ANNUAL REPORT 2011-12

AUDITORS

Jain Doshi & Co., Chartered Accountants

BANKERS

Yes Bank Axis Bank

REGISTERED OFFICE

Laxmi Plaza, 6th Floor, Room No. 607, Off New Link Road, Andheri (West), MUMBAI (Maharashtra)

SHARE TRANSFER AGENT

(For Physical & Electronic Mode)
Purva Sharegistry India Pvt. Ltd.,
Unit No. 9, Shiv Shakti Ind. Estt., J.R. Boricha marg
Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai :400 011

For UNNO INDUSTRIES LTD.

Authorised Signatory/Director

Notice

Notice is hereby given that the 20th 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 28st September'2012, Friday at 2.30 P.M to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2012 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. Rakesh Kumar Mishra, Director who retires by rotation and being eligible offer himself to re appoint.
- 3. To appoint Mr Mr. Manoj Kumar Pandit, Director who retires by rotation and being eligible offer himself to re appoint.
- 4. To 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.

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. Pawan Dalmia, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 29/02/2012 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. Alok Todi, who was appointed as an Additional Director of the Company by the Board of Directors in their meeting held on 29/02/2012 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. Jai Prakash Gupta, who intends to propose his name as candidature under section 257 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.

For and on behalf of the Board

Narendra Kumar Gangwal Managing Director TRIES LIMITED Najendie Kunor Brogera

Mumbai, Dated 27/08/2012
Director/Authorised Signatory

For UNNO INDUSTRIES LTD.

Authorised Signatory/Director,

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Notes:

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself, and a proxy need not be a member. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2. The explanatory statement pursuant to section 173(2) of the Companies Act, 1956, setting out all material facts in respect of item no 3 to 7 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 24th September, 2012 to 28th September, 2012 (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 them along with the notice to avoid inconvenience.
- 6. Members are also requested to dematerialize their shares as the company has opted for the dematerialization of shares of the company and the ISIN number of the company is INE142N01015.
- 7. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folios and send the relevant share certificates to the Company.
- 8. Members are requested to notify immediately any change in their address to the Company with their respective folio numbers and number of shares held details.
- 9. As per the provisions of the Companies Act., 1956 (As amended), the facility for making nominations is now available to individuals holding shares in the company. Those who desire to avail this facility may send their requests for nomination in prescribed Form 2B duly filled in and signed to the company.

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

ITEM NO.: 5,6.

The Board has appointed Mr. Pawan Dalmia and Mr Alok Todi as Additional Directors on the Board in their meeting held on 29/02/2012. 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 Pawan Dalmia and Mr. Alok Todi as Additional Directors expires at the ensuing 20th 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. Pawan Dalmia and Mr. Alok Todi & Jai Prakash Gupta 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 expect Mr. Pawan Dalmia and Mr. Alok Todi & Jai Prakash Gupta is in any way concerned or interested in the resolution.

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

Except Mr., Mr. Pawan Dalmia and Mr Alok Todi no other directors are interested in the resolution.

UNNO INDUSTRIES LIMITED

For UNNO INDUSTRIES LTD.

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UNNO INDUSTRIES LIMITED

Pawan Dulmia

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ITEM NO.: 7

Mr. Jai Prakash Gupta, in favor of whom the company has received proposal of his name as candidature for independent Director under section 257 of the Companies Act, 1956, and who being eligible, offer himself for the appointment is born on 17 th Feb., 1970. He is a commerce graduate and experienced person. The Board considers it desirable that the company should avail his services to adhere better Corporate Governance.

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

Except Mr. Jai Prakash Gupta,, no other directors are interested in the resolution.

For and on behalf of the Board

Narendra Kumar Gangwal Managing Director Mumbai, Dated 27/08/2012

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

(Pursuant to clause 49 of the Listing Agreement)

Mr. Pawan Dalmia	Mr. Alok Todi
2 nd October, 1982	10 th May, 1970
29.02.2012	29.02.2012
Administration & Compliance	Investment & Finance
B.Com	B.Com
None	None
Three	Three
	2 nd October, 1982 29.02.2012 Administration & Compliance B.Com None

	Mr. Jai Prakash Gupta		
Name of the Director			
Date of Birth	17 th February, 1970		
Date of Appointment	Ensuing AGM		
Expertise in specific Functional Area	Administration & Finance		
Qualification	B.Com		
Public Cos. In which Directorship held as on date of appointment	None	-	
Membership in Committees	None		

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For UNNO INDUSTRIES LTD.

