

# **UNNO INDUSTRIES LIMITED**

**CIN: L93010MH1992PLC205606**

**ANNUAL REPORT 2014-2015**

**23<sup>RD</sup> ANNUAL GENERAL MEETING**

# **CORPORATE INFORMATION**

## **BOARD OF DIRECTORS**

Prafulchandra Gordhandas Zaveri  
Managing Director

Pankaj Dawar  
Director

Hetal Priteshkumar Solanki  
Director

Shri Pritesh Naranbhai Solanki  
Director

## **REGISTERED OFFICE**

Siddhi Vinayak Appartment, Flat No. 206  
Gujaratisamaj Road., Sant Chokamela Road.,  
Ville Parle(E) Mumbai, Maharashtra- 400057

## **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  
Tel: 91-22-2301 6761 / 8261  
Email: busicomp@vsnl.com

## **BANKERS**

HDFC Bank Ltd  
Axis Bank Ltd.

## **STOCK EXCHANGES**

The Bombay Stock Exchange (BSE)  
The Madhya Pradesh Stock Exchange (MPSE)

# UNNO INDUSTRIES LIMITED

CIN No. L93010MH1992PLC205606

Siddhi Vinayak Appartment, Flat No. 206 Gujarati Samaj Road,

Sant Chokamela Road, Ville Parle(E), Mumbai- 400057

Email ID: unnoindustries@gmail.com

Tel: 022-65659994

## **NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of Unno Industries Limited will be held at Registered office at Siddhi Vinayak Appartment, Flat No. 206 Gujaratisamaj Road, Sant Chokamela Road., Ville Parle(E) Mumbai (Maharashtra) - 400057 on 30th September' 2015, Wednesday at 2.00 P.M to transact the following business :

### **Ordinary Business:**

1. To receive, consider and adopt –
  - a) The Standalone Financial Statement of the Company for the year ended March 31, 2015, and the report of the Directors and Auditors thereon.
  - b) The Consolidated Financial Statement of the Company for the year ended March 31, 2015, and the report of the Auditors thereon.
2. The Board decided not to declare any dividend for the Financial Year ended 31st March, 2015.
3. To appoint Mr. Pankaj Dhawar (Din: 06479649) who retires by rotation and being eligible, has offered himself for re-appoint.
4. To ratify the appointment of Sanjay N. Shah, Chartered Accountant, (FRN 124897W), as the statutory auditor of the company from the conclusion of 23<sup>rd</sup> Annual General Meeting till the conclusion of 24<sup>th</sup> Annual General Meeting of the company, who was appointed as Statutory Auditor of the Company for a term of three in the previous Annual General Meeting, and to authorise the Board of Director to fix their remuneration on yearly basis and in this regard to consider and, if though fit, to pass, with or without modification(s) the following resolution as an **ordinary resolution**

**“RESOLVED THAT** pursuant to the provision of section 139, 141, 142 and other applicable provision, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, ratification of Sanjay N. Shah, Chartered Accountant, (FRN 124897W) as statutory auditor of the company from the conclusion of 23<sup>rd</sup> AGM till the conclusion of 24<sup>th</sup> AGM, who was appointed for a term of three year till 25<sup>th</sup> Annual General Meeting in the previous Annual General Meeting (Subject to ratification at every AGM) 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.”

## **SPECIAL BUSINESS:**

### **5. Re-appointment of Mr. Pankaj Dawar (Din: 06479649) as an Independent Director.**

To consider and if though 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, Mr. Pankaj Dawar [holding DIN No. 06479649] who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 19th December, 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 Five year up to 28th Annual General Meeting of the Company liable to retire by rotation.

### **6. Re-appointment of Miss Hetal Pritesh Kumar Solanki (Din: 07146326) as an Independent Director.**

**“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, Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 30<sup>th</sup> March, 2015 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 her 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 Five year up to 28th Annual General Meeting of the Company liable to retire by rotation.

### **7. Re-appointment of Shri Pritesh Naranbhai Solanki (DIN: 07073650) as an Independent Director.**

**“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 Pritesh Naranbhai Solanki [holding DIN No. 07073650] who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 30<sup>th</sup> May, 2015 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 Five year up to 28th Annual General Meeting of the Company liable to retire by rotation.

**8. Appointment of Mr. Prafulchandra Gordhandas Zaveri (DIN: 07073660) as an Independent Director and Managing Director.**

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 and rules made there under and read with Schedule IV of the Companies Act, 2013, Mr. Prafulchandra Gordhandas Zaveri (DIN: 07073660) be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting till the conclusion of 28<sup>th</sup> Annual General Meeting of the Company not liable to retire by rotation and pursuant to the provision of Section 196 of the Companies Act, 2013 and rules made there under, Mr. Prafulchandar Gordhandas Zaveri is be and hereby appointed as a Managing Director of the Company with effect from 30<sup>th</sup> March, 2015.

**By Order of the Board of Director**

**Registered Office:**

Siddhi Vinayak Appartment,  
Flat No. 206 Gujaratisamaj Road,  
Sant Chokamela Road, Ville Parle(E),  
Mumbai- 400057

**Sd/-**

**Prafulchandra Gordhandas Zaveri**  
Managing Director  
DIN No.: 07073660

Dated: 30<sup>th</sup> May, 2015

**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.**

Pursuant to the provision of Section 105 of the Companies Act, 2013 and rules framed thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

2. The Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

3. Brief resume of Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to her re-appointment.

4. 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 Wednesday,

23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) in connection with the Annual General Meeting.

5. Members are requested to bring their attendance slips along with copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will not be distributed and /or be made available at the meeting.

6. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.

7. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

8. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.

9. Corporate shareholders intending to send their authorised representative are requested to serve a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.

#### **10. Voting through Electronic Means**

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

11. The remote e-voting period commences on Sunday, 27<sup>th</sup> September, 2015 (9:00 a.m.) and ends on Tuesday, 29<sup>th</sup> September, 2015 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date of 23<sup>rd</sup> September' 2015 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

12. The Board of Directors of the Company has appointed Amarendra Mohapatra [ACS-26257], Practising Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.

13. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the vote cast at the meeting and thereafter unblock the votes cast through remote e-voting in the

presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person so authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.

**The instructions for members for voting electronically is given are as under:**

1. The voting period begins on Sunday 27<sup>th</sup> September, 2015 at 9.00 A.M and ends on Tuesday, 29<sup>th</sup> September, 2015 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) Wednesday, 23<sup>rd</sup> September, 2015 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](http://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

i. For CDSL : 16 digit beneficiary ID

ii. For NSDL : 8 Character DP ID followed by 8 Digit Client ID,

iii. 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](http://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 8 digits 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](http://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](mailto:helpdesk.evoting@cdslindia.com)

c. After receiving the login details they have to create 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



21. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote through e-mail at [unnoindustries@gmail.com](mailto:unnoindustries@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 29th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.

22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.

23. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 28<sup>th</sup> August, 2015.

24. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23<sup>rd</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

25. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

26. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23rd September, 2015 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., Purva Sharegistry (India) Pvt.Ltd , Unit No. 9, Shiv Shakti Industrial Estate , J.R.Boricha Marg, Opp Kasturba Hospital Lane, Lower Parel (E), Lower Parel (E) Tel : 91-22-2301 6761 / 8261 Email : [busicomp@vsnl.com](mailto:busicomp@vsnl.com) Company by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

**By Order of the Board of Director**

Sd/-

**Prafulchandra Gordhandas Zaveri**

Managing Director

DIN No.: 07073660

**Registered Office:**

Siddhi Vinayak Appartment,  
Flat No. 206, Gujaratisamaj RD.,  
Sant Chokamela RD., Ville Parle(E)  
Mumbai, Maharashtra- 400057

**EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013.**

**RESOLUTION AT ITEMS No. 5**

The Board of Directors of the Company had appointed Mr. Pankaj Dawar (DIN No.: 06479649) as an Additional Director of the Company with effect from 19<sup>th</sup> December, 2014. The Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying his intention to propose Mr. Pankaj Dawar (DIN No.: 06479649) for appointment as a Director of the Company.

The Board considers that the expertise of Mr. Pankaj Dawar (DIN No.: 06479649) should continue to remain available to the Company and therefore, recommends the Ordinary Resolution set out at item no. 5 of the Notice for your approval. Mr. Pankaj Dawar (Din: 06479649) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Pankaj Dawar (Din: 06479649) along with his relatives does not hold any shares in the Company.

Except Mr. Pankaj Dawar (Din: 06479649) none of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

**RESOLUTION AT ITEMS No.6**

The Board of Directors of the Company had appointed Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] as an Additional Director of the Company with effect from 30<sup>th</sup> March, 2015. The Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying her intention to propose Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] for appointment as a Director of the Company.

The Board considers that the expertise of Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] should continue to remain available to the Company and therefore, recommends the Ordinary Resolution set out at item no. 6 of the Notice for your approval. Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] along with her relatives does not hold any shares in the Company.

Except Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] none of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

**RESOLUTION AT ITEMS No. 7**

The Board of Directors of the Company had appointed Shri Pritesh Naranbhai Solanki (Din: 07073650) as an Additional Director of the Company with effect from 30<sup>th</sup> May, 2015. The Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying his intention to propose Shri Pritesh Naranbhai Solanki (Din: 07073650) for appointment as a Director of the Company.

The Board considers that the expertise of Shri Pritesh Naranbhai Solanki (Din: 07073650) should continue to remain available to the Company and therefore, recommends the Ordinary Resolution set out at item no. 7 of the Notice for your approval. Shri Pritesh Naranbhai Solanki (Din: 07073650) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Shri Pritesh Naranbhai Solanki (Din: 07073650) along with his relatives does not hold any shares in the Company.

Except Shri Pritesh Naranbhai Solanki (Din: 07073650) none of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

### **RESOLUTION AT ITEMS No. 8**

The Board of Directors of the Company has appointed Mr. Prafulchandra Gordhandas Zaveri (Din: 07073660) as a Managing Director of the Company with effect from 30th March, 2015. And the same needs to be approved by the members of the company and hence the same was put for your approval and also he is not disqualified to be appointed as Managing Director of the company.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Prafulchandra Gordhandas Zaveri as Independent Directors is now being placed before the Members for approval.

