

UNISYS

SOFTWARES & HOLDING

INDUSTRIES LTD.

23 RD

ANNUAL REPORT
2014-2015

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.

BOARD OF DIRECTORS

Jagdish Prasad Purohit	Chairman & Managing Director
Sushil Kumar Purohit	Non-Executive Director
Johar Pal Singh	Independent Director
Mohit Jhunjhunwala	Independent Director
Renu Kedia	Independent Director

COMPLIANCE OFFICER

Ms. Vijay Laxmi Purohit

REGISTERED OFFICE

75C, Park Street
Kolkata-700 016

BANKERS

Kotak Mahindra Bank Ltd.

AUDITORS

M/s. B. S. Kedia & Co.

Chartered Accountants
8/1, Lal Bazar Street, 1st Floor,
Room No. 8, Kolkata - 700 001

REGISTRAR & SHARE TRANSFER AGENT

Purva Share Registry (India) Pvt. Ltd.
No. 9, Shiv Shakti Ind. Estate, Gr. Floor,
J. R. Boricha Marg, Lower Parel, Mumbai-400 011
Email : purvashr@mtnl.net.in

ANNUAL GENERAL MEETING

Date : 30th September, 2015
Time : 2.30 P.M.
Venue : "Palki", Narayanpur Main Road,
Partha Nagori Bus Stop, Near Lal Kuthi,
Kolkata - 700 136

Corporate Identification No.
L51909WB1992PLC056742

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C O N T E N T S

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Members are requested to bring their copy of Annual Report at the time of Meeting

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of **UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.** will be held on Wednesday, the 30th day of September 2015 at 2.30 P.M. at “Palki”, Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136 to transact the following businesses as :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors’ Report and Audited Statement of Accounts for the year ended 31st March 2015.
2. To consider and thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 read with The Companies (Audit and Auditor) Rules, 2014), 142 and other applicable provisions, if any, of the Companies Act, 2013 and their corresponding rules and based on the recommendations of the Audit Committee, B. S. Kedia & Co., Chartered Accountants, Mumbai (FRN 317159E), who have offered themselves for re-appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of the 23rd Annual General Meeting up to the conclusion of the 27th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS :

3. To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** Pursuant to the provisions of Section 149 (read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Mohit Jhunjunwala (DIN: 02905685) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 14th January 2015 up to 13th January 2020.”

4. To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution :

“**RESOLVED THAT** Pursuant to the provisions of Section 149 (read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mrs. Renu Kedia (DIN: 07126779) an Independent Director and in respect of whom the Company has received notice under Section 160 of the Companies Act, 2013, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 6th March 2015 up to 5th March 2020.”

5. To consider and if thought fit to pass with or without modifications the following resolution as an Ordinary Resolution :
- “RESOLVED THAT** pursuant to the provisions of Sections 2 (54), 196, and 203 read with Schedule V to the Act, and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) the Company hereby approves appointment of Mr. Jagdish Prasad Purohit (DIN : 00083125) as Chairman & Managing Director of the Company, for a period of 3 years commencing from April 1, 2015 up to March 31, 2018 upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Jagdish Prasad Purohit.”
- “RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”
6. To consider and if thought fit to pass with or without modifications the following resolution as a Special Resolution :
- “RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), rules and regulations made there under, the enabling provisions of the Memorandum and Articles of Association of the Company and subject to the requisite approvals, consents, permissions and/or sanctions as may be required, if any, the draft regulations contained in the Articles of Association submitted to this meeting and duly initialed be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;
- “RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES :

- The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
- 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 OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company's Registered Office not less than forty-eight hours before the Meeting.
In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of the 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. A member holding more than ten percent of the total Share capital of those carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.
- The Register of Member and the Share Transfer Books of the Company will remain closed from 24th September 2015 to 30th September 2015 (both days inclusive).
- The Register of Directors and key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
- A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.
- Corporate Members intending to send their authorized representatives to attend the meeting pursuant to

Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.

7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
8. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail Id unisys.softwares@gmail.com for quick and prompt redressal of their grievances.
9. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
10. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate authorities to the Annual General Meeting.
11. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least seven days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
12. Members are requested to intimate change in their address immediately to M/s Purva Shareregistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.
13. Members holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Shareregistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
14. The Securities and Exchange Board of India (SEBI) vide Circular ref. no. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for registration of such transfer of shares.

