

- UNNO INDUSTRIES LIMITED
- ANNUAL REPORT
- 2012 - 2013





UNNO INDUSTRIES LIMITED

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BOARD OF DIRECTORS

Bhairu Ratan Ojha
Chairman & Managing Director

Alok Todi
Executive Director

Pradeep Patni
Director

Jai Prakash Gupta
Director

PRAVEEN SHARMA
COMPANY SECRETARY & COMPLIANCE OFFICER

STOCK EXCHANGES

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

REGISTERED OFFICE

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

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

REGISTRARS AND SHARE TRANSFER AGENTS

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

BANKERS

HDFC Bank Ltd
Axis Bank Ltd.
YES Bank Ltd.



UNNO INDUSTRIES LIMITED

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

I. ORDINARY BUSINESS :

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

II. SPECIAL BUSINESS :

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

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

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

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

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

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

For and on behalf of the Board

Sd/-

Bhairu Ratan Ojha
Managing Director

Mumbai, Dated 30/05/2013



Notes :

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

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

ITEM NO. : 4

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

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

ITEM NO. : 5

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



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

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

The Directors recommend the Ordinary Resolution for your approval.

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

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

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

For and on behalf of the Board

Sd/-
Bhairu Ratan Ojha
Managing Director

Mumbai, Dated 30/05/2013

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

(Pursuant to clause 49 of the Listing Agreement)

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

**DIRECTORS' REPORT**

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

FINANCIAL

(Rs. in Lacs)

PERFORMANCE

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

FINANCIAL HIGHLIGHTS AND OPERATIONS

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

DIVIDEND

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

SCHEME OF AMALGAMATION

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

SUBSIDIARIES

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

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



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

CONSOLIDATED FINANCIAL STATEMENTS

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

DEPOSITS

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

AUDITORS & AUDITORS' REPORT

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

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

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

PERSONNEL

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

ADDITIONAL INFORMATION

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

DIRECTORS

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



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

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

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

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

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

Your directors recommend for the appointment.

CORPORATE GOVERNANCE

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

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 2011-12 and of the Loss of the company for that period.*
- 3. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.*
- 4. The directors have prepared the annual accounts on a going concern basis.*



ACKNOWLEDGEMENT

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

For and on behalf of the Board

Sd/-

*Bhairu Ratan Ojha
Managing Director*

Mumbai, Dated 30/05/2013