Except Mr. Prafulchandra Gordhandas Zaveri (Din: 07073660) none of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

**By Order of the Board of Director**

**Registered Office:**

Siddhi Vinayak Appartment,  
Flat No. 206, Gujaratisamaj RD.,  
Sant Chokamela RD., Ville Parle(E)  
Mumbai, Maharashtra- 400057

**Sd/-**

**Prafulchandra Gordhandas Zaveri**

Managing Director

DIN No.: 07073660

## **Annexure**

### **Brief Resume of Director proposed to be Re-appointed at the ensuing Annual General Meeting.**

Name	Mr. Pankaj Dawar
Father's Name	Shri. Roshan Lal Dawar
Date of Birth	24/10/1973
Address	A-5/337, Paschim Vihar, New Delhi, 110063, Delhi, India
Date of Appointment	19/12/2014
Qualification	B.Com (Commerce Graduate)
Nature of Expertise in specific Functional Area	Extensive Knowledge in field of Administration and Finance.
Number of committees of the Companies in which the Director is a member/ Chairman	3
Chairman/Member of the committee(s) of the Board of Directors of other Companies in which he/she is a Director	1. Indianhawks Foods Private Limited 2. Avenue Tradelink Private Limited 3. Front Row Consultancy Private Limited 4. Innowiz Traders Private Limited 5. Winner Investment And Trading Limited 6. Cremica Agro Foods Limited 7. Bazel International Ltd. 8. Agarwal Duplex Board Mills Ltd.
No. of Share held in the Company	NIL

# **DIRECTORS' REPORT**

## **For The Financial Year 2014-15**

Dear Members,

Your directors have pleasure in presenting the 23<sup>rd</sup> Annual Report together with the audited financial results for the period ended on 31st March, 2015

## **Financial Performance**

Particulars	(Rs. in Lacs)	
	Year Ended 31.03.2015	Year Ended 31.03.2014
Income	236.44	138.55
Profit Before taxation	14.81	12.97
Provision For Taxation	4.70	4.02
Profit/ Loss for the Year	10.11	8.95
Provision For Deferred Tax	0.00	0.00
Profit / Loss For the Year	10.11	8.95
Earnings Per Share	0.0024	0.0021

## **Dividend**

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

## **Transfer of Unclaimed Dividend to Investor Education And Protection Fund.**

The provisions of Section 125(5) of the Companies Act, 2013 do not apply on the company as no dividend has been declared during the year.

## **Subsidiaries**

As on March, 2015, 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.

## **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.

## **Reserves**

Your Directors have not proposed to transfer any amount to the Reserve Fund as the company is having Nominal Profit.

## **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.

## **Share Transfer System And Registers & Share Transfer Agents**

During the year under review, the Company has connectivity with both Depositories, namely NSDL and CDSL. The Company has appointed Purva Sharegistry (India) Pvt.Ltd Unit No. 9, Shiv Shakti Industrial Estate J.R.Boricha Marg, Opp Kasturba Hospital Lane Lower Parel (E) Mumbai – 400011 as Registrar and Share Transfer Agent to facilitate shares transfer job to its members.

## **Listing on Stock Exchange**

The Equity Shares of the Company are listed on the Bombay Stock Exchange. The Company is also listed on Madhya Pradesh Stock Exchange.

## **Brief Description of the Company's Working during the Year/State of Company's Affair**

The Company being an Investment and Finance Company presently invests to acquire, sell, transfer, subscribe for, hold and otherwise deal in and invest in any shares, bonds; stocks issued or guaranteed by any Company and also provide financial assistance by way of private financing to the identified groups.

## **Details In Respect Of Adequacy of Internal Financial Controls With Reference To The Financial Statements.**

The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

## **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.

## Extract Of the Annual Return

The extract of the Annual Return pursuant to the provisions of section 92 read with Rule 12 of the Companies (Rules), 2014 is furnished in Annexure A (MGT – 9) and is attached to this Report.

## Directors and Key Managerial Personal

NAME	DESIGNATION	PURPOSE
Prafulchandra Gordhandas Zaveri	Managing Director	Appointed as Managing Director of the Company w.e.f. 30 <sup>th</sup> March, 2015
Pankaj Dawar	Additional Director	Appointed as an Additional director of the Company w.e.f. 19 <sup>th</sup> December, 2014.
Rohit Shaw	Independent Director	Appointed as an Additional director of the Company w.e.f. 30 <sup>th</sup> May, 2014.
Hetal Priteshkumar Solanki	Additional Director	Appointed as an Additional director of the Company w.e.f. 30 <sup>th</sup> March, 2015.
Pritesh Naranbhai Solanki	Additional Director	Appointed as an Additional director of the Company w.e.f. 30 <sup>th</sup> May, 2015.

## Number of Meetings of the Board Of Directors

Six Meetings of the Board of Directors were held during the financial year 2014-15. These were held on the following dates:

i) 30<sup>th</sup> May, 2014, ii) 14<sup>th</sup> August, 2014, iii) 14<sup>th</sup> November, 2014, iv) 19<sup>th</sup> December, 2014, v) 6<sup>th</sup> February, 2015, vi) 30<sup>th</sup> March, 2015.

## Audit Committee

Composition of the Audit committee is in accordance with the requirements of section 177 of the Companies Act 2013 which is stated below:

NAME	DESIGNATION
Pankaj Dawar	Chairman
PrafulChandra Gordhandas Zaveri	Member
Rohit Shaw	Member

## Details of Establishment of Vigil Mechanism For Directors And Employees

Pursuant to sub-section (9) & (10) of section 177 of the Companies Act, 2013, read with rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Company has established a Whistle Blower Policy (Vigil mechanism) for Directors and Employees of the Company to report their genuine concerns or grievances. The policy was approved by the Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 2014 and the Audit Committee was empowered by the Board of Directors to monitor the same and to report to the Board about the complaints in an unbiased manner.

## **Nomination and Remuneration Committee**

Composition of the Nomination & Remuneration Committee is in accordance with the requirements of section 178(1) of the Companies Act 2013. The composition is as under:

<b>Name</b>	<b>Designation</b>
Rohit Shaw	Chairman
Pankaj Dawar	Member
PrafulChandra Gordhandas Zaveri	Member

## **Stakeholder's Grievances Committee**

The composition of the Investor grievance and Stakeholders Committee under Section 178 of the Companies Act' 2013 is hereunder:

<b>Name</b>	<b>Designation</b>
Pankaj Dawar	Chairman
PrafulChandra Gordhandas Zaveri	Member
Pritesh Naranbhai Solanki	Member

## **Particulars of Contracts Or Arrangements With Related Parties:**

Your company has no material individual transactions with its related parties which are covered under section 188 of the Companies Act, 2013, which are not in the ordinary course of business and not undertaken on an arm's length basis during the financial year 2014-15.

## **Managerial Remuneration**

The Company earned minimal profit during the year so the Company has not provided any Managerial Remuneration to the Directors.

## **Secretarial Audit Report**

CS Anup Pandey, Practising Company Secretary [C.P.No,14626], is appointed as the Secretarial Auditor of the company. There is no qualification, reservation or adverse remark or disclaimer made by the company secretary in the secretarial audit report.

The Secretarial Audit Report is attach in this report as Form MR- 3

## **Report On 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.



## **Risk Management Policy**

The company does not have any Risk Management Policy as the elements of risk threatening the Company's existence are very minimal.

## **Directors' Responsibility Statement**

Pursuant to Section 134(5) of the Companies Act, 2013, your Directors confirm that—

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

(c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The directors have prepared the annual accounts on a going concern basis;

(e) The directors, have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively, and

(f) The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **Acknowledgements**

Your Directors 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 of Directors**

Sd/-

**PrafulChandra Gordhandas Zaveri**  
**Managing Director**  
**DIN: 07073660**

Sd/-

**Pankaj Dawar**  
**Director**  
**DIN: 06479649**

Place: Mumbai

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

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2015**

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

**I. REGISTRATION & OTHER DETAILS:**

1	CIN	L93010MH1992PLC205606
2	Registration Date	04-08-1992
3	Name of the Company	UNNO INDUSTRIES LIMITED
4	Category/ Sub-category of the Company	Company Limited by shares/ Indian Non Government Company
5	Address of the Registered office & contact details	SIDDHI VINAYAK APPARTMENT, FLAT NO. 206, GUJARATISAMAJ ROAD, SANT CHOKAMELA ROAD, VILE PARLE(E) MUMBAI, Maharashtra (400057)
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	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 Email : busicomp@vsnl.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financing Activity	99711	100

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

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Infrastil Trading Pvt Ltd	U74999MH2012PTC226382	Holding	100.00%	0
2	Line One Trading Pvt Ltd	U74999MH2012PTC226382	Holding	100.00%	0
3	Richway Enterprises Pvt Ltd	U51900MH2010PTC201895	Subsidiary	100.00%	0
4	Livin Dragons Entertainment Pvt Ltd.	U22211MH2010PTC210272	Subsidiary	100.00%	0

**IV. SHARE HOLDING PATTERN**

(Equity share capital breakup as percentage of total equity)

**(i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	-	-	-	-	-	-	-	-	0.00%
b) Central Govt	-	-	-	-	-	-	-	-	0.00%
c) State Govt(s)	-	-	-	-	-	-	-	-	0.00%
d) Bodies Corp.	9,14,80,000	-	9,14,80,000	21.46%	9,14,80,000	-	9,14,80,000	21.46%	0.00%
e) Banks / FI	-	-	-	-	-	-	-	-	0.00%
f) Any other	-	-	-	-	-	-	-	-	0.00%
<b>Sub Total (A) (1)</b>	<b>9,14,80,000</b>	<b>-</b>	<b>9,14,80,000</b>	<b>21.46%</b>	<b>9,14,80,000</b>	<b>-</b>	<b>9,14,80,000</b>	<b>21.46%</b>	<b>0.00%</b>

(2) Foreign										
a) NRI Individuals										0.00%
b) Other Individuals										0.00%
c) Bodies Corp.										0.00%
d) Any other										0.00%
Sub Total (A) (2)										0.00%
TOTAL (A)										0.00%
B. Public Shareholding										
1. Institutions										
a) Mutual Funds										0.00%
b) Banks / FI		-	-	-	-	4,225	-	4,225	0.00%	0.00%
c) Central Govt		-		-	-	-	-	-	-	0.00%
d) State Govt(s)			-	-	-	-	-	-	-	0.00%
e) Venture Capital Funds		-	-	-	-	-	-	-	-	0.00%
f) Insurance Companies		-	-	-	-	-	-	-	-	0.00%
g) FIs		-	-	-	-	-	-	-	-	0.00%
h) Foreign Venture Capital Funds		-	-	-	-	-	-	-	-	0.00%
i) Others (specify)		-	-	-	-	-	-	-	-	0.00%
Sub-total (B)(1):-		-	-	-	-	4,225	-	4,225	0.00%	0.00%
2. Non-Institutions										
a) Bodies Corp.		2158,43,585	56,000	2158,99,585	50.63%	2605,11,269	46,000	2605,57,269	61.10%	10.47%
i) Indian										
ii) Overseas										0.00%
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		75,32,084	114,33,110	189,65,194	4.44%	82,82,569	106,64,510	189,47,079	4.44%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		750,78,989	33,22,550	784,01,539	18.39%	425,86,340	22,45,550	448,31,890	10.51%	-7.88%
c) Others (specify)		-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians		8,205		8205	0.00%	1017065	-	1017065	0.24%	0.24%
Overseas Corporate Bodies		3,60,000	-	3,60,000	0.08%	-	-	-	0.00%	-0.08%
										0.00%
Foreign Nationals		-	-	-	-	-	-	-	-	0.00%
Clearing Members		44,18,661	-	44,18,661	1.04%	7,48,561	-	7,48,561	0.18%	-0.86%
Trusts		-	-	-	-	-	-	-	0.00%	0.00%
Hindu Undivided Family		165,99,866	2,95,700	168,95,566	3.96%	8546961	2,95,700	8842661	2.07%	-1.89%
Sub-total (B)(2):-		3198,41,390	151,07,360	3349,48,750	78.55%	3216,92,765	132,51,760	3349,44,525	78.54%	0.00%
Total Public (B)		3198,41,390	151,07,360	3349,48,750	78.55%	3216,96,990	132,51,760	3349,48,750	78.54%	-0.01%
C. Shares held by Custodian for GDRs & ADRs		-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)		4113,21,390	151,07,360	4264,28,750	100.00%	4131,76,990	132,51,760	4264,28,750	100.00%	0.00%
(ii) Shareholding of Promoter										
SN	Shareholder's Name		Shareholding at the beginning of the year		Shareholding at the end of the year			% change in shareholding during the year		
			No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares		
1	Infrastil Trading Pvt Ltd		4,57,40,000	10.73%	0.00%	4,57,40,000	10.73%	0.00%	0.00%	
2	Line One Trading Pvt Ltd		4,57,40,000	10.73%	0.00%	4,57,40,000	10.73%	0.00%	0.00%	
TOTAL			914,80,000	21.46%	0.00%	914,80,000	21.46%	0.00%	0.00%	
(iii) Change in Promoters' Shareholding (please specify, if there is no change)										
SN	Name of the Promoter	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year				
				No. of shares		% of total shares	No. of shares		% of total shares	
1	NIL									

