

UNNO INDUSTRIES LTD.

**Annual Report
2010-11**

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the members of **Unno Industries Limited** will be held at Registered office at Laxmi Plaza, 6th Floor, Room No. 607, Off New Link Road, Andheri (West), MUMBAI (Maharashtra) on 30th September, 2011, Friday at 10.00 A.M. to transact the following business:

I. ORDINARY BUSINESS :

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 and Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint Mr Narendra Gangwal, Managing Director who retires by rotation and being eligible offer himself to re appoint.
3. To appoint Mr Pradeep Patnil, Whole Time Director who retires by rotation and being eligible offer himself to re appoint.
4. To re-appoint Auditors of the company to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and fix their remuneration.

II. SPECIAL BUSINESS :

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

"RESOLVED THAT Mr. Ramesh Kumar Mishra, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 06/05/2011 and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company liable to retire by rotation."

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

"RESOLVED THAT Mr. Manoj Kumar Pandit, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 06/05/2011 and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company liable to retire by rotation."

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

"RESOLVED THAT Mr. Anup Kumar Shah, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 14/01/2011 and who ceases to hold office under Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company liable to retire by rotation."



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

Resolved that Mr. **Narendra Kumar Gangwal**, Managing Director of the Company, being fulfills the conditions specified in part I Part II of Schedule XIII of the Companies Act, 1956, Terms of the appointment be and is hereby modify to fix his remuneration with effective from 01.04.2010 as under :

Salary	: Rs. 180,000/ Per Annum
Housing required.	:Furnished accommodation, hired by the company shall be provided, if
Medical Benefits	: Reimbursement of medical expenses incurred by the director and his family.
Leave Travel with the Company's rules.	: Leave Travel concession for self and concession for family once in a year
Club Fees membership	: Club Fee subject to maximum 2 clubs, excluding admission and life fees
Personal Insurance	: Premium not to exceed Rs. 5000/- p.a.
Use of car	: The Company shall provide use of car for company's business. Use of car for private purpose shall be billed by the company.
Telephone brone by	: Free Telephone facility at residence, personal long distance calls shall be
	The director.

Provision for car company's business and telephone at residence will not be considered as perquisites.

9. To consider and if though fit, to pass with or without modification the following resolution as an ordinary resolution;

"RESOLVED THAT pursuant to the provisions of section 198,269 and 309 and other applicable provisions, if any, of the companies act, 1956 ("the act") read with Schedule XIII, consent of the company be and is hereby given for the appointment of **Mr. Pradeep Patni** as a whole time director of the company designated as "Executive Director" for a period up to his retirement on the terms and condition mentioned below:-

Salary	: Rs. 1,80,000/ Per Annum
Housing required.	: Furnished accommodation, hired by the company shall be provided, if
Medical Benefits	: Reimbursement of medical expenses incurred by the director and his family.
Leave Travel with the company's rules.	:Leave Travel concession for self and concession for family once in a year
Club Fees membership	: Club Fee subject to maximum 2 clubs, excluding admission and life fees
Personal Insurance	: Premium not to exceed Rs. 5000/- p.a.
Use of car	: The Company shall provide use of car for company's business. Use of car for Private purpose shall be billed by the company.
Telephone	: Free Telephone facility at residence, personal long distance calls shall be boron by the director.



Provision for car company's business and telephone at residence will not be considered as perquisites.

For and on behalf of the Board

Narendra Kumar Gangwal
Managing Director

Mumbai, dated 02/09/2011

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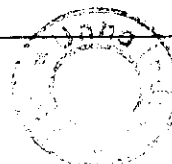
1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a member. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956, setting out all material facts in respect of item no 4 to 6 of the notice is attached and the statement of particulars of the directors seeking appointment under clause 49 of the listing agreement is enclosed.
3. Register of Members shall be closed from 26th September, 2011 to 30th September, 2011 (Both days inclusive).
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the office of the Company well in advance so that the same are received at least Ten days before the date of the meeting to enable the Management to keep the information readily available at the meeting to the best extent possible.
5. Members are requested to bring at the meeting with them the printed Annual Accounts & Reports being sent to them along with the notice to avoid inconvenience.
6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.
7. Members are requested to notify immediately any change in their address to the Company with their respective folio numbers and number of shares held details.
8. As per the provisions of the Companies Act., 1956 (As amended), the facility for making nominations is now available to individuals holding shares in the company. Those who desire to avail this facility may send their requests for nomination in prescribed Form 2B duly filled in and signed to the company.

