a) Current investments	2.07	0	
(b) Inventories		0	0
(c) Trade receivables	2.09	44137106	47903811
(d) Cash and cash equivalents	2.10	1301355	1290583
(e) Short-term loans and advances	2.11	305809693	158441919
(f) Other current assets	2.12	666623	2423983
TOTAL		475551914	473549810

See accompanying notes to the financial statements

0 0.00

As per our report on even date
For Sanjay N Shah & Co.
Chartered Accountant
Firm Regn No. 124897W

For and on behalf of the board

Sd/-

CA Sanjay N Shah
Proprietor
Membership no. 116251
Date : 30th May, 2014
Place : Mumbai

Sd/-

Bhairu Ratan Ojha
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
		31-03-2014	31-03-2013
I Revenue from operations	2.13	43563462	55024094
II Other income	2.14	31460	277
III. Total Revenue (I + II)		43594922.03	55024371
IV. Expenses:			
Cost of materials consumed		0	0
Purchases of Stock-in-Trade		28815392	46823539
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		0	0
Loss on F & o Transactions		0	0
Employee benefits expense	2.15	3813553	2882500
Finance costs		0	
Depreciation and amortization expense		25447	30914
Provisions written Back No Loger required		0	
Other expenses	2.16	9450744	3779017
Total expenses		42105136	53515970
V Profit before exceptional and extraordinary items and tax (III-IV)		1489786	1508401
VI. Exceptional items		0	0
VII. Profit before extraordinary items and tax (V - VI)		1489786	1508401
VIII. Extraordinary Items		0	0
IX. Profit before tax (VII- VIII)		1489786	1508401
X Tax expense:			
(1) Current tax		461700	476100
(2) Deferred tax			1550
(3) Previous Year		0	
XI Profit (Loss) for the period from continuing operations (VII-VIII)	Sub Total	461700	477650
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)		1028086	1030751
XVI Earnings per equity share:			
(1) Basic		0.0024	0.02
(2) Diluted		0.0024	0.02

See accompanying notes to the financial statements

As per our report on even date
For Sanjay N Shah & Co.
Chartered Accountant
Firm Regn No. 124897W

For and on behalf of the board

Sd/-
CA Sanjay N Shah
Proprietor
Membership no. 116251
Date : 30th May, 2014
Place : Mumbai

Sd/-
Bhairu Ratan Ojha
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, 2014

Particulars	Year Ended 31st March 2014	Year Ended 31st March 2013
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Taxes and Extra ordinary item	1489786	1508401
Adjustments		
Depreciation	25447	30914
Write-off Misc. Expenditure	45928	210686
Profit on sale of Fixed Assets		(277)
Interest Paid	2,384	42,251
Interest Income	(1,38,54,522)	(64,92,203)
Provisions no longer required		
Operating Profit before Working Capital Changes	(1,22,90,977)	(47,00,228)
Adjustments For		
(Increase) / Decrease in Inventory		(15,77,794)
(Increase) / Decrease in Other Current Assets	17,57,360	(15,62,73,594)
(Increase) / Decrease in Loan & Advances (current & non current)	(14,36,07,428)	(15,62,73,594)
Increase / (Decrease) in Trade Payables & other liabilities (current & non current)	22,54,852	4,75,97,339
	(15,18,86,193)	(11,49,54,277)
Direct Tax Paid		
Total (A)	(15,18,86,193)	(11,49,54,277)
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets		(4,40,869)
Sale of Fixed Asset		3,81,000
Payment of Capital Work In Progress		
Sale of Capital Work In Progress		
Sale of Investments	17,20,27,360	
(Less) Miscellaneous Exp	(2,10,686)	(2,10,686)
Long Term Capital Gains		
Interest Received	1,38,54,522	64,92,203
Purchase of Investment	(3,22,30,000)	(26,12,65,259)
Total (B)	15,34,41,196	(25,50,43,611)
CASH FLOW FROM FINANCING ACTIVITIES		
Long Term borrowing		
Short Term borrowing paid		(15,39,976)
Issue of Share Capital	-	36,85,75,000
Gains/(Loss) in Forex		
Unpaid Calls received		
Interest Paid	(42,251)	(42,251)
Total (C)	(42,251)	36,69,92,773
NET CHANGE IN CASH AND CASH EQUIVALENT (A+B+C)	15,12,752	(30,05,115)
CASH AND CASH EQUIVALENT AS AT BEGINNING OF YEAR	12,90,583	42,95,698
CASH AND CASH EQUIVALENT AS AT END OF THE YEAR	28,03,334	12,90,583