<b>(iv) Shareholding Pattern of top ten Shareholders</b>							
<i>(Other than Directors, Promoters and Holders of GDRs and ADRs):</i>							
SN	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Nimbus Vincom Pvt Ltd						
	At the beginning of the year	01-04-2014		79,62,504	1.87%		
	Changes during the year			No Change During the Year			
	At the end of the year	31-03-2015				79,62,504	1.87%
2	Action Tie Up Pvt Ltd						
	At the beginning of the year	01-04-2014		79,41,315	1.86%		
	Changes during the year			No Change During the Year			
	At the end of the year	31-03-2015				79,41,315	1.86%
3	Skyview Agency Pvt Ltd						
	At the beginning of the year	01-04-2014		73,87,758	1.73%		
	Changes during the year			Change During the Year			
	At the end of the year	31-03-2015				83,65,098	1.96%
4	Viewlink Dealers Pvt Ltd						
	At the beginning of the year	01-04-2014		69,28,326	1.62%		
	Changes during the year			Change During the year			
	At the end of the year	31-03-2015				104,03,339	2.44%
5	Arya Selection Pvt Ltd						
	At the beginning of the year	01-04-2014		67,65,048	1.59%		
	Changes during the year			No Change During the year			
	At the end of the year	31-03-2015				67,65,048	1.59%
6	Nettle Tradelink Pvt Ltd						
	At the beginning of the year	01-04-2014		67,38,499	1.58%		
	Changes during the year			No Change During the year			
	At the end of the year	31-03-2015				67,38,499	1.58%
7	Antimony Dealtrade Pvt Ltd						
	At the beginning of the year	01-04-2014		66,59,245	1.56%		
	Changes during the year			No Change During the year			
	At the end of the year	31-03-2015				66,59,245	1.56%
8	Safe Lift Merchants Pvt Ltd						
	At the beginning of the year	01-04-2014		66,39,642	1.56%		
	Changes during the year			Change During the year			
	At the end of the year	31-03-2015				61,39,642	1.44%
9	Trends Dealmark Pvt Ltd						
	At the beginning of the year	01-04-2014		51,76,264	1.21%		
	Changes during the year			No Change During the year			
	At the end of the year	31-03-2015				51,76,264	1.21%
10	Rajgharana Agencies Pvt Ltd						
	At the beginning of the year	01-04-2014		59,94,333	1.41%		
	Changes during the year			No Change During the year			
	At the end of the year	31-03-2015				74,98,580	1.76%

[illegible]

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD						
SN.	Particulars of Remuneration		Name of Key Managerial Personnel			Total Amount
		Name	PRAFULCHANDRA G. ZAVERI			(Rs/Lac)
		Designation	MANAGING DIRECTOR			
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					-
	(b) Value of perquisites u/s 17(2) Income-tax Act,					-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961					-
2	Stock Option					-
3	Sweat Equity					-
4	Commission					
	- as % of profit					-
	- others, specify					-
5	Others, please specify					-
	Total		-	-	-	-
VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:						
Type		Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY						
Penalty		Nil				
Punishment						
Compounding						
B. DIRECTORS						
Penalty		Nil				
Punishment						
Compounding						
C. OTHER OFFICERS IN DEFAULT						
Penalty		Nil				
Punishment						
Compounding						

**Form No. MR - 3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**UNNO INDUSTRIES LIMITED**

Siddhi Vinayak Appartment, Flat No. 206

Gujaratisamaj Road, Sant Chokamela Road,

Ville Parle(E), Mumbai- 400057

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UNNO INDUSTRIES LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- a. The Companies Act, 2013 (the Act) and the rules made there under;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - iv. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

I further report that, there were no actions / events in pursuance of;

a. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.  
(Not notified during the period under Audit)

(ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and Madhya Pradesh Stock Exchange.

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

- **No filling of E-form MGT-14 for Adoption & Approval of Account for the quarter ended 31<sup>st</sup> December, 2014.**

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

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

Anup Pandey  
Practising Company Secretary  
C.P No.: 14626  
Mem. No.: A28052



# **Management Discussion & Analysis Report**

## **OVERALL REVIEW**

The global economic condition remained weak and uncertain. The macro economic situation was bleak and witnessed inflationary pressure. The Indian rupee witnessed high volatility depreciating against USD and causing substantial economic losses. The slide was mainly caused on account of slowing down of economic decisions. Further the global environment also remained subdued.

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.

## **NON-BANKING FINANCE COMPANY (NBFC) OUTLOOK**

For several years, NBFCs have rapidly emerged as an important segment of the Indian Financial System. The sector is now being recognized as complementary to the banking sector due to the implementation of innovative marketing strategies, introduction of tailor made products, customer-oriented services, attractive rates of return on deposits and simplified procedures. In fact, NBFCs have emerged as a powerful force for financial inclusion in India, serving the bottom of the pyramid rural clients.

NBFCs are characterized by their ability to provide niche financial services in the Indian economy. Because of their relative organizational flexibility leading to a better response mechanism, they are often able to provide tailor-made services relatively faster than banks. This enables them to build up a clientele that ranges from small borrowers to established corporates. NBFCs have often been leaders in financial innovations, which are capable of enhancing the functional efficiency of the financial system.

**In fact, RBI's latest report titled "Report on trends on progress of banking in India" observes:**

"Non-Banking Financial Institutions (NBFIs) are playing pivotal role in broadening access to financial services, enhancing competition and diversification of the financial sector. They are increasingly being recognised as complementary to the banking system capable of absorbing shocks and spreading risk mitigation at the times of financial distress", further "NBFCs

perform a diversified range of functions and offer various financial services to individual, corporate and institutional clients. They have been helping to bridge the credit gaps in several sectors where the institutions like banks are unable to venture. With the growing importance assigned to financial inclusion, NBFCs have come to be regarded as important financial intermediaries particularly for the small-scale and retail sectors.”

NBFC's are governed and are required to be registered with RBI, follow stringent prudential norms prescribed by RBI in the matters of capital adequacy, credit investment norms, asset-liability management, income recognition, accounting standards, asset classification, provisioning for NPA and several disclosure requirements. Besides this, RBI also supervises the functioning of NBFCs by conducting annual on-site audits through its officials. Such a rigorous regulatory framework ensures that NBFCs function properly and follow all the guidelines of RBI. Thus in all respect the monitoring of NBFCs is similar to banks.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has suitable and adequate system of Internal Controls commensurating its size and nature of operations primarily to ensure that –

- the assets are safeguarded against loss from unauthorized use or disposition;
- the transactions are authorized, recorded and reported correctly and
- Code of conduct, Policies and applicable statutes are duly complied with. As a measure of Internal Control System, which has been evolved over the years, the Company has established a methodical system of Annual Budgeting and Management Information System (MIS). In addition, Administrative and HR activities of the Company are also brought within this purview.

The Company is conscious of importance of systems control and so continuously assesses the quality of integrated software package. Continuous reporting of these systems is made to the Board and Audit Committee for their review to upgrade, revise and to focus on determination of adequacy of the Control Systems. The composition and role of Audit Committee can be found in the Corporate Governance Report in the Annual Report.

## **RISK MANAGEMENT**

Risk is an integral part of the business process. To enhance the risk management process, the company has mapped the risks. Risk arises for achieving business objectives are identified and prioritized. Risk mitigation activity plans are established and executed as and when need arises. Periodical reviews are carried out to assess the risk levels.

## **ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires the conduct of all operations in such manner so as to ensure safety of all concerned, compliance of statutory and industrial requirements for environment protection and conservation of natural resources to the extent possible.

## **HUMAN RESOURCES**

Human resources development, in all its aspect like training in safety and social values is under constant focus of the management. Relations between management and the

employees at all levels remained healthy and cordial throughout the year. The management and employees are dedicated to achieve the corporate objective and the targets set before the Company.

### **CAUTIONARY STATEMENT**

Readers are cautioned that this discussion and analysis contains forward looking statements that involve risks and uncertainties. When used in this discussion, the words “anticipate,” “believe,” “estimate,” “intend,” “will,” and “expected” and other similar expressions as they relate to the Company or its business are intended to identify such forward-looking statements. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements, risks and opportunities could differ materially from those expressed or implied in these forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements as these are relevant at a particular point of time & adequate restraint should be applied in their use for any decision making or formation of an opinion.

**For and on behalf of the Board of Director**

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

Sd/-  
**Prafulchandra Gordhandas Zaveri**  
Managing Director  
DIN No.: 07073660

## **CORPORATE GOVERNANCE REPORT**

(As required by Clause 49 of the Listing Agreement of the Stock Exchanges)

**UNNO INDUSTRIES LIMITED** always aims at ensuring high ethical standards and professionalism in all areas of its business operations to enhance its stake holder's value.

The Company is consistently following various Governance systems and practices including compliance with the provisions of Clause 49 of the Listing Agreement which includes:

- a. Code of Business conduct and ethics for Directors and Senior Management incorporating best practices of Corporate Governance;
- b. The system of Risk Management and Internal Control methods are constantly being reviewed and updated to reflect the growing needs of the Company;
- c. Timely flow of information to the Board Committees and also to the Board, which has been constituted with appropriate size and combination of Executive, Nonexecutive and Independent Directors;
- d. Independent verification and safeguarding integrity of Company's financial reporting by the Audit Committee and timely disclosures to all the stake holders;
- e. Maintenance of transparency and accountability at all levels

In accordance with Clause 49 of the Listing Agreement of Stock Exchanges in India and the best practices followed internationally on Corporate Governance, the details of governance systems and processes including compliances by Unno Industries Limited with the provisions of Clause 49 are as under:

### **Company's Philosophy on Code of Corporate Governance.**

The Company's philosophy on Corporate Governance envisages highest level of transparency, accountability and equity in all operations. It is based on the concept that good governance practices will ensure efficient and prudent conduct of the affairs of the Company. This will help in achieving its goal of wealth maximization.