Authorised Signatory/Director

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UNNO INDUSTRIES LIMITED

Perwan Autorica
Director/Authorised Signatory

Unno Industries Limited **DIRECTORS' REPORT**

Your directors have pleasure in presenting the 20th Annual Report together with the audited financial results for the period ended on 31st March, 2012

FINANCIAL PERFORMANCE		(Rs. in Lacs)
Particulars	Year Ended	Year Ended
	31.03.2012	31.03.2011
Income	66.93	70.82
Profit before Taxation	10.43	3.38
Provision for Taxation	0.10	1.85
Profit/Loss for the year	6.54	1.53
Provision for Deferred Tax	3.88	12.45
Profit/Loss for the Year	6.54	(-)10.92
Earning Per Share (EPS)	0.10	(-)0.17

There was a marginal decrease in the interest income during the previous year due to decrease in loans given by the company. The company has incurred a net loss of Rs 25.28 lakhs on account of F & O transactions. Your company has earned a Profit of Rs. 10.43 lakhs. After providing Income Tax including deferred Tax, profit comes to Rs. 6.54 lakhs. NPA of the company have decreased by Rs 1.91 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. Jain Doshi & Co. Chartered Accountants, auditor of the company hold office until the conclusion of ensuing Annual General Meeting.

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

During the year Mr. Gaurav Jain and Mrs Neelima Kasliwal, independent directors of the company, have resigned from the office of the Board of directors on 28th Feb., 2012 due to their own other occupation.

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

For UNNO INDUSTRIES LT Annual Report 2011 12NO INDUSTRIES LIMITED Najendre Komar haywa Director/Authorised Signatory

Auth UNNO INDUSTRIES LIMITED Authorised Signatory/Director awan Palmia

Director/Authorised Signatory

Mr Anup Kumar Shah independent directors of the company, have resigned from the office of the Board of directors on 16th July, 2012 due to his own other occupation.

Your board acknowledge his contribution and co-operation extended during his tenure.

Mr. Pawan Dalmia, and Mr. Alok Todi, has been appointed as Additional Directors of the company on 28/12/2012 as Independent director to feel the vacancy caused by Mr. Gaurav jain and Mrs Neelima Kasliwal.

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

Mr. Pawan Dalmia, and Mr. Alok Todi, additional directors of the company, being eligible offer themselves for re-appointment in ensuing annual general meeting...

The company has received notice from the member for appointment of Mr. Jai Prakash Gupta, as independent director, being eligible, offer himself for the appointment in ensuing annual general meeting..

Your board recommend to appoint all the proposed appointments.

CORPORATE GOVERNANCE

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

DIRCTORS' RESPONSIBILITY STATEMENT

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

- 1. In the preparation of annual accounts, the accounting standards issued by The Institute of Chartered Accountants of India and the requirements of the Companies Act, 1956, to the extent applicable to the company.
- 2. The directors have selected such accounting polices and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affair of the company at the end of the financial year 2011-12 and of the Loss of the company for that period.
- 3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- 4. The directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Najende Konaj hazira

Narendra Kumar Gangwal
Managing Director Director/Authorised Signatory

Mumbai, Dated 27/08/2012

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FOR UNNO INDUSTRIES

Authorised Signatory/Director,

UNNO INDUSTRIES LIMITED

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	Cessation Date	Number of outside	Number of membership
				Directorship held*	on Board Committees
Shri Narendra	M.D.	20/09/2000	N.A	0	1
Kumar Gangwal		, ,			
Shri Pradeep Patni	Whole Time	30/09/2008	N.A	0	2
Shri Gaurav Jain	Independent	01/03/2004	29/02/2012	0	N.A
Smt. Neelima	Independent	01/03/2004	29/02/2012	0	N.A
Kasliwal					
Anup Kumar Shah	Independent	14/01/2011	16/07/2012	0	N.A
Shri Pawan Dalmia	Independent	29/02/2012	N.A	0	3
Alok Todi	Independent	29/02/2012	N.A	0	3

^{*}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 2012. The said meetings were held on 16.08.2011, 01.09.2011, 16.11.2011, 09.02.2012, 03.05.2012.

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.

UNNO INDUSTRIES LIMITED

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Director/Authorised Signatory

UNNO INDUSTRIES LIMITED

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Director/Authorised Signatory

Director	Designation	Whole-time/ Independent Director	Committee Meeting Attended
		macpenaem Birector	
Shri Pradeep Patni	Chairman	Whole Tine Director	5
Shri Alok Todi	Member	Independent Director	1
Shri Pawan Dalmia	Member	Independent Director	1
Shri Rakesh K Mishra	Member	Independent Director	5

Investors Grievances Committee

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

Name	Designation	Whole-Time /	Whole-Time /	
	_	Independent Director		
Mr. Pawan Dalmia	Chairman	Independent Director		
Mr. Alok Todi	Member	Independent Director		
Mr. Narendra Kumar Gangwal	Member	Managing Director		
Mr. Rakesh Mishra	Member	Independent Director		

Board meeting & Attendance at Board meeting & Annual meeting

The Board of the company met 11 times during the each of the month in financial year ended .