EXPLANATORY STATEMENT IN TERMS OF SECTION 173 OF THE COMPANIES ACT, 1956.**ITEM NO. : 5,6 & 7**

The Board had appointed Mr. Ramesh Kumar Mishra, Mr Manoj Kumar Pundit and Mr. Anup Kumar Shah as Additional Directors on the Board in their meeting held on 06/05/2011, 06/05/2011 and 14/01/2011 respectively. According to Section 260 of the Companies Act, 1956 the term of appointment of Additional Director is upto the Annual General Meeting. Therefore, term of Mr. Ramesh Kumar Mishra, Mr Manoj Kumar Pundit and Mr. Anup Kumar Shah as Additional Directors expires at the ensuing 19th Annual General Meeting of the Company.

As required by Section 257 of the Act, a notice has been received from members signifying their intention to propose appointment of Mr. Ramesh Kumar Mishra, Mr Manoj Kumar Pundit and Mr. Anup Kumar Shah as Independent Directors along with a deposit of Rs.500 each. The Board considers it desirable that the Company should continue to avail itself of their services to adhere better corporate Governance.

The Directors recommend the Ordinary Resolution for your approval.



None of the Directors, except Mr. Ramesh Kumar Mishra, Mr Manoj Kumar Pundit and Mr. Anup Kumar Shah, is in any way concerned or interested in the resolution.

ITEM NO. : 8 & 9

Mr Narendra Kumar Gangwal, Managing Director of the Company and Mr. Pradeep Patni Whole Time Director are proposed to be re-appointed in the ensuing general meeting on terms and conditions laid down in the proposed resolution. Both of them are looking after day to day affairs of the company. In previous appointment they were appointed at a remuneration of Rs. 120,000/- per annum plus perks. Considering the working and time devoted by these directors increase in remuneration to Rs. 180,000/- plus perks should be considered most reasonable.

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

Except Mr Narendra Kumar Gangwal and Mr Pradeep Patni, no other directors are interested in the resolution.

For and on behalf of the Board

Narendra Kumar Gangwal
Managing Director
Mumbai, dated 02/09/2011

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

(Pursuant to clause 49 of the Listing Agreement)

	Mr. Narendra Kumat Gangwal	Mr. Pradeep Patni
Name of the Director		
Date of Birth	12 th July, 1939	30 th November, 1960
Date of Appointment	20.09.2000	30.09.2008
Expertise in specific Functional Area	Administration & Finance	Investments & Finance
Qualification	M.A. LL.B.	Master of Commerce.
Public Cos. In which Directorship held as on date of appointment	None	None
Membership in Committees	One	Three

	Mr. RAKESH KUMAR MISHRA,	Mr. MANOJ KUMAR PANDIT
Name of the Director		
Date of Birth	26-Dec-1980	1st Nov 1986
Date of Appointment	06.05.2011	06.05.2011
Expertise in specific Functional Area	Admin & Finance	Investments
Qualification	B. Com	B. Com
Public Cos. In which Directorship held as on date of appointment	None	None
Membership in Committees	One	One

Name of the Director	Mr. Anup Kumar Shah
Date of Birth	3rd May 1975
Date of Appointment	14.01.2011
Expertise in specific Functional Area	Admin & Finance
Qualification	B. Com
Public Cos. In which Directorship held as on date of appointment	None
Membership in Committees	One

DIRECTORS' REPORT

Your directors have pleasure in presenting the 19th Annual Report together with the audited financial results for the period ended on 31st March, 2011