### **Audit Committee**

- a) The Audit Committee comprises of three members, out of which all are Non- Executive Director. During the financial year four meetings of the Committee were held on 30<sup>th</sup> May, 2014, 14<sup>th</sup> August 2014, 14<sup>th</sup> November 2014 and 6<sup>th</sup> February 2015.
- b) The Audit Committee of the Company is entrusted to overview the accounting systems, financial reporting and internal controls of the Company. The terms of reference, role and powers of Audit Committee are in conformity as specified in clause 49(III) (C) and 49(III)(D) of the Listing Agreement with the stock exchanges and provisions of section 177 of the Companies Act, 2013. The brief description of terms of reference, *inter alia*, includes the following:
  - i) Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
  - ii) Recommending for appointment, remuneration and terms of appointment of auditors of the company.

iii) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

iv) Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

a) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;

b) Changes, if any, in accounting policies and practices along with reasons for the same;

c) Major accounting entries involving estimates based on the exercise of judgment by management;

d) Significant adjustments made in the financial statements arising out of audit findings;

e) Compliance with listing and other legal requirements relating to financial statements;

f) Disclosure of any related party transactions; and g) Qualifications in the draft audit report.

v) Review the quarterly, half-yearly and annual financial statements of the Company before submission to the Board for approval.

vi) Review and monitor the auditor's independence and performance, and effectiveness of audit process.

vii) Approval or any subsequent modification of transactions of the company with related parties.

viii) Scrutiny of inter-corporate loans and investments.

ix) Valuation of undertakings or assets of the company, wherever it is necessary.

x) Evaluation of internal financial controls and risk management systems.

xi) Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

xii) Reviewing the adequacy of internal audit function, if any.

xiii) Discussion with internal auditors of any significant findings and follow up there on.

xiv) Review the functioning of the Whistle Blower mechanism.

xv) Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Composition of the Audit committee is in accordance with the requirements of section 177 of the Companies Act 2013 which is stated below:

Name of Member	Category	Date of Meeting		Date of Meeting	
		30/05/2014	14/08/2014	14/11/14	06/02/15
Pankaj Dawar	Chairman	---	---	---	✓
PrafulChandra Gordhandas Zaveri	Member, Non executive Director	---	---	---	---
Rohit shaw	Member, Non Executive Director	---	✓	✓	✓

#### **Nomination & Remuneration Committee:**

a. The Remuneration Committee of the Company recommends to the Board the compensation, terms of Managerial Personnel subject to approvals from shareholders and Central Government, as and when necessary.

b. Remuneration to Directors:

The remuneration of Managerial Person is recommended by the Remuneration Committee and approved by the Board of Directors and Members at the General Meeting.

There was no pecuniary relationship or transaction of the Directors with the company. The Company does not have any Stock option scheme.

Composition of the Nomination & Remuneration Committee is in accordance with the requirements of section 178(1) of the Companies Act 2013. The composition is as under:

Name	Designation
Rohit Shaw	Chairman
Pankaj Dawar	Member
PrafulChandra Gordhandas Zaveri	Member

The remuneration of Managerial Person is recommended by the Remuneration Committee and approved by the Board of Directors and Members at the General Meeting. There was no pecuniary relationship or transaction of the Directors with the company. The Company does not have any Stock option scheme.

The remuneration paid during the FY 2014-15 to each of the Directors / Managerial Personnel is as under:

Name of the Director	Remuneration
PANKAJ DAWAR	NIL
PRAFULCHANDRA GORDHANDAS ZAVERI	NIL
HETAL PRITESHKUMAR SOLANKI	NIL
ROHIT SHAW	NIL
PRITESH NARANBHAI SOLANKI	NIL

### **Stakeholder's Relationship Committee**

The Shareholders/ Investor's Grievance Committee has been constituted to look into investors complaints like transfer of shares, non – receipt of declared dividend, etc and take necessary steps for redresses thereof. The Board of Directors of the Company has constituted Shareholders'/ Investors' Grievances cum Share Transfer Committee. The Committee approves issue of new / duplicate share certificates. The Committee oversee and review all matters connected with share transfers / transmission / demat / remat and other issues pertaining to shares. The Committee also looks into the investor relations / grievances and redressal of the same, on a periodical basis.

The composition of the Stakeholder's Relationship Committee under Section 178 of the Companies Act' 2013 is hereunder:

Name	Designation
Pankaj Dawar	Chairman
PrafulChandra Gordhandas Zaveri	Member
Pritesh Naranbhai Solanki	Member

### **Code of Conduct**

The Company's code of conduct has been complied with by all the members of the Board and selected employees of the Company. The Company has in place a prevention of Insider Trading Code based on SEBI (Insider Trading) Regulation, 2015. This code is applicable to all Directors and designated employees. The code ensures prevention of dealing in shares by persons having access to the unpublished price sensitive information.

### **Familiarisation Programme For Independent Directors**

In terms of Clause 49(II)(B)(7) of the Listing Agreement, your Company is required to conduct the Familiarization Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibilities in your Company, nature of the industry in which your Company operates, business model of your Company, etc., through various initiatives.

**Distribution of Shareholding (By Size) As On March 31<sup>st</sup>, 2015**

Particulars	Shareholders		Equity shares	
	Number	% of total	Number	% of total
Up to 50,000	3,757	88.67%	1,64,59,144	3.86%
50001 to 100000	132	3.11%	99,82,955	2.34%
100001 to 150000	47	1.11%	59,29,105	1.39%
150001 to 200000	52	1.23%	92,74,153	2.17%
200001 & 250000	22	0.52%	48,94,516	1.15%
250001 & Above	227	5.36%	37,98,88,877	89.09%
<b>Total</b>	<b>4,237</b>	<b>100%</b>	<b>42,64,28,750</b>	<b>100%</b>

**Shareholding Pattern As On March 31<sup>st</sup>, 2015**

Sl. No	Description	No. Of Shares	% of Capital
A.	Promoters & Promoters Group - individuals & Body Corporate	9,14,80,000	21.46%
B.	Public Shareholding		
	Institutions	4,225	0.00%
	Non- Institutions		
	- Other Bodies Corporate	26,05,11,269	61.10%
	- Individuals	6,37,78,969	14.95%
	- Any Other (Specify)	1,06,08,287	02.49%
	<b>Total</b>	<b>35,19,95,494</b>	<b>100.00%</b>



## Board Meeting & Attendance At Board Meeting & Annual Meeting

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

Name	Designation	Board Meeting Attended	Last AGM Attended
Prafulchandra Gordhandas Zaveri	Managing Director	---	---
Rohit Shaw	Director	6	Yes
Pankaj Dawar	Director	2	---
Hetal Priteshkumar Solanki	Director	---	---
Alok Todi	Director	7	Yes
Pritesh Naranbhai Solanki	Director	---	---

## 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
2012	28 <sup>th</sup> September, 2012	Registered Office	02.30 P.M
2013	30 <sup>th</sup> September, 2013	Registered Office	03.00 P.M
2014	30 <sup>th</sup> September, 2014	Registered Office	02.00 P.M

## Shareholder Information

### 1. Annual General Meeting:

Date and Time: 30th September, 2015, 2.00 P.M.  
Venue: Registered Office

### 2. Financial Calendar:

April 2014 to March, 2015

Financial Results for  
1st Quarter  
2nd Quarter  
3rd Quarter  
4th Quarter  
Book Closer  
A.G.M

First Week of August, 2015  
Last Week of October, 2015  
Last Week of January, 2016  
Last Week of April, 2016  
Last week of Sept., 2016  
Last week of Sept. 2016

3. Dates of book closure: 23rd September, 2015 to 30th September, 2015
4. Registered office: Siddhi Vinayak Appartment, Flat No. 206  
Gujaratisamaj Road, Sant Chokamela Road,  
Ville Parle(E), Mumbai- 400057
5. Listing on stock Exchange at: Bombay Stock Exchange Limited  
Madhya Pradesh Stock Exchange
6. Share Transfer Agent: 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  
Tel: 91-22-2301 6761 / 8261  
Fax: 91-22-2301 2517  
Email: busicomp@vsnl.com

## Disclosures

a. The Disclosures on materially significant related party transactions that may have potential conflicts with the interest of the Company at large: During the year, the Company had not entered any transaction of a material nature with any of the related parties which were in conflict with the interest of the Company.

All transactions with the Related Parties were in the ordinary course of business and at arm's length.

b. The Company does not have any Whistle Blower Policy. However, no person has been denied access to the Audit Committee of the Company.

c. The Company has adopted a Code of Business conduct based on the business principles of the Company. In compliance with the Code, directors and senior management of the Company have affirmed their compliance with the code for the year under review.

d. The Company has complied with all the mandatory requirement of corporate governance norms as enumerated in clause 49 of the listing agreement with the stock exchanges.

e. The Company has laid down procedure to inform Board members about the risk assessment and minimization procedures, which are periodically reviewed.

f. Details of non-compliance by the Company, penalties, and structures imposed on the Company by Stock Exchange or SEBI or other authority on any matter related to capital markets, during last three years: NIL

g. The Company has complied the following non-mandatory requirements:

- Remuneration Committee of the Board of Directors of the Company has been set up and the particulars of the Committee are given in this report itself.
- Adopted the best practices to ensure a regime of unqualified financial statements.

## **Means of Communication**

The quarterly and annual audited results are forthwith sent to the stock exchanges where the Company's shares are listed after they are approved by the Board of Directors. The results of the Company are published in at least one prominent national and one regional newspaper.

There were no specific presentations made to institutional investors or to analysts during the year. The Management Discussion & Analysis form part of the Annual Report, which is posted to all members of the Company.

**For and on behalf of the Board of Directors**

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

Sd/-  
**PrafulChandra Gordhandas Zaveri**  
Managing Director  
DIN NO.: 07073660

## **MD 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 2015 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 2014-15, 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<sup>th</sup> May, 2015

**Praful Chandra Gordhandas Zaveri**  
Managing Director  
DIN NO.: 07073660

## **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, 2015 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.**  
Chartered Accountants,  
FRN: 124897W

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

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

## **CERTIFICATE OF CODE OF CONDUCT**

May 30, 2015

The Board of Directors  
Unno Industries Limited

Dear Sirs,

I, PrafulChandra Gordhandas Zaveri, Managing Director of Unno Industries Limited hereby confirm that all Board Members and Senior Management Team have affirmed compliance with the “Code of Conduct for Directors and Senior Executives of the Company” for the year ended 31 March 2015.