Name	Designation	Whole-Time / Independent Director	Board Meetings Attended	Last AGM Attended
Shri Narendra Kumar Gangwal	Chairman	Managing Director	11	Yes
Shri Pradeep Patni	Member	Whole Time Director	11	Yes
Shri Pawan Dalmia	Member	Independent Director	1	N.A
Shri Alok Todi	Member	Independent Director	1	N.A
Shri Rakesh K Mishra	Member	Independent Director	7	Yes
Shri Manoj Kumar Pandit	Member	Independent Director	7	Yes

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

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

Means of Communication

Quarterly and half yearly reports are published in one English daily newspaper Free Press Journall circulating in the country and one Marathi newspaper Nav Shakti published from Mumbai.

All the investors related information are first released to the stock exchange and to the media later

Share Transfers

To expedite the transfer process, authority has been delegated to the Share Transfer Committee,

Name	Designation	Whole-Time / Independent Director	No. of Attended	Mee
Mr. Pradeep Patni Mr. Alok Todi Mr. Pawan Dalmia Mr. Rakesh Kumar Mishra	Chairman Member Member Member	Non Executive Independent Director Independent Director Independent Director	11 02 02 11	

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

Shareholder Information

1. Annual General Meeting

Date and Time

Venue

Registered office

28st September, 2012, 2.30 P.M.

Laxmi Plaza, 6th Floor, Room No. 607,

Off New Link Road, Andheri (West),

MUMBAI (Maharashtra)

2. Financial Calendar

Financial Results for

1st Quarter 2nd Quarter

3rd Quarter

Quarter

Book Closer

A.G.M.

April 2012 to March, 2013

Last Week of July, 2012

Last Week of Oct, 2012

Last Week of Jan., 2013

Last Week of Apr. 2013

Last week of Sept.,2013

Last week of Sept. 2013

3. Dates of book closure

Sept. 24th September, 2012 To 28th September, 2012

4. Registered office

Laxmi Plaza, 6th Floor, Room No. 607,

Off New Link Road. Andheri (West),

MUMBAI (Maharashtra)

: The Bombay Stock Exchange, Mumbai

5. Listing on stock Exchange at (Delisting process is under progress with M.P. Stock Exchange, Indore and already delisted from

Ahemdabad Stock Exchange)

For UNNO INDUSTRIES LTD.

Authorised Signatory/Director,

UNNO INDUSTRIES LIMITED INDUSTRIES LIMITED
Annual Report 2011-12

Avan Dalmic Naturale Kumar ho

Director/Authorised Signatory

Director/Authorised Signatory

6. Listing fees

: Paid for The Bombay Stock Exchange, Mumbai and M.P. Stock Exchange, Indore for the year 2011-12

7. Stock Market data

(a) The Stock Exchange, Mumbai:

: Stock Code : 519273

(b) Market Data

During the year transaction entered in the stock

Exchange Mumbai

W			E E E E E						
Month		High	-160		140 61				
	machenale			PUT THE	Paralle Marie	Trade:			
Apr-11	9.6	10.08	9.6	10.08	200	2	1,968	0.48	0.48
May-11	10.5	10.5	10.5	10.5	100	1 ::::	1,050	0	0
Jul-11	11.02	11.02	11.02	11.02	300	1	3,306	0	0
Nov-11	11.57	12.14	11.57	12.14	2,000	3	23,254	0.57	0.57
Dec-11	12.74	15.46	12.74	15.46	800	5	11,190	2.72	2.72
Jan-12	16.2	32.2	16,2	32.2	7,800	35	213,300	16	16
Feb-12	32.8	32.8	31.2	32.2	7,000	32	225,950	1,.6	-0.6
Mar-12	31.6	33.6	30.4	30.4	2,400	17	77,690	3.2	-1.2

8. Registrars & transfer agents

Purva Sharegistry India Pvt. Ltd.,

Unit No. 9, Shiv Shakti Ind. Estt.

J.R. Boricha marg

Opp. Kasturba Hospital Lane

Lower Parel (E) Mumbai :400 011

9. Share transfer system:

All shares have been transferred within 21 days from the date of receipt, so long as the documents have been clear

in all respects.

10. Investor Relations

There were few complaints received during the financial year resolved and have only one complaint was pending at

the end of financial year.

11. Distribution of share holding as at March 31st 2012

Share Holding	of	No of	Percenta	Amount	Percentage (%)
Nominal Value Of		Holders	ge (%)	In Rs.	
Upto - 5000		2432	79.30	4741700	7.29
5001-10000		232	7.56	2091000	3.22
10001-20000		89	2.90	1471000	2.26
20001-30000		42	1.37	1110000	1.71
30001-40000		20	0.65	768000	1.18
40001-50000		48	1.57	2332000	3.59
50001-100000		84	2.74	6315000	9.72
100001 and above		120	3.91	46171300	71.03
Total		3067	100	65000000	100.00

12 Shareholding Pattern as on March 31st 2012

Category		No Shares held	% of share Holding
Indian Promoters & Promoter Group Indian Corporate bodies		18,39,900 3,43,100	28.31 % 5.28 % 66.41 %
Indian Public	Total	43,17,000 65,00,000	100.00

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Nate Marchants of Signatory

Authorised Signatory/Director.

For UNNO INDUSTRIES LTD,10