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
Place: Mumbai

Dated : 30th May, 2014

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

Bhairu Ratan Ojha
Managing Director

Sd/-

Alok Todi
Director

Sd/-

Jai Prakash Gupta
Director



2 Consolidated Notes on Accounts for the period ended on 31st March, 2014

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

		Amount in Rupees	
PARTICULARS		Period ended on 31.3.2014	Period ended on 31.3.2013
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	437000000
(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	426428750
	Paid Up Share Capital 426428750 Equity Shares of Rs 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)	426428750	426428750
		426428750	426428750
(c)	Reconciliation of number of shares Shares at the beginning of the year Add : New shares of Face Value Re. 1 due to stock split Add : Preferential Shares allotted during the year Add : Shares issued due to merger Less : Cancelled shares of Face Value Rs. 10 due to stock split Less : Buy back of shares/Reduction in share capital Less : Forfeited shares Outstanding shares at the year end	426428750 4264287500 0 0 -426428750 0 0	6500000 65000000 65500000 295928750 -6500000 0 0
		4264287500	426428750
(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 : Transfer to Statutory Reserve Less : Deferred Revenue Add : Deferred Tax Less : Provision against Standard Assets Less : Transfer to Profit and Loss Appropriation Surplus –Closing Balance	-14515378 1028086 -13487292 -259392 -1271823 6359 -370856 -15,370	-15546129 1030751 -14515378 0 0 0 -370856 -14515378
		-15398374	-14515378
(c)	Statutory Reserve us 45(1) (c)	259392	0.00
(d)	Securities Premium Opening Balance Add : Share premium due to Merger Less : Utilisation Closing Balance	7146250 0 0	0 7146250 0
		7146250	7146250
	Grand Total	-5988482	-5364878

(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.



		Period ended on 31.03.2014	Period ended on 31.03.2013
	Long Term Provisions		
	Provisions against Standard Assets	370856	0
		370856	0
2.03	Short-term borrowings		
	Sundry unsecured Loans	2600000	1800000
2.04	Other current liabilities		
	Tds Payable	13200	42810
	ROC Fees Payable	0	193000
	Sundry Creditors	47741220	46850507
	Audit Fess Payable	46000	52000
	Creeditors For Expenses	30292	178104
	Other Payable	697753	0
			0
		48528465	47316421
2.05	Short-term provisions		
	Provision for Taxation	8,98,200	576100
	Provision for Expenses	1175000	1254292
	Provision for NPA	1539125	1539125
	Total	3612325	3369517



2.06 Fixed Assets- Tangible		GROSS BLOCK				DEPRICIATION				NET BLOCK			
Sl. No.	Particulars	As at	Addition	Addition on merger	deduction	31.03.2014	As at	Addition	Addition on merger	Deduction	As at	As at	
		01.04.2013				01.04.2013	31.03.2014				31.03.2014	31.03.2014	31.03.2013
1	Furniture & Fixture	181418				181418	150029	11483			161512	19906	31389
2	Car	0				0					0.00	0	0
3	Computer	220600				220600	159685	13964.00			173649	46951	60915
	Total	402018	0	0	0	402018	309714	25447	0	0	335161	66857	92304
	Prev Year Total	402018				402018	469767	98529.00			568296.00	0	-166278.00

2.06 Fixed Assets- Intangible		GROSS BLOCK				DEPRECIATION			NET BLOCK	
Sl. No.	Particulars	As at	Addition/ Deduction	As at	As at	Addition	As at	As at	As at	
		01.04.2013		31.03.2014	01.04.2013			31.03.2014	31.03.2014	31.03.2013
1	Goodwill	385449		385449	0	0	0	0	385449	385449
	Total	385449	0	385449	0	0	0	0	385449	385449
	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