Thanking You,

Yours sincerely,

For Unno Industries Limited

Sd/-

**PrafulChandra GordhanDas Zaveri**

Managing Director

Din No: 07073660

# **FINANCIAL STATEMENT**

## **STANDALONE**

INDEPENDENT AUDITOR'S REPORT

BALANCE SHEET

STATEMENT OF PROFIT & LOSS

CASH FLOW STATEMENT

NOTES ON FINANCIAL STATEMENT

## **CONSOLIDATED**

INDEPENDENT AUDITOR'S REPORT

BALANCE SHEET

STATEMENT OF PROFIT & LOSS

CASH FLOW STATEMENT

NOTES ON FINANCIAL STATEMENT

# **Independent Auditor's Report**

To the Board of Directors of **UNNO INDUSTRIES LIMITED**

## **Report on Standalone Financial Statement**

We have audited the accompanying standalone financial statements of **UNNO INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **Management's Responsibility for the Standalone Financial Statements**

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

## **Auditor's Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and



appropriate to provide a basis for our audit opinion on the standalone financial statements. 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 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 standalone 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 Standalone 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 aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profit/loss and its cash flow for the year ended on that date.

## **Report on Other Legal and Regulatory Requirements**

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

- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations;
  - ii. The Company has not entered into any long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

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

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

**Sd/-**  
**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 31<sup>st</sup> March, 2015.**

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.**

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

(b) In our opinion and according to the information and explanation given to us, the procedures of physical verification of Inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its Business.

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

**3. a).** The companies has granted loans to companies in the register maintained under section 189 of companies Act, 2013 ("the act").

b). In case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the companies act 2013, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and loans are repayable on demand

c). There is no overdue amount is more than one lakh, whether reasonable steps have been taken by company for recovery of the principal and interest.

**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 and sale of services. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.

**5.** The company has not accepted any deposit from public.

**6.** The Central Govt of India has not prescribed the maintenance of cost record under section 148(1) of the Act for any of the Services rendered by the company.

## **7. 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 31<sup>st</sup> of March, 2015 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.

(c) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**8.** The Company has accumulated losses at the end of the financial year and it has not incurred cash losses in the financial year and in the immediately preceding financial year.

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

**10.** In our opinion, and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others and banks or financial institutions.

**11.** The company did not have any term loans outstanding during the year.

**12.** According, to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of audit.

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

**Sd/-**

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

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

## Standalone Balance sheet as at 31<sup>st</sup> March, 2015

					Amount in Rupees	
	PARTICULARS		Note No	Figures for the current reporting period	Figures for the current reporting period	
				31.03.2015	31.03.2014	
I	EQUITY AND LIABILITIES					
(1)	Shareholders' funds					
	(a) Share capital	1		4264,28,750	4264,28,750	
	(b) Reserves and surplus	2		(68,76,616)	(60,12,953)	
	(c) Money received against share warrants				-	
(2)	Share application money pending allotment				-	
(3)	Non-current liabilities					
	(a) Long-term borrowings				-	
	(b) Deferred tax liabilities (Net)				-	
	(c) Other Long term liabilities				-	
	(d) Long-term provisions	3		7,76,814	3,70,856	
(3)	Current liabilities					
	(a) Short-term borrowings				-	
	(b) Trade payables				-	
	(c) Other current liabilities	4		4,47,765	15,89,985	
	(d) Short-term provisions	5		27,47,325	35,52,325	
			TOTAL	4235,24,038	4259,28,963	
II.	ASSETS					
(1)	Non-current assets					
	(a) Fixed assets					
	(i)Tangible assets			-	66,857	
	(ii)Intangible assets	6		3,85,449	3,85,449	
	(iii)Capital work-in-progress				-	
	(iv)Intangible assets under development				-	
	(b) Non-current investments	7		993,46,600	1224,88,385	
	(c) Deferred tax assets (net)				7,54,934	
	(d) Long-term loans and advances			-	-	
	(e) Other non-current assets			-	-	
(2)	Current assets					
	(a) Current investments				-	
	(b) Cash and cash equivalents	8		4,80,818	10,95,552	
	(c) Short-term loans and advances	9		3227,81,008	3004,71,163	
	(d) Other current assets	10		5,30,163	6,66,623	
			TOTAL	4235,24,038	4259,28,963	
See accompanying notes to the financial statements				0	0	
As per our report on even date						
For Sanjay N Shah & Co.			For and on behalf of the board			
Chartered Accountant						
Firm Regn No. 124897W						
Sd/-			Sd/-	Sd/-	Sd/-	
CA Sanjay N Shah			Prafulchandra G. Zaveri	Pankaj Dawar	Rohit shaw	
Proprietor			Managing Director	Director	Director	
Membership no. 116251			DIN: 07073660	DIN: 06479649	DIN: 06814045	
Date : 30th May 2015						
Place : Mumbai						

**Profit and loss statement for the year ended 31st March, 2015**

						Amount in Rupees	
	Particulars	Note No.	Figures for the current reporting period	Figures for the current reporting period			
			31-03-2015	31-03-2014			
I	Revenue from operations	11	236,44,154	138,54,522			
II	Other income	12	-	-			
III.	Total Revenue (I + II)		<b>236,44,154</b>	<b>138,54,522</b>			
IV.	Expenses:						
	Cost of materials consumed		-	-			
	Purchases of Stock-in-Trade		-	-			
	Changes in inventories of finished goods work-in-progress and		-	-			
	Loss on F & o Transactions		-	-			
	Employee benefits expense	13	28,77,927	36,81,553			
	Finance costs		-	-			
	Depreciation and amortization expense		-	25,447			
	Provisions written Back No Loger required		-	-			
	Other expenses	14	192,85,319	88,50,559			
	Total expenses		<b>221,63,246</b>	<b>125,57,559</b>			
V	Profit before exceptional and extraordinary items and tax (III-IV)		14,80,908	12,96,963			
VI.	Exceptional items		-	-			
VII.	Profit before extraordinary items and tax (V - VI)		14,80,908	12,96,963			
VIII.	Extraordinary Items		-	-			
IX.	Profit before tax (VII- VIII)		14,80,908	12,96,963			
X	Tax expense:						
	(1) Current tax		4,70,000	4,01,700			
	(2) Deferred tax		-	-			
	(3) Previous Year		-	-			
	Sub Total		4,70,000	4,01,700			
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		<b>10,10,908</b>	<b>8,95,263</b>			
XII	Profit/(loss) from discontinuing operations		-	-			
XIII	Tax expense of discontinuing operations		-	-			
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-			
XV	Profit (Loss) for the period (XI + XIV)		<b>10,10,908</b>	<b>8,95,263</b>			
XVI	Earnings per equity share:						
	(1) Basic		0	0			
	(2) Diluted		0	0			

**See accompanying notes to the financial statements**

As per our report on even date

For Sanjay N Shah &amp; 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 2015

Place : Mumbai

Sd/-

Prafulchandra G. Zaveri

Managing Director

DIN: 07073660

Sd/-

Pankaj Dawar

Director

DIN: 06479649

Sd/-

Rohit shaw

Director

DIN: 06814045

**Cash flow statement pursuant to Clause 32 of the Listing Agreement for the year ended 31st March, 2015**

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before Taxes and Extra ordinary item	1480908	1296963
<b>Adjustments</b>		
Depreciation	0	25447
Loss on Impairment of Asset	66857	0
Interest Paid	0	2,384
Interest Income	(236,44,154)	(138,54,522)
Provisions no longer required	(5,77,219)	
<b>Operating Profit before Working Capital Changes</b>	<b>(226,73,608)</b>	<b>(125,29,728)</b>
Adjustments For		
(Increase) / Decrease in Inventory		
(Increase) / Decrease in Other Current Assets	136460	17,57,360
(Increase) / Decrease in Loan & Advances (current & non current)	(223,09,845)	(1420,29,244)
Increase / (Decrease) in Trade Payables & other liabilities (current & non current)	(19,47,220)	7,69,979
	(241,20,605)	(1395,01,905)
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>	<b>(467,94,213)</b>	<b>(1520,31,633)</b>
Direct Taxes paid	(4,70,000)	(4,01,700)
<b>Total (A)</b>	<b>(472,64,213)</b>	<b>(1524,33,333)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investments	255,74,035	1720,27,360
(Less) Miscellaneous Exp	(1,36,460)	(12,71,823)
Interest Received	236,44,154	138,54,522
Purchase of Investment	(24,32,250)	(322,30,000)
<b>Total (B)</b>	<b>466,49,479</b>	<b>1523,80,059</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Interest Paid	0	(2,384)
<b>Total (C)</b>	<b>0</b>	<b>(2,384)</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>(6,14,734)</b>	<b>(55,657)</b>
<b>CASH AND CASH EQUIVALENT AS AT BEGINNING OF YEAR</b>	<b>10,95,552</b>	<b>11,51,209</b>
<b>CASH AND CASH EQUIVALENT AS AT END OF THE YEAR</b>	<b>4,80,818</b>	<b>10,95,552</b>

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

For and on behalf of the board

Sd/-

CA Sanjay N Shah

Proprietor

Membership no. 116251

Date : 30th May, 2015

Place : Mumbai

Sd/-

Prafulchandra G. Zaveri

Managing Director

DIN: 07073660

Sd/-

Pankaj Dawar

Director

DIN: 06479649

Sd/-

Rohit shaw

Director

DIN: 06814045

## Notes on Accounts for the period ended on 31st March, 2015

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

					Amount in Rupees	
PARTICULARS					Period ended on	Period ended on
					31.3.2015	31.3.2014
1	<b>SHARE CAPITAL</b>					
(a)	<u>Authorised Share Capital</u>					
	437,000,000 Equity Shares of Rs. 1/- each				4370,00,000	4370,00,000
(b)	<u>Issued and Subscribed Share Capital</u>					
	426428750 Equity Shares of Rs 1/- each				4264,28,750	4264,28,750
	<u>Paid Up Share Capital</u>					
	426428750 Equity Shares of Rs 1/- each				4264,28,750	4264,28,750
					4264,28,750	4264,28,750
©	<u>Reconciliation of number of shares</u>					
	Shares at the beginning of the year				426428750	42642875
	Add : New shares of Face Value Re. 1 due to stock split				0	426428750
	Less : Cancelled shares of Face Value Rs. 10 due to stock split				0	-42642875
	Less : Buy back of shares/Reduction in share capital				0	0
					0	
	Outstanding shares at the year end				426428750	426428750
(d)	<u>Shares held by each shareholder holding more than 5% of the shares</u>					
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	<b>Reserves &amp; Surplus</b>					
(a)	<b>Capital Reserve</b>					
	Balance as per previous Balance Sheet			20,04,250	20,04,250	
	Add : Addition during the year			-	-	
				<b>20,04,250</b>	<b>20,04,250</b>	
(b)	<b>Surplus</b>					
	Surplus –Opening Balance			(154,22,845)	(144,22,396)	
	Add : Net Profit After Tax			10,10,908	8,95,263	
	Amount Available for Appropriation			(144,11,937)	(135,27,133)	
	Less : Transfer to Statutory Reserve			(2,89,182)	(2,59,392)	296181.60
	Less: Excess/ Short Tax provision			(5,77,219)		
	Less : Deferred revenue			(1,36,460)	(12,71,823)	
	Less : Deferred tax			(7,54,934)	6,359	
	Less : Provisions against Standard Assets			(4,05,958)	(3,70,856)	
	Surplus –Closing Balance			<b>(165,75,690)</b>	<b>(154,22,845)</b>	
©	Statutory Reserve us 45(1) (c )			<b>5,48,574</b>	<b>2,59,392</b>	
(d)	<b>Securities Premium</b>					
	Opening Balance			71,46,250	71,46,250	
	Add : Share premium due to Merger					
	Less : Utilisation			-	-	
	Closing Balance			<b>71,46,250</b>	<b>71,46,250</b>	
	<b>Grand Total</b>			<b>(68,76,616)</b>	<b>(60,12,953)</b>	
(a) Capital Reserve was created on forfeiture of company's partly paid shares which were re-alloted.						
(b) During the period No Dividend has been recommended by the Board of Directors.						
3	<b>Long Term Provisions</b>					
	Provisions against Standard Assets			7,76,814	3,70,856	
				<b>7,76,814</b>	<b>3,70,856</b>	
4	<b>Other current liabilities</b>					
	Tds Payable			34963	13200	
	Sundry Creditors			72757	818740	
	Audit Fess Payable			30000	30000	
	Creeditors For Expenses			30292	30292	
	Other Payable			279753	697753	
				<b>447765</b>	<b>1589985</b>	
5	<b>Short-term provisions</b>					
	Provision for Taxation			1208200	838200	
	Provision for Expenses				1175000	
	Provision for NPA			1539125	1539125	
	<b>Total</b>			<b>2747325</b>	<b>3552325</b>	