SEBI further clarified that it shall be mandatory to furnish a copy of PAN in the following cases:

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
 - b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.
 - c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
 16. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
 17. Copies of Annual Report 2015 are being sent by electronic mode to all those members whose email address are registered with the Company Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2015 are being sent by the permitted mode.

18. The Notice for the 23rd AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting. For members who have not registered their email address, physical copies of aforesaid documents are being sent by the permitted mode.
19. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
20. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. **The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 23, 2015.**
21. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Gayatri Bhide, Scrutinizer, C/o Purva Sharegistry (India) Private Limited, Unit: Unisys Softwares & Holding Industries Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400 011, Tel. No: +91 22-2301 8261, Fax No.: +91 22 - 2301 2517, E-mail : purvashr@mtnl.net.in so as to reach her on or before September 25, 2015 by 5.00 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
22. In light of the recent judgment of the Bombay High Court, until clarity is available members who have not voted electronically or through ballot, will be permitted to deposit the filled in Ballot Forms, physically at the AGM to enable them to exercise their vote.
23.
 - (i) Members who have registered their e-mail addresses with the depositories or with the Company's RTA are being sent Notice of ballot by e-mail and members who have not registered their e-mail addresses will receive Ballot Form along with the Notice through Courier/ Post.
 - (ii) Members can request for a Proxy cum Ballot Form at Purva Sharegistry (India) Private Limited, Unit: Unisys Softwares & Holding Industries Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel, Mumbai-400 011 or they may also address their request through e-mail to: purvashr@mtnl.net.in. Contact no +91 22 2301 8261.
 - (iii) In case of voting by physical ballot, non-individual members (i. e. other than individuals, HUF, NRI, etc.) are required to send a copy of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer along with the Ballot Form so as to reach the Scrutinizer on or before 5.00 p.m. on Friday, September 25, 2015.
 - (iv) The Scrutinizer will scrutinize the voting process (both e-voting and voting by physical ballot) in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be available on the Company's website within two (2) days of passing of the resolution at the AGM of the Company and communicated

to the stock exchange.

24. The shareholders can also access the Annual Report 2014-15 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.unisyssoftwares.com.
25. Additional Information pursuant to Clause 49 of Listing Agreement with Stock Exchanges in respect of the Directors seeking appointments at the AGM, are furnished and forms a part of Notice. The Directors have furnished the requisite consents / declarations for their appointment.
26. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
27. Members are requested to quote Folio Number/Client ID in their correspondence.
28. The Equity shares of the Company are listed on Kolkata and Bombay Stock Exchanges and Listing Fees for the financial year 2014-2015 have been paid to both Kolkata & Bombay Stock Exchanges.
29. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is pleased to provide to the members facility of "remote e-voting" (e-voting from place other than venue of the AGM) to exercise their votes at the 33rd AGM by electronic means and the business may be transacted through e-voting as per details below:-
 - a) Date and time of commencement of voting through electronic means: **Saturday, September 26, 2015 at 9.30 a. m.**
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed : **Tuesday, September 29, 2015 at 5.00 p. m.**
 - c) During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 23, 2015**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
 - d) Details of Website: www.evotingindia.com
 - e) Details of Scrutinizer: Gayatri Bhide, Practising Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatribhideandco@gmail.com.
 - f) **Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/ modify the vote subsequently.**
30. **The instructions for Members for e-voting are as under:**

Applicable in all cases whether NOTICE is received by e-mail or in physical form:

 - i Log on to the e-voting website www.evotingindia.com during the voting period
 - ii Click on "Shareholders" tab
 - iii Now, select the Company Name UNISYS SOFTWARES & HOLDING INDUSTRIES LIMITED from the drop down menu and click on "SUBMIT"
 - iv Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - v Next enter the Image Verification as displayed and Click on Login.
 - vi If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - vii If you are a first time user follow the steps given below:

For Members holding Shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in the instructions (iv).

- viii After entering these details appropriately, click on “SUBMIT” tab.
- ix Members holding shares in physical form will then reach directly 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 resolutions of any other company on which they are eligible to vote, provided that 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.
- x For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for Company Name UNISYS SOFTWARES & HOLDING INDUSTRIES LIMITED on which you choose to vote.
- xii On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option 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.
- xiii Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv After selecting the resolution you have decided to vote on, 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.
- xv Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi You can also the print out of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii If 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.

xviii Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.

- Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 PDF format in the system for the scrutinizer to verify the same.
- xix In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

ITEM NOS. 3 & 4

The Board has appointed Mr. Mohit Jhunjunwala as an Additional Director (Independent) in the meeting of Board of Directors held on 14th January 2015 pursuant to Section 161 of the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement.

Further, the Board has appointed Mrs. Renu Kedia as an Additional Director (Independent) in the meeting of Board of Directors held on 6th March 2015 pursuant to Section 161 of the Companies Act, 2013 and pursuant to Clause 49 of the Listing Agreement.

Pursuant to Section 161 of the Companies Act, 2013, both Mr. Mohit Jhunjunwala and Mrs. Renu Kedia will hold the office up to the date of ensuring AGM. The Company has received Notice in writing under the provisions of Section 160 of the Companies Act, 2013 from the Member along with a necessary deposit proposing the candidature of both Mr. Mohit Jhunjunwala and Mrs. Renu Kedia for the office of the Director.

Accordingly, it is proposed to appoint both Mr. Mohit Jhunjunwala and Mrs. Renu Kedia as Independent Directors of the Company in accordance with Section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office as under:

NAME	TERMS	TENURE	REMUNERATION
Mr. Mohit Jhunjunwala	5 Years	Up to 13 th January 2020	Maximum of ₹ 5000/- per meeting
Mrs. Renu Kedia	5 Years	Up to 5 th March 2020	Maximum of ₹ 5000/- per meeting

The Company has received from both Mr. Mohit Jhunjunwala and Mrs. Renu Kedia –

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and;
- Intimation in Form DIR-8 in terms of Companies Appointment & Qualification of Directors) Rules, 2014, to effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Further, the Board also appointed (subject to approval of Members in AGM), both Mr. Mohit Jhunjunwala and Mrs. Renu Kedia as Non-Executive, Independent Directors of the Company for a period of 5 Years commencing on following terms & conditions –

1. Remuneration – Company will make payment of Sitting Fees and such amount will be decided mutually, within prescribed limits, subject to maximum of ₹ 5000/- per meeting, apart from expenses to be incurred for attending meetings.
2. The Appointment may be terminated by either party by giving one month notice in writing of such termination or as may be mutually agreed between the parties.

The Resolution seeks the approval of members in terms of Sections 149 and 152 and Schedule IV of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the Rules made there under for the appointment of both Mr. Mohit Jhunjhunwala and Mrs. Renu Kedia as a Non-Executive, Independent Director of the Company for a period of 5 years from their date of appointments.

In the opinion of the Board, both Mr. Mohit Jhunjhunwala and Mrs. Renu Kedia fulfill the conditions for their appointment as Independent Directors as specified in the Companies Act, 2013 and the Listing Agreement and are independent of the management.

Both Mr. Mohit Jhunjhunwala and Mrs. Renu Kedia are interested in the resolutions set out respectively at Item Nos. 3 & 4 of the Notice with regard to their respective appointments.

The relatives of both Mr. Mohit Jhunjhunwala and Mrs. Renu Kedia may be deemed to be interested in the resolutions set out respectively at Item Nos. 3 & 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the resolutions set forth in the Item Nos. 3 & 4 of the Notice for approval of the members.

ITEM NO. 5

Appointment of Jagdish Prasad Purohit (DIN : 00083125) as Chairman & Managing Director

The Board at its meeting held on 29th March 2015, re-appointed Mr. Jagdish Prasad Purohit as Managing Director of the Company with effect from 1st April 2015.

Mr. Jagdish Prasad Purohit is Graduate in Commerce and is having a degree of Law i.e. LLB. He is contributing to the success of the Company by his rich experience in Financial & Money market as well as expertise in Accounting & Taxation matters.

In regard to remuneration and perquisites, to be determined and paid, will be decided by the Nomination & Remuneration Committee and will be within the limits prescribed in the Act.

Mr. Jagdish Prasad Purohit is interested in the resolutions set out respectively at Item No. 5 of the Notice with regard to his respective appointment.

The relatives of Mr. Jagdish Prasad Purohit may be deemed to be interested in the resolutions set out respectively at Item No. 5 of the Notice, to the extent of his shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions, except Mr. Sushil Kr. Purohit, relatives of Mr. Jagdish Prasad Purohit.

The Board recommends the resolutions set forth in the Item No. 5 of the Notice for approval of the members.