2.07 Non-current Investments							
A. Long term Investments				B. Un-Quoted Equity Shares			
	Qty.	RATE	Amount 31-03-2014		Qty.	RATE	Amount 31-03-2013
Quoted Equity Shares							
Face Value Rs.10/-Each			0				0
			Total				Total
			0				0
Highview Sales Pvt Ltd	500000	10	5000000	500000	10	5000000	
Wonderful Suppliers Pvt Ltd	500000	10	5000000	500000	10	5000000	
Bhavarawali Software Pvt Ltd			0	16250	1000	16250000	
Bramhani Industries Ltd			0	30000	1000	30000000	
Crystal Hirise Pvt Ltd			0	137	200	27360	
Jeen Mata Suppliers Pvt Ltd			0	69770	1000	69770000	
Joyguru Commotrade Pvt Ltd			0	41500	200	8300000	
Vedant Commodeal Pvt Ltd	2500	1000	2500000	2500	1000	2500000	
Otan Das & Co. Mining Pvt Ltd	5000	2000	10000000	5000	2000	10000000	
Shree Vaishnav Wire and Road Pvt Ltd	12950	200	2591785	12950	200	2591785	
Festino Vincom Pvt Ltd	8600	1000	8600000	10000	1000	10000000	
Intime Dealers Pvt Ltd	14647	1000	14646600	14647	1000	14646600	
New Edge Vinimay Pvt Ltd	15000	1000	15000000	15000	1000	15000000	
Unicon Tie-up Pvt Ltd	10500	1000	10500000	10500	1000	10500000	
Uniglory Develoers Pvt Ltd	35950	1000	35950000	50000	1000	50000000	
Vedant Commodeal Pvt Ltd	12500	1000	12500000	12500	1000	12500000	
			122288385				262085745
			Total				Total
			122288385				262085745
			Grand Total				Grand Total
			122288385				0
2.08 Non-Current Asset							
PARTICULARS				Period ended on	Period ended on		
				31.3.2014	31.3.2013		
i)Preliminary Expense				17712	23040		
ii)Deferred Revenue Expenditure				123800	154400		
Total				141512	177440		
2.09 Trade Receivables							
PARTICULARS				Period ended on	Period ended on		
				31.3.2014	31.3.2013		
Total				4,41,37,106	4,79,03,811		
2.10 Cash and cash equivalents							
i) Balance with Scheduled Banks							
In Current Account				6,95,497	706430		
ii) Other Banks-in Current Account				0			
ii) Cash on hand				605858	584153		
				1301355	1290583		
2.11 Short-term loans and advances							
Advances				1,00,00,000	10140000		
Deposits				32385	32385		
Loan & Advances				29,57,77,308	148269534		
Unsecured - Considered doubtful & Provided for				0			
				305809693	158441919		
2.12 Other Current Assets							
Tds Deducted on Loans Given					485537		
Deffered revenue Expenditure					1271823		
Prelliminary Exp				666623	666623		
Provison for Interest				0			
Other Deposit				0			
				666623	2423983		



2.13 Revenue from operations		Period ended on 31.03.2014	Period ended on 31.03.2013
Sale Of Traded Goods		29708940	4,85,31,891.00
Interest Income		13854522	6492203
Total		43563462.03	55024094
2.14 Other Income			
Sale of Fixed Asset		0	277
Service Charges Received		31460	0
Dividend on Investments		0	0
Bank Interest		0	0
INCOME TAX REFUND 2010-11 (Interest)		0	0
		31460	277
2.15 Employee benefits expense			
Salary A/c		3813553	28,82,500.00
2.16 Other Expenses			
Bank Charges		7094	4205
Bombay Stock Exchange		39326	98565
Business Promotion		72000	92400
Deferred Revenue Exp W/off		45928	210686
Depository Charges		86797	103074
Interest Paid		2384	42251
Stationeries & Printing		97880	87987
Legal and Professional Fees		140000	362080
Office and general Expenses		1737588	1272124
Office Rent		595000	174000
Telephone & Postage		94430	45545
Postage & Stamp		165920	169263
R & T Charges		33780	170497
Travelling & Conveyance		230810	89810
Packing Charges		169680	326134
The Official Liquidator		-	10000
Repairs & Maintenance		45950	
Carriage Outward		239191	465905
RTA Charges		17990	
Exchange loss		5509941	
Interest on TDS		1755	
Electricity Expense		71300	
Registration & Filling Fees		0	6000
		9404744	3730526
Auditors Remuneration			
i) For Audit Fees		46000	30000
ii) For Tax Audit Fees		0	
		9450744	3760526

As per our report on even date
For Sanjay N Shah & Co.
Chartered Accountant
Firm Regn No. 124897W

For and on behalf of the board

Sd/-
CA Sanjay N Shah
Proprietor
Membership no. 116251
Date : 30th May, 2014
Place : Mumbai

Sd/-
Bhairu Ratan Ojha
Managing Director

Sd/-
Alok Todi
Director

Sd/-
Jai Prakash Gupta
Director



Accounting Policies to Consolidated Financial statements for the year ended 31 March 2014

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.

In accordance with the notification No. DNBS.222/CGM(US)-2011 dated 17-01-2011 issued by the Reserve Bank of India (RBI) vide its Directions to all NBFCs to make a general provision of 0.25% of the standard assets

The company has made a provision of Rs.3,70,856./- on the standard assets as on March 31, 2014. The amount of provision on Standard assets is shown separately as Contingent provision against Standard Assets under Long Term Provisions in the Balance Sheet.

Pursuant to section 4C of the Reserve Bank Of India, 1934, during the year the company has transferred an amount of Rs 2, 59,392 to Statutory Reserve

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)

<i>Particulars</i>	March 31, 2014	March 31, 2013
<i>As Auditors</i>		
<i>Audit fees</i>	46000	30000
Total	46000	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.