6	Fixed Assets- Tangible	GROSS BLOCK				DEPRICIATION		NET BLOCK			
Sl. No.	Particulars										
		As at 01.04.2014	Addition	Addition on merge	deduction 31.03.2015	As at 01.04.2014	Addition	Addition on merge	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
	1 Furniture & Fixture	184418			184418	0	161512		161512	0	0 19906
	2 Car					0	0	0		0	0
	3 Computer	220600			220600	0	173649		173649	0	0 46951
	Total	402018	0	0	402018	0	335161	0	335161	0	0 66858
	Prev Year Total	402018				402018	309714	25447		335161	66857 92305

7	Non-current Investments						
A.	Long term Investments	Qty.	RATE	Amount	Qty.	RATE	Amount
	Quoted Equity Shares			31-03-2015			31-03-2013
			Total	0		Total	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
	Vedant Commodeal Pvt Ltd	500	1000	500000	2500	1000	2500000
	Otan Das & Co. Mining Pvt Ltd	0		0	5000	2000	10000000
	Shree Vaishnav Wire and Road Pvt Ltd	0		0	12950	200	2591785
	Festino Vincom Pvt Ltd	50	1000	50000	8600	1000	8600000
	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	35950	1000	35950000
	Vedant Commodeal Pvt Ltd	12500	1000	12500000	12500	1000	12500000

<b>11</b>	<b>Revenue from operations</b>					
	Interest incomes				236,44,154	138,54,522
	Profit on Sale of Investment				-	-
				<b>Total</b>	<b>236,44,154</b>	<b>138,54,522</b>
<b>12</b>	<b>Other Income</b>					
	Profit on Sale of Fixed Asset				0	0
	Dividend on Investments				0	0
	Bank Interest				0	0
	INCOME TAX REFUND 2010-11 (Interest)				0	0
					<b>0</b>	<b>0</b>
<b>13</b>	<b>Employee benefits expense</b>					
	Salary A/c				<b>28,77,927</b>	<b>36,81,553</b>
<b>14</b>	<b>Other Expenses</b>					
	Bank Charges				1,515	6,926
	BSE Listing Fees				-	28,090
	M.P stock exchange				-	11,236
	Business Promotion				60,000	72,000
	Depository Charges				1,17,978	86,797
	Interest Paid				-	2,384
	Stationeries & Printing				92,895	85,540
	Legal and Professional Fees				72,500	1,40,000
	Office and general Expenses				20,07,311	16,78,570
	Office Rent				4,80,500	5,95,000
	Telephone				90,870	78,100
	Postage & Stamp				80,760	1,53,130
	R & T Charges				1,00,270	33,780
	Travelling & Conveyance				3,24,620	2,02,070
	Advertisement exepenses				30,742	-
	Repairs & Maintenance				70,160	45,950
	RTA charges				-	17,990
	Loss on Currency Derivatives				155,68,840	55,09,941
	Loss on impairment of asset				66,858	
	Interest on TDS				-	1,755
	Electricity Expense				75,800	71,300
	Registration & Filling Fees				13,700	-
					<b>192,55,319</b>	<b>88,20,559</b>
	<b>Auditors Remuneration</b>					
	i) For Audit Fees				30,000	30,000
	ii) For Tax Audit Fees					-
					<b>192,85,319</b>	<b>88,50,559</b>
As per our report on even date						
For Sanjay N Shah & Co.				For and on behalf of the board		
Chartered Accountant						
Firm Regn No. 124897W						
Sd/-		Sd/-		Sd/-		Sd/-
CA Sanjay N Shah		PrafulChandra G. Zaveri		Pankaj Dawar		Rohit Shaw
Proprietor		Managing Director		Director		Director
Membership no. 116251		DIN: 07073660		DIN: 06479649		DIN: 06814045
Date : 30th May, 2015						
Place : Mumbai						

## **15.1 Corporate Information**

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

## **15.2 Basis of Preparation**

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. Pursuant to section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules 2014, till the standards of accounting or any addendum thereto are prescribed by the Central Government in consultation and recommendation of the National Financial Reporting Authority, the existing Accounting Standards notified under the Companies Act, 1956 shall continue to apply. Accordingly, these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under section 211(3C) of the Companies Act, 1956, Companies (Accounting Standards) Rules, 2006, (as amended), the other relevant provisions of the Companies Act, 2013 and Reserve Bank of India Regulations in relation to Non Banking Finance Companies to the extent applicable to the Company.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of its assets and liabilities.

## **15.3. 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**

Deprecation 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. Useful lives of assets are determined by management by an internal technical assessment except where such assessment suggests a life significantly different from those prescribed by schedule II-part C of the companies act, 2013 where the useful life is as assessed and certified by a technical expert.

#### **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

#### **1. 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.4,05,958./- on the standard assets as on March 31, 2015. 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 2,89,182 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.

#### **15.4 Payment to Auditors (inclusive of service tax)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2014</b>
As Auditors		
Audit fees	30000	30000
<b>Total</b>	<b>30000</b>	<b>30000</b>

#### **15.5 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.

#### **15.6 a. List of Related Party**

	<b>Nature of relationship</b>
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

### 15.7 Calculation of Earnings Per Share

Particulars	2014-15	2013-14
Profit/(Loss)after tax	1010908	895263
Profit/(Loss) attributable to Ordinary Share-Holders	1010908	895263
Weighted Avg. no. of Ordinary Shares for Basic / Diluted EPS	426428750	426428750
Nominal value of Ordinary Shares	426428750	426428750
Basic / Diluted Earnings per Ordinary Share	0.0024	0.0021

**For UNNO INDUSTRIES LIMITED**

**PrafulChandra Gordhandas Zaveri**  
Managing Director  
DIN: 07073660

For Sanjay N shah & Co,  
Chartered Accountants  
FRN: 124897W

Sd/-  
**CA SANJAY N SHAH**  
PROPRIETER  
M.NO.116251

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

## Consolidated Balance Sheet as at March, 2015

						Amount in Rupees	
	PARTICULARS			Note No		Figures for the current reporting period 31.03.2015	Figures for the current reporting period 31.03.2014
<b>I</b>	<b>EQUITY AND LIABILITIES</b>						
<b>(1)</b>	<b>Shareholders' funds</b>						
	(a) Share capital			1		4264,28,750	4264,28,750
	(b) Reserves and surplus			2		(70,93,596)	(59,88,482)
	(c) Money received against share warrants					-	-
	(d) Minority Interest on Consolidation					-	-
<b>(2)</b>	<b>Share application money pending allotment</b>					-	-
<b>(3)</b>	<b>Non-current liabilities</b>						
	(a) Long-term borrowings					-	-
	(b) Deferred tax liabilities (Net)					-	-
	(c) Other Long term liabilities					-	-
	(d) Long-term provisions			3		7,76,814	3,70,856
<b>(3)</b>	<b>Current liabilities</b>						
	(a) Short-term borrowings			3		-	26,00,000
	(b) Trade payables					-	-
	(c) Other current liabilities			4		4,62,765	485,28,465
	(d) Short-term provisions			5		28,07,325	36,12,325
	<b>TOTAL</b>					<b>4233,82,058</b>	<b>4755,51,914</b>
<b>II.</b>	<b>ASSETS</b>						
<b>(1)</b>	<b>Non-current assets</b>						
	<b>(a) Fixed assets</b>						
	(i) Tangible assets					-	66,857
	(ii) Intangible assets			6		3,85,449	3,85,449
	(iii) Capital work-in-progress					-	-
	(iv) Intangible assets under development					-	-
	(b) Non-current investments			7		991,46,600	1222,88,385
	(c) Deferred tax assets (net)					-	7,54,934
	(d) Long-term loans and advances					-	-
	(e) Other non-current assets			8		1,19,984	1,41,512
<b>(2)</b>	<b>Current assets</b>						
	(a) Current investments					-	-
	(b) Inventories					-	-
	(c) Trade receivables			9		-	441,37,106
	(d) Cash and cash equivalents			10		7,55,903	13,01,355
	(e) Short-term loans and advances			11		3224,43,959	3058,09,693
	(f) Other current assets			12		5,30,163	6,66,623
	<b>TOTAL</b>					<b>423382058</b>	<b>475551914</b>
See accompanying notes to the financial statements						0	0
As per our report on even date							
For Sanjay N Shah & Co.				For and on behalf of the board			
Chartered Accountant							
Firm Regn No. 124897W							
Sd/-				Sd/-			
CA Sanjay N Shah				Sd/-			
Proprietor				Pankaj Dawar			
Membership no. 116251				Rohit Shaw			
Date : 30th May, 2015				Director			
Place : Mumbai				DIN: 06479649			
				DIN: 06814045			

**Consolidated Profit and loss statement for the year ended 31st March, 2015**

					Amount in Rupees	
	Particulars	Note No.	Figures for the current reporting period	Figures for the current reporting period		
			31-03-2015	31-03-2014		
I	Revenue from operations	13	236,44,154.00	43563462		
II	Other income	14	0	31460		
III.	Total Revenue (I + II)		<b>23644154</b>	<b>43594922.03</b>		
IV.	Expenses:					
	Cost of materials consumed		0	0		
	Purchases of Stock-in-Trade		0	28815392		
	Changes in inventories of finished goods work-in-progress and Stock-in-		0	0		
	Loss on F & o Transactions		0	0		
	Employee benefits expense	15	3006127	3813553		
	Finance costs		0	0		
	Depreciation and amortization expense		0	25447		
	Provisions written Back No Longer required		0	0		
	Other expenses	16	19398570	9450744		
	Total expenses		<b>22404697</b>	<b>42105136</b>		
V	Profit before exceptional and extraordinary items and tax (III-IV)		1239457	1489786		
VI.	Exceptional items		0	0		
VII.	Profit before extraordinary items and tax (V - VI)		1239457	1489786		
VIII.	Extraordinary Items		0	0		
IX.	Profit before tax (VII- VIII)		1239457	1489786		
X	Tax expense:					
	(1) Current tax		470000	461700		
	(2) Deferred tax					
	(3) Previous Year		0	0		
	Sub Total		470000	461700		
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		<b>769457</b>	<b>1028086</b>		
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)		<b>769457</b>	<b>1028086</b>		
XVI	Earnings per equity share:					
	(1) Basic		0.0018	0.0024		
	(2) Diluted		0.0018	0.0024		
See accompanying notes to the financial statements		17				
As per our report on even date						
For Sanjay N Shah & Co.				For and on behalf of the board		
Chartered Accountant						
Firm Regn No. 124897W						
		Sd/-	Sd/-	Sd/-		
		Prafulchandra G. Zaveri	Pankaj Dawar	Rohit shaw		
Sd/-		Managing Director	Director	Director		
CA Sanjay N Shah		DIN: 07073660	DIN: 06479649	DIN: 06814045		
Proprietor						
Membership no. 116251						
Date : 30th May, 2015						
Place : Mumbai						