FINANCIAL PERFORMANCE (Rs. in Lacs)

Particulars	Year Ended 31.03.2011	Year Ended 31.03.2010
Income	70.82	67.94
Profit /Loss before Taxation	3.38	(-) 6.50
Provision for Taxation	1.85	1.81
Profit/Loss for the year	1.53	(-) 4.69
Provision for Deferred Tax	12.45	(-) 21.94
Profit/Loss for the Year	(-)10.92	17.24
Earning Per Share (EPS)	(0.17)	0.27

There was a marginal increase in the interest income during the previous year. The company has incurred a net loss of Rs 30.98 lakhs on account of Share transactions. And Rs. 35.50 lakhs on long term Investments. Your company has earned a Profit of Rs. 3.38 lakhs. After providing Income Tax including deferred Tax, loss comes to Rs. 10.92 lakhs. NPA of the company have decreased by Rs. 34.64 Lakhs. During the year no amount have been written off as bad debts.

DIVIDEND

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

DEPOSITS

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

AUDITORS & AUDITORS' REPORT

The Auditors' Report given elsewhere in the annual report is self explanatory and does not call any explanation from the Board. M/s. Rakesh Narendra Kumar & Co. Chartered Accountants, auditor of the company hold office until the conclusion of ensuing Annual General Meeting and are recommended for reappointment.

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

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

PERSONNEL

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

ADDITIONAL INFORMATION

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

DIRECTORS

Mr Narnedra Kuamar Gangwal, Managing Director is retiring director by rotation and being eligible offer himself for re-appointment at a remuneration to be fixed in ensuing annual general meeting..

Mr. Pradeep Patni, Whole Time Director is retiring director by rotation and being eligible offer himself for re-appointment. at a remuneration to be fixed in ensuing annual general meeting.

Mr. Rakesh Kumar Mishra, Mr. Manoj Kumar Pandit, Mr. Anup Kumar Shah, Additional Directors of the company and being eligible offer themselves for the appoint.

Your directors recommend for the appointment.

CORPORATE GOVERNANCE

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

1. In the preparation of annual accounts, the accounting standards issued by The Institute of Chartered Accountants of India and the requirements of the Companies Act, 1956, to the extent applicable to the company.
2. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the company at the end of the financial year 2010-11 and of the Loss of the company for that period.
3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
4. The directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Narendra Kumar Gangwal
Managing Director

Mumbai, Dated 02/09/2011

For UNNO INDUSTRIES LTD. 7
Narendra Kumar Gangwal

Authorised Signatory/Director.

REPORT ON CORPORATE GOVERNANCE

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

Board of Directors

The constitution of the board is given below :

Name of Director	Category	Effective Date	Number of outside Directorship held*	Number of membership on Board Committees
Shri Narendra Kumar Gangwal	M.D.	20/09/2000	0	1
Shri Pradeep Patni	Whole Time	30/09/2008	1	3
Shri Gaurav Jain	Independent	1/3/2004	0	3
Smt. Neelima Kasliwal	Independent	1/3/2004	0	1
Shri Rakesh K Mishra	Independent	6/5/2011	0	1
Shri Manoj Kumar Pandit	Independent	6/5/2011	0	1
Shri Anup Kumar Shah	Independent	14/01/2011	0	1

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

Audit Committee

During the period 5 meeting were held. One of which was before finalisation of accounts for the year 2011. The said meetings were held on 21.07.2010, 21.08.2010, 20.10.2010, 31.01.2011 & 23.04.2011.

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

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

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

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

Director	Designation	Whole-time/ Independent Director	Committee Meeting Attended
Mr. Gaurav Jain	Chairman	Independent Director	5
Shri Pradeep Patni	Member	Whole Time	5
Mrs. Neelima Kasliwal	Member	Independent Director	5
Shri Rakesh K Mishra*	Member	Independent Director	NA

*(w.e.f. 06/05/2011)