2.21 a. List of Related Party

	Nature of relationship
ALOK TODI	Key Managerial Personnel
BHAIRU RATAN OJHA	
INFRASTIL TRADING PRIVATE LIMITED	Associate companies
SANDHYA PROJECTS LIMITED	
LINE-ONE TRADING 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 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 :

		2013-14	2012-13
I	Profit/(Loss)after tax	1028086	1030751
Ii	Profit/(Loss) attributable to Ordinary Share-Holders	1028086	1030751
Iii	Weighted Avg. no. of Ordinary Shares for Basic / Diluted EPS	426428750	426428750
Iv	Nominal value of Ordinary Shares	426428750	426428750
V	Basic / Diluted Earnings per Ordinary Share	0.0024	0.0024



UNNO INDUSTRIES LIMITED
CIN No. L93010MH1992PLC205606

22nd Annual Report 2013-2014

For UNNO INDUSTRIES LIMITED

Sd/-

Bhairu Ratan Ojha
Managing Director

Sd/-

Alok Todi
DIRECTOR

Sd/-

Jai Prakash Gupta
DIRECTOR

For SANJAY N SHAH & CO.

Chartered Accountants
FRN : 124897W

Sd/-

CA SANJAY N SHAH,
M. No. 116251
PROPRIETOR

Place : Mumbai

Date : 30th May 2014



UNNO INDUSTRIES LIMITED

Corporate Identification Number: L93010MH1992PLC205606
Registered Office: Office No. 213, Reliable Business Centre
Oshiwara, Jogeshwari (West)
Mumbai – 400053
Phone: 022 65659994
Email: unnoindustries@gmail.com

ATTENDANCE SLIP

TWENTY SECOND ANNUAL GENERAL MEETING ON TUESDAY, 30TH SEPTEMBER, 2014 AT 2.00 P.M

I,hereby record my presence at the
Twenty Second Annual General Meeting of the Company on Tuesday, 30th September, 2014 at 2.00
P.M at the registered office of the Company at Office No. 213, Reliable Business Centre, Oshiwara,
Jogeshwari (West), Mumbai – 400053

Name of Proxy (In BLOCK letters):

Name of Member (In BLOCK letters):

Folio/Client ID No. :..... DP ID No.:.....

No. of Equity Shares held :

Signature of the Attending Member/Proxy holder

Note:

1. Members/Proxy holders wishing to attend the meeting must bring the Attendance Slip to the meeting and hand over at the entrance duly signed.
2. Members/Proxy holders desiring to attend the meeting should bring his / her copy of Notice for reference at the meeting.



UNNO INDUSTRIES LIMITED

Corporate Identification Number: L93010MH1992PLC205606
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Mumbai – 400053
Phone: 022 65659994
Email: unnoindustries@gmail.com

PROXY FORM
FORM MGT – 11

[Pursuant to the provisions of sections 105 (6) of the Companies Act, 2013 and rules 19(3) Of the Companies (Management and Administration) Rules, 2014]

Serial No:.....

Name of Member(s) :.....
(In BLOCK letters)

Registered Address :.....

E-mail ID :.....

Folio No / Client ID :.....

DP Id :.....

I/We being Member(s) ofEquity shares of 1/- each of Unno Industries Limited, hereby appoint:

1 Name :
(In BLOCK Letters)

Address :

E-mail ID: Signature:, or
Failing him

2 Name :
(In BLOCK Letters)

Address :

E-mail ID: Signature:

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2014 at the registered office of the company at Office No. 213, Reliable Business Centre, Oshiwara, Jogeshwari (West), Mumbai – 400053 at 2:00 P.M and at any adjournment thereof in respect of such resolution as are indicated below:



Ordinary Business:

1. Approval and adoption of the Audited Balance Sheet as at March, 2014, the Profit & Loss of the Company for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. Appointment of Director in place of Shri Alok Todi (holding DIN No. 03275588) who retires by rotation and being eligible, offers himself for re-appointment.
3. Re- appointment of M/s Sanjay N. Shah & Co., Chartered Accountant, as the Statutory Auditors of the Company for a period of three years and to fix their remuneration.

Special Business:

1. Appointment of Shri Rohit Shaw (holding DIN No. 06814045) as an Independent Director of the Company for the period of three years.
2. Appointment of Shri Jai Prakash Gupta (holding DIN No. 03533895) as an Independent Director of the Company for the period of Five years.
3. Alteration of the Articles of Association of the Company in relation to use of electronic mode for voting by members, participation in meeting of the Board by Directors, Service of documents and maintenance of registers and records.

Signed thisday of2014

Affix a Rs. 1 Revenue Stamp

Signature of the Member (s):

Signature of Proxy Holders (s):

Signature of Proxy Holders (s):

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.