**Consolidated Cash flow statement pursuant to Clause 32 of the Listing Agreement for the year ended 31st March, 2015**

Particulars	Year Ended 31st March 2015	Year Ended 31st March 2014
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Net Profit before Taxes and Extra ordinary item</b>	<b>12,39,457</b>	<b>14,89,786</b>
Adjustments		
Depreciation		25,447
Write-off Misc. Expenditure	21,528	6,786
Loss on Impairment of Fixed Assets	66,857	
Interest Paid		2,384
Interest Income	(236,44,154)	(138,54,522)
<b>Provisions no longer required</b>	<b>(5,77,219)</b>	
Operating Profit before Working Capital Changes	(228,93,531)	(123,30,119)
Adjustments For		
(Increase) / Decrease in Other Current Assets	-	17,57,360
(Increase) / Decrease in Trade Receivables	441,37,106	
(Increase) / Decrease in Loan & Advances (current & non current)	(164,97,806)	(1436,07,428)
Increase / (Decrease) in Trade Payables & other liabilities (current & non current)	(488,70,700)	22,54,852
	<b>(441,24,931)</b>	<b>(1519,25,335)</b>
<b>Direct Tax Paid</b>	<b>(4,70,000)</b>	<b>(4,01,700)</b>
<b>Total (A)</b>	<b>(445,94,931)</b>	<b>(1523,27,035)</b>
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sale of Investments	255,74,035	1720,27,360
(Less) Miscellaneous Exp	(1,36,460)	(12,71,823)
Interest Received	236,44,154	138,54,522
Purchase of Investment	(24,32,250)	(322,30,000)
<b>Total (B)</b>	<b>466,49,479</b>	<b>1523,80,059</b>
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Short Term borrowing	(26,00,000)	
Interest Paid	-	(42,251)
<b>Total (C)</b>	<b>(26,00,000)</b>	<b>(42,251)</b>
<b>NET CHANGE IN CASH AND CASH EQUIVALENT (A+B+C)</b>	<b>(5,45,452)</b>	<b>10,773</b>
<b>CASH AND CASH EQUIVALENT AS AT BEGINNING OF YEAR</b>	<b>13,01,355</b>	<b>12,90,583</b>
<b>CASH AND CASH EQUIVALENT AS AT END OF THE YEAR</b>	<b>7,55,903</b>	<b>13,01,355</b>

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

FOR AND ON BEHALF OF THE BOARD

Sd/-

CA Sanjay N Shah

PROPRIETOR

MEMBERSHIP NO.: 116251

Sd/-

Prafulchandra G. Zav

Managing Director

DIN: 07073660

Sd/-

Pankaj Dawar

Director

DIN: 06479649

Sd/-

Rohit shaw

Director

DIN: 06814045

Place: Mumbai

Dated : 30th May 2015

				Amount in Rupees	
PARTICULARS				Period ended on 31.3.2015	Period ended on 31.3.2014
1	<b>SHARE CAPITAL</b>				
(a)	<b><u>Authorised Share Capital</u></b>				
	437,000,000 Equity Shares of Rs. 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)			437000000	437000000
(b)	<b><u>Issued and Subscribed Share Capital</u></b>				
	426428750 Equity Shares of Rs 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)			426428750	426428750
	<b><u>Paid Up Share Capital</u></b>				
	426428750 Equity Shares of Rs 1/- each (Previous Year 65,00,000 Equity Shares of Rs. 10/- each)			426428750	426428750
				<b>426428750</b>	<b>426428750</b>
(c)	<b><u>Reconciliation of number of shares</u></b>				
	Shares at the beginning of the year			426428750	42642875
	Add : New shares of Face Value Re. 1 due to stock split				426428750
	Less : Cancelled shares of Face Value Rs. 10 due to stock split				-42642875
	Less : Buy back of shares/Reduction in share capital				0
	Outstanding shares at the year end			<b>426428750</b>	<b>426428750</b>
(d)	<b><u>Shares held by each shareholder holding more than 5% of the shares</u></b>				
<b>Sr No.</b>	<b>Name Of The Shareholder</b>			<b>Details of Share held</b>	
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 Eq. 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				

	<b>Reserves &amp; Surplus</b>					
(a)	<b>Capital Reserve</b>					
	Balance as per previous Balance Sheet			2004250	2004250	
	Add : Addition during the year			0	0	
				<b>2004250</b>	<b>2004250</b>	
(b)	<b>Surplus</b>					
	Surplus –Opening Balance			-15398374	-14515378	
	Add : Net Profit After Tax			769457	1028086	
	Amount Available for Appropriation			-14628917	-13487292	
	Less : Transfer to Statutory Reserve			-289182	-259392	
	Less: Excess/ Short Tax provision			-577219		
	add : opening balance transferred					
	Less : Deferred Revenue			-136460	-1271823	
	Less : Deferred Tax			-754934	6359	
	Less : Provision against Standard Assets			-405958	-370856	
	Less : Transfer to Profit and Loss Appropriation			0	-15,370	
	Surplus –Closing Balance			<b>-16792670</b>	<b>-15398374</b>	
(c)	<b>Statutory Reserve us 45(1) (c )</b>			<b>548574</b>	<b>259392</b>	
(d)	<b>Securities Premium</b>					
	Opening Balance			7146250	7146250	
	Add : Share premium due to Merger					
	Less : Utilisation			0	0	
	Closing Balance			<b>7146250</b>	<b>7146250</b>	
	<b>Grand Total</b>			<b>-7093596</b>	<b>-5988482</b>	

(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.

3	<b>Long Term Provisions</b>					
	Provisions against Standard Assets			776814	370856	
				<b>776814</b>	<b>370856</b>	
	<b>Short-term borrowings</b>					
	Sundry unsecured Loans			0	2600000	
4	<b>Other current liabilities</b>					
	Tds Payable			34963	13200	
	ROC Fees Payable			0	0	
	Sundry Creditors			72757	47741220	
	Audit Fess Payable			45000	46000	
	Creeditors For Expenses			30292	30292	
	Other Payable			279753	697753	
				<b>462765</b>	<b>48528465</b>	
5	<b>Short-term provisions</b>					
	Provision for Taxation			12,68,200.00	8,98,200	
	Provision for Expenses			0	1175000	
	Provision for NPA			1539125	1539125	
	<b>Total</b>			<b>2807325</b>	<b>3612325</b>	

Fixed Assets- Tangible		GROSS BLOCK					DEPRICIATION		NET BLOCK				
Sl. No.	Particulars	As at 01.04.2014	Addition	Addition on deduction	31.03.2015	As at 01.04.2014	Addition	Addition on merge	Deduction/Impairment	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014	
1	Furniture & Fixture	181418			181418	0	161512	0		161512	0	0	19906
2	Car	0			0	0				0	0	0	0
3	Computer	220600			220600	0	173649	0.00		173649	0	0	46951
	Total	402018	0	0	402018	0	335161	0	0	335161	0	0	66857
	Prev Year Total	402018			402018	309714	25447.00			335161.00	66857	92304.00	
	Balance as at the beginning of the year												
	Addition/deduction during the year				335161								
	Balance as at the end of the financial year				0								



<b>7</b>	<b>Non-current Investments</b>						
<b>A.</b>	<b>Long term Investments</b>	<b>Qty.</b>	<b>RATE</b>		<b>Amount</b>	<b>Qty.</b>	<b>RATE</b>
	<b>Quoted Equity Shares</b>				<b>31-03-2015</b>		
	Face Value Rs.10/-Each						
					0		
				<b>Total</b>	<b>0</b>		<b>Total</b>
<b>B.</b>	<b>Un-Quoted Equity Shares</b>						
	Highview Sales Pvt Ltd	500000	10		5000000	500000	10
	Wonderful Suppliers Pvt Ltd	500000	10		5000000	500000	10
	Vedant Commodeal Pvt Ltd	500	1000		500000	2500	1000
	Otan Das & Co. Mining Pvt Ltd	0			0	5000	2000
	Shree Vaishnav Wire and Road Pvt Ltd	0			0	12950	200
	Festino Vincom Pvt Ltd	50	1000		50000	8600	1000
	Intime Dealers Pvt Ltd	14647	1000		14646600	14647	1000
	New Edge Vinimay Pvt Ltd	15000	1000		15000000	15000	1000
	Unicon Tie-up Pvt Ltd	10500	1000		10500000	10500	1000
	Uniglory Develoers Pvt Ltd	35950	1000		35950000	35950	1000
	Vedant Commodeal Pvt Ltd	12500	1000		12500000	12500	1000
					99146600		
				<b>Total</b>	<b>99146600</b>		<b>Total</b>
				<b>Grand Total</b>	<b>99146600</b>		<b>Grand Total</b>
<b>8</b>	<b>Non-Current Asset</b>						
	<b>PARTICULARS</b>				<b>Period ended on</b>	<b>Period ended on</b>	
					<b>31.3.2015</b>	<b>31.3.2014</b>	
	i)Preliminary Expense				14184	17712	
	ii)Deferred Revenue Expenditure				105800	123800	
				<b>Total</b>	<b>119984</b>	<b>141512</b>	
<b>9</b>	<b>Trade Receivables</b>						
	<b>PARTICULARS</b>				<b>Period ended on</b>	<b>Period ended on</b>	
					<b>31.3.2015</b>	<b>31.3.2014</b>	
	Sundry Debtors				-	441,37,106	
				<b>Total</b>	<b>0</b>	<b>441,37,106</b>	
<b>10</b>	<b>Cash and cash equivalents</b>						
	i) Balance with Scheduled Banks						
	In Current Account				2,72,070	6,95,497	
	ii) Other Banks-in Current Account				0	0	
	ii) Cash on hand				4,83,833	605858	
					<b>755903</b>	<b>1301355</b>	
<b>11</b>	<b>Short-term loans and advances</b>						
	Advances				10000000	100,00,000	
	Deposits				32385	32385	
	Loan & Advances				312411574	2957,77,308	
	Unsecured - Considered doubtful & Provided for				0	0	
					<b>322443959</b>	<b>305809693</b>	