ITEM NO. 6

The existing Articles of Association ("Articles") of the Company are based on the Companies Act, 1956 and several regulations in the existing Articles contain reference to the Sections of the Companies Act, 1956. Some regulations in the existing Articles are no longer in conformity with the provisions of the Companies Act, 2013 ("Act").

With the enactment of the Companies Act, 2013, several regulations of the existing Articles of the Company require alteration and/or deletion. Given this position, it is considered expedient to wholly replace the existing Articles by a new set of Articles.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m. to 1.00 p.m. up to the September 25, 2015, the last date of casting votes.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

Details of Director seeking re-appointment in the 23rd Annual General Meeting on 30th September 2015 (in term of Clause 49 of the Listing Agreement)

Name of Director	Mr. Mohit Jhunjhunwala	Mrs. Renu Kedia	Mr. Jagdish Prasad Purohit
Directors' Identification No. (DIN)	02905685	07126779	00083125
Date of Birth	27 th September 1988	27 th July 1963	24 th February 1958
Date of Appointment on Board	14 th January 2015	6 th March 2015	1 st June 1995
Qualification	B. Com, CA	H.S.C.	B. Com, LLB
Experience	Rich experience in Accounting & Taxation matters.	Nil	More than 35 years experience in Accounting, Taxation, Company Law, Capital & Money Market etc.
Terms & Conditions of Appointment / Re-appointment	5 Years commencing from 14 th Jan 2015	5 Years commencing from 6 th March 2015	3 Years commencing from 1 st April 2015
Remuneration details	Maximum of ₹ 5000/- per meeting	Maximum of ₹ 5000/- per meeting	Nil
Shareholding in Company	Nil	Nil	Self – 12,98,100 or 5.64% Relatives – 32.613 Lac Shares or 14.18% of Paid-up Capital
Relationship with the Company	Not Any	Not Any	Part of Promoter Group
No. of Board Meeting attended during the year	3	1	11
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> • JMD Telefilms Ind. Ltd. • Vikrant Leasing Ltd. 	JMD Telefilms Industries Limited	<ul style="list-style-type: none"> • Warner Multimedia Ltd. • JMD Telefilms Ind. Ltd.
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Chairmanship – 1 Committee Membership - 5	Not Any	Committee Chairmanship – Nil Committee Membership - 6

Kolkata, May 29, 2015

By order of the Board
For Unisys Softwares & Holding Industries Ltd.

Registered Office :
75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
(DIN : 00083125)
Chairman & Managing Director

Directors' Report

To The Members,

Your Directors have pleasure in presenting the 23rd Annual Report of your Company together with the Audited Statements of Accounts for the year ended 31st March 2015.

(₹ in Lac)

Financial Results	Year Ended 31.03.2015	Year Ended 31.03.2014
Gross Revenue for the year	71570.30	38733.36
Profit before Tax & Extraordinary Items	70.24	81.47
Less : Provision for Taxation	32.95	31.85
Profit after Tax	37.29	49.62
Add : Prior Period Adjustments	32.45	0.00
Less : Transfer to General Reserve	7.46	9.92
Add : Profit brought forward from Previous Year	391.08	351.38
Balance carried forward	453.36	391.08

OVERVIEW OF ECONOMY

A more robust economic performance than was earlier indicated emerges from revised data based on an updated base year, wider coverage of goods and services, and the inclusion of tax data to estimate economic activity. Real growth in India was previously estimated as a change in volume, but the new series estimates value added at each stage.

The government's initial estimates for Fiscal Year 2014 (ending 31 March 2015) shown that economic growth accelerated to 7.4%. Agriculture growth slipped to 1.1% in FY2014 largely because the monsoon was erratic, particularly affecting the summer crop. The production of food grains contracted by 3.2% from FY2013.

After growing by 4.5% in FY2013, industry accelerated to 5.9% in FY2014, helped by a 6.8% expansion in manufacturing. These estimates may be a tad optimistic, however, as they assume manufacturing growth to have exceeded 10% in the final quarter of FY2014. Monthly industrial production estimates indicate a more modest upturn. The production of capital goods expanded after 3 years in the red. However, consumer durables continued to decline. Improved coal production helped double the growth of electricity generation over the previous year's rate.

OVERALL PERFORMANCE & OUTLOOK

Gross Sales has been increased during the year in comparison to last financial year but overall Net Profit has fallen to some extent. Gross Revenue during the year was ₹ 47,645.27 Lac in comparison to last years' revenue of ₹ 38,733.36 Lac whereas Net income from operations after tax remained at ₹ 37.29 Lac during the year in comparison to last years' income of ₹ 49.62 Lac.

Outlook for coming financial year seems to be continuously challenging steep competition, import of cheap products from China and lack of demand in the market. On Capital Market front, rising in volatility and lack of retail investors participation may be a cause of concern for the company.

DIVIDEND AND RESERVES

In order to conserve resources to meet the working capital requirements, your Directors do not propose any dividend for the year under review.

During the year under review, sum of ₹ 7.46 Lac were transferred to General Reserve.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2015 was ₹ 23.0002 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2015, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible into Equity Shares of the Company.

FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2015.

The Company continues to focus on judicious management of its working capital. receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

There is no audit qualification in the standalone financial statements by the statutory auditors for the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments, if any, covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

SUBSIDIARY COMPANY

The Company does not have any material subsidiary whose net worth exceeds 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 thus disclosure in form AOC-2 is not required. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board; is uploaded on the Company's website.

MANAGEMENT DISCUSSION & ANALYSIS

As required by Clause 49 of Listing Agreement, the Management Discussion and Analysis is annexed and forms part of the Directors' Report.

MANAGEMENT

There is no Change in Management of the Company during the year under review.

DIRECTORS

During the year, Mr. Ashok Bothra has resigned from the Board w.e.f. 4th December 2014 due to his personal reasons. Your Directors wish to place on record their appreciation for guidance and inputs provided by Mr. Ashok Bothra during their tenure as Directors of your Company.

Further, during the year, the Board has appointed Mr. Mohit Jhunjunwala and Mrs. Renu Kedia as Independent Directors of the Company to meet the requirements of Clause 49 of Listing Agreement as well as Section 149 of Companies Act 2013.

Further, none of the Directors of the Company are disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

INDEPENDENT DIRECTORS

As per provisions of Section 149 of the 2013 Act, independent directors shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 49 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mr. Ashok Bothra	Independent Director	-	4 th December 2014
2.	Mr. Mohit Jhunjhunwala	Independent Director	14 th Jan 2015	-
3.	Mrs. Renu Kedia	Independent Director	6 th March 2015	-
4.	Mr. Vijay Laxmi Purohit	Company Secretary	29 th March 2015	-
5.	Mr. Naresh Sharma	CFO	29 th March 2015	-

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, TRIBUNALS OR COURTS

There are no other significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT

There have been no material changes and commitments affecting the financial position of the Company between the end of Financial Year and date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013 the Board of Directors confirms that:

1. In the preparation of the annual accounts, for the year ended 31st March 2015, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors have adopted 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 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 this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
4. The Directors have prepared the annual accounts on a going concern basis.
5. Proper internal financial controls were in place and that the financial controls were adequate and were operating effectively; and
6. Systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

INFORMATION TECHNOLOGY

Your Company believes that in addition to progressive thought, it is imperative to invest in Information and Technology to ascertain future exposure and prepare for challenges. In its endeavor to obtain and deliver the best, your Company has entered into alliances/tie-ups with an IT solution Company to harness and tap the latest and the best of technology in the world and deploy/absorb technology wherever feasible, relevant and appropriate.

BUSINESS RISK MANAGEMENT

Pursuant to the requirement of Clause 49 of the Listing Agreement, the Company has constituted a Business Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

The Company has a robust Business Risk Management (BRM) framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments viz. Finance and Capital Market activities.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As required under Rule 7 of The Companies (Meetings of Board and its Powers) Rules 2014, the Company has a vigil mechanism named Fraud Risk Management Policy (FRM) to deal with instance of fraud and mismanagement, if any. The detail of the FRM Policy is explained in the Corporate Governance Report.

RESEARCH & DEVELOPMENT

The Company believes that technological obsolescence is a reality. Only progressive research and development will help us to measure up to future challenges and opportunities. We invest in and encourage continuous innovation. During the year under review, expenditure on research and development is not significant in relation to the nature size of operations of your Company.

AUDITORS**Statutory Auditors**

The Auditors M/s B. S. Kedia & Co., Chartered Accountants, Kolkata who are Statutory Auditors of the Company and holds the office until the conclusion of ensuing Annual General Meeting and are recommended for re-appointment to audit the accounts of the Company from the conclusion of the 23rd Annual General Meeting up to the conclusion of the 27th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation from M/s. B. S. Kedia & Co, that their appointment, if made, would be in conformity with the limits specified in the said Section.

The shareholders are requested to appoint Auditors and fix their remuneration.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s G. S. Bhide & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed elsewhere in this Annual Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT 9, as required under section 92 of the Companies Act, 2013 is annexed elsewhere in this Annual Report.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

PARTICULARS UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

Since the Company is into the Business of Financing and Investing activities in Shares and Securities; the information regarding conservation of energy, Technology Absorption, Adoption and innovation, under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or used foreign exchange earnings/outgoings during the year under review.

PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

REPORT ON CORPORATE GOVERNANCE

The Company conforms to the norms of Corporate Governance as envisaged in the Companies Act, 1956 and the Listing Agreement with the Bombay Stock Exchange Limited. Pursuant to Clause 49 of the Listing Agreement, a Report on the Corporate Governance and the Auditors Certificate on Corporate Governance are annexed to this report.

APPRECIATION

Your Directors wish to place on record their appreciation towards contribution of all the employees of the Company and their gratitude to the Company's valued customers, bankers, vendors and members for their continued support and confidence in the Company.

Kolkata, May 29, 2015

By order of the Board
For Unisys Softwares & Holding Industries Ltd.

Registered Office :
75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
(DIN : 00083125)
Chairman & Managing Director

Management Discussions & Analysis

MACRO ECONOMIC ENVIRONMENT

Liquidity conditions have remained broadly balanced during 2014-15. Taking into account the high volatility in call market during July-August 2014, and in order to ensure flexibility and transparency in liquidity management operations, the RBI revised its liquidity management framework which came into effect from September 5, 2014. The implementation of revised liquidity management framework helped in reducing volatility in the overnight interbank segment and anchoring the call rate near the policy repo rate better. The revised liquidity management framework helped the weighted average cut-off rates in the 14-day term repo auctions as well as in the overnight variable rate repo auctions to remain close to the repo rate. The volatility of the weighted average call rate declined.

The RBI has adopted the new Consumer Price Index (combined) as the measure of the nominal anchor (headline CPI) for policy communication. RBI kept the policy rates unchanged during this financial year till January 2015. In view of the continuing easing of inflationary pressures, on 15th January 2015, the RBI reduced the policy repo rate under the liquidity adjustment facility from 8.0 per cent to 7.75 per cent. In the latest bi-monthly policy statement announced by RBI on February 3, 2015, policy repo rate under the liquidity adjustment facility (LAF) has been kept unchanged at 7.75 per cent; the cash reserve ratio (CRR) of scheduled banks unchanged at 4.0 per cent of net demand and time liabilities (NDTL). However, RBI reduced the statutory liquidity ratio (SLR) of scheduled commercial banks by 50 basis points from 22.0 per cent to 21.5 per cent of their NDTL with effect from the fortnight beginning February 7, 2015, and replaced the export credit refinance facility with the provision of system level liquidity with immediate effect as well.

REVIEW OF OPERATIONS & SEGMENTAL PERFORMANCE

The Revenue during the year increased but the profit margin declined due to steep competition and continuous flow of cheap software products from china market. On the other hand the Company has done well in the segment of finance and investment.

Gross Sales has been increased during the year in comparison to last financial year but overall Net Profit has fallen to some extent. Gross Revenue during the year was ₹ 47,645.27 Lac in comparison to last years' revenue of ₹ 38,733.36 Lac whereas Net income from operations after tax remained at ₹ 37.29 Lac during the year in comparison to last years' income of ₹ 49.62 Lac.

In term of Segment Results, the Company has registered Gross Sales of ₹ 44785.69 Lac from Software Trading and ₹ 313.38 Lac from Finance & Investment activities. In term of Net Profit, the Company has earned ₹ 14.09 Lac from Software Trading and ₹ 56.15 Lac from finance and investment activities.

BUSINESS SEGMENT

Your Company is one of the Non-Deposit taking RBI registered NBFC Company and is in to the Business of finance and investments in both Securities & Commodities Market. Apart from these activities, the Company is also doing the business of trading of Software (Mobile Applications) and is providing advisory services to Corporate and HNIs.

OPPORTUNITIES

The financial year 2014-15 witnessed some major policy reforms in the