12	Other Current Assets						
	Tds Deducted on Loans Given					0	0
	Deferred revenue Expenditure					0	0
	Prelliminary Exp					530163	666623
	Provison for Interest					0	0
	Other Deposit					0	0
						530163	666623
13	Revenue from operations						
	Sale Of Traded Goods					0	29708940
	Interest Income					23644154	13854522
				Total		23644154	43563462.03
14	Other Income						
	Sale of Fixed Asset					0	0
	Service Charges Received					0	31460
	Dividend on Investments					0	0
	Bank Interest					0	0
	INCOME TAX REFUND 2010-11 (Interest)					0	0
						0	31460
15	Employee benefits expense						
	Salary A/c					3006127	3813553
16	Other Expenses						
	Bank Charges					2363	7094
	Bombay Stock Exchange						39326
	Business Promotion					60000	72000
	Deferred Revenue Exp W/off					21,528.00	45928
	Depository Charges					117978	86797
	Advertisement expenses					30742	
	Interest Paid					0	2384
	Stationeries & Printing					92895	97880
	Interest on Income Tax					0	
	Legal and Professional Fees					72500	140000
	Office and general Expenses					2062331	1737588
	Office Rent					480500	595000
	Telephone & Postage					99585	94430
	Postage & Stamp					80760	165920
	R & T Charges					100270	33780
	Travelling & Conveyance					341760	230810
	Packing Charges					0	169680
	Repairs & Maintenance					70160	45950
	Carriage Outward					0	239191
	RTA Charges					0	17990
	Loss on impairment of asset					66858	
	loss on currency derivative					15568840	5509941
	Interest on TDS					0	1755
	Electricity Expense					75800	71300
	Registration & Filling Fees					13700	0
						19358570	9404744
	Auditors Remuneration						
	i) For Audit Fees					40000	46000
	ii) For Tax Audit Fees						0
						19398570	9450744
As per our report on even date							
For Sanjay N Shah & Co.				For and on behalf of the board			
Chartered Accountant							
Firm Regn No. 124897W							
Sd/-		Sd/-		Sd/-		Sd/-	
CA Sanjay N Shah		Prafulchandra G. Zaveri		Pankaj Dawar		Rohit shaw	
Proprietor		Managing Director		Director		Director	
Membership no. 116251		DIN: 07073660		DIN: 06479649		DIN: 06814045	
Date : 30th May, 2015							
Place : Mumbai							

## **17.1 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 principles 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. The company follows the prudential norms for income recognition, asset classification and provisioning as prescribed by Reserve Bank of India (RBI) for Non-deposit taking Non- Banking Finance Companies (NBFC-ND). Accordingly, these financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under section 211(3C) of the Companies Act, 1956, Companies (Accounting Standards) Rules, 2006, (as amended), the other relevant provisions of the Companies Act, 2013 and Reserve Bank of India Regulations in relation to Non Banking Finance Companies to the extent applicable to the Company.

All assets and liabilities have been classified as current or non-current as per the criteria set out in the schedule III to the Companies Act, 2013. Based on the nature of the products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of its assets and liabilities.

## **17.2. 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. Useful lives of assets are determined by management by an internal technical assessment except where such assessment suggests a life significantly different from those prescribed by schedule II-part C of the companies act, 2013 where the useful life is as assessed and certified by a technical expert.

### **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

#### **1. 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.4,05,958/- on the standard assets as on March 31, 2015. 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, 89,182 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.

### **17.3 Payment to Auditors (inclusive of service tax)**

<b>Particulars</b>	<b>March 31, 2015</b>	<b>March 31, 2015</b>
As Auditors		
Audit fees	46000	46000
<b>Total</b>	<b>46000</b>	<b>46000</b>

### **17.4 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.

### **17.5 a. List of Related Party**

	Nature of relationship
ALOK TODI	Key Managerial Personnel
BHAIRU RATAN OJHA	
INFRASIL 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

### 17.6 PRINCIPLES OF CONSOLIDATION

The Financial statements of UNNO INDUSTRIES LIMITED with audited financial statement of its subsidiaries as described in Note no 17.5 have been considered for the purpose of consolidation.

The financial statements of the parent company and its subsidiary as described in Note no.17.5 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 company's financial statements.

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

Calculation of Earnings Per Share	2014-15	2013-14
Profit/(Loss)after tax	7,69,457	10,28,086
Profit/(Loss) attributable to Ordinary Share-Holders	7,69,457	10,28,086
Weighted Avg. no. of Ordinary Shares for Basic / Diluted EPS	426428750	426428750
Nominal value of Ordinary Shares	426428750	426428750
Basic / Diluted Earnings per Ordinary Share	0.0018	0.0024

**For UNNO INDUSTRIES LIMITED**

Sd/-

**PrafulChandra Gordhandas Zaveri**

Managing Director

DIN: 07073660

Place: Mumbai

Date; 30<sup>th</sup> May, 2015

For Sanjay N shah & Co,

Chartered Accountants

FRN: 124897W

Sd/-

**CA SANJAY N SHAH**

PROPRIETER

M.NO.116251



## **Form AOC-1**

**Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies / Joint Ventures under Section 129(3)**

### **Part "A": Subsidiaries**

<b>Name of the Subsidiary Companies</b>	<b>Richway Enterprises Pvt Ltd</b>	<b>Livin Dragons Entertainment Pvt Ltd.</b>
Sl. No.	1	2
Reporting Year	31 March 2015	31 March 2015
Reporting Currency	INR	INR
Exchange rate as on the last day of Reporting year (In INR)		
Share capital	51,00,000	51,00,000
Reserves & surplus	(1,72,683)	(34,270)
Total assets	498,26,388	1,28,832
Total Liabilities	499,45,655	1,36,500
Investments	50,00,000	50,00,000
Other Income	-	-
Profit/ loss before tax	(2,31,451)	(10,832)
Provision for taxation	-	-
Profit/ Loss after tax	(2,31,451)	(10,832)
Proposed Dividend	-	-
% of shareholding	100%	100%

#### **Notes:**

**1. Names of subsidiaries which are yet to commence operations:**

None

**2. Names of subsidiaries which have been liquidated or sold during the year:**

NIL

NIL

**Part “B”: Associates and Joint Ventures**

Name of associates/Joint Ventures	
Latest audited Balance Sheet Date	Nil
Shares of Associate/Joint Ventures held by the company on the year end	
No.	
Amount of Investment in Associates/Joint Venture	
Extend of Holding%	
Description of how there is significant influence	
Reason why the associate/joint venture is not consolidated	
Net worth attributable to shareholding as per latest audited Balance Sheet	
Profit/Loss for the year	
Considered in Consolidation	
Not Considered in Consolidation	

**Notes:**

**1. Names of associates/Joint Ventures which are yet to commence operations:** None

**2. Names of associates/ Joint Ventures which have been liquidated or sold during the year:** None

**For and on behalf of the Board of Directors**

**Sd/-**

**PRAFULCHANDRA GORDHANDAS ZAVERI**  
**Managing Director**  
**DIN: 07073660**

Place: Mumbai  
Date: 30th May, 2015

# UNNO INDUSTRIES LIMITED

CIN No. L93010MH1992PLC205606

Siddhi Vinayak Appartment, Flat No. 206 Gujarati Samaj Road,

Sant Chokamela Road, Ville Parle(E), Mumbai- 400057

Email ID: unnoindustries@gmail.com

Tel: 022-65659994

## ATTENDANCE SLIP

### 23<sup>RD</sup> ANNUAL GENERAL MEETING ON 30<sup>TH</sup> SEPTEMBER, 2015

Registered Folio No/ DP ID & Client Id*	
Name and Address of the Shareholder(s)	
Name of joint holders, if any	
No. of Shares held	

\*Applicable to shareholders holding shares in electronic form.

I/We hereby record my/our presence at the 23<sup>rd</sup> Annual General Meeting of Unno Industries Limited held on Wednesday, 30<sup>th</sup> September, 2015 at 02:00 PM at Siddhi Vinayak Appartment, Flat No. 206 Gujarati Samaj Road, Sant Chokamela Road, Ville Parle(E), Mumbai- 400057.

Member's/Proxy Name in Block Letter

Member's/Proxy's Signature

**Notes:** 1. Members/Proxy holders are requested to bring this slip with them when they come to the meeting and hand it over at the entrance of the Meeting Hall duly signed.

2. The electronic voting particulars are set out below:

EVS (Remote e-voting Sequence Number)	USER ID	PASSWORD

Please refer to the attached AGM Notice for instructions on remote e-voting

Remote e-voting facility is available during the following voting period:

Commencement of Remote e-voting <b>September 27, 2015 from 9.00 am</b>	End of Remote e-voting <b>September 29, 2015 till 5.00 pm</b>
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# UNNO INDUSTRIES LIMITED

CIN No. L93010MH1992PLC205606

Siddhi Vinayak Appartment, Flat No. 206 Gujarati Samaj Road,

Sant Chokamela Road, Ville Parle(E), Mumbai- 400057

Email ID: unnoindustries@gmail.com

Tel: 022-65659994

## 23<sup>RD</sup> ANNUAL GENERAL MEETING ON 30<sup>TH</sup> SEPTEMBER, 2015

### MGT- 11

### PROXY FORM

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

Name of the Member (s):	
Registered address:	
E-mail Id:	
Folio No./Client Id*:	
DP ID*:	

\*Applicable to shareholders holding shares in electronic form.

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint:

1. Name:

Address:

E-mail ID:

Signature: .....or failing him;

2. Name:

Address:

E-mail ID:

Signature: ..... or failing him;

3. Name:

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 23<sup>rd</sup> Annual General Meeting of Unno Industries Limited to be held on Wednesday, 30<sup>th</sup> September, 2015 at 02:00 PM at Siddhi Vinayak Appartment, Flat No. 206 Gujarati Samaj Road, Sant Chokamela Road, Ville Parle(E), Mumbai- 400057 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.	Resolution Proposed
1	Ordinary Resolution to receive, consider and adopt the Standalone & Consolidated audited financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2015, including the audited Balance Sheet as at 31 <sup>st</sup> March, 2015, the statement of Profit and Loss for the year ended on that date and reports of the Board of Directors' and Auditors' thereon.
2	Ordinary Resolution for appointment of Director in place of Mr. Pankaj Dhawar (Din: 06479649) who retires by rotation and being eligible, offer herself for re-appointment.
3	Ordinary Resolution to ratify the appointment of Sanjay N. Shah, Chartered Accountant, (FRN 124897W), Kolkata, as Statutory Auditors.

4	Re-appointment of Mr. Pankaj Dhawar (Din: 06479649) as an Independent Director
5	Re-appointment of Miss Hetal Pritesh Kumar Solanki (Din: 07146326) as an Independent Director
6.	Re-appointment of Shri Pritesh Naranbhai Solanki (Din: 07073650) as an Independent Director
7.	Appointment of Mr. Prafulchandra Gordhandas Zaveri(DIN No.: 07073660) as an Independent Director and Managing Director of the Company.

Signed this .....day of .....2015

Signature of ..... Shareholder

Affix  
Revenue  
Stamp

Signature of Proxy holder(s) .....

**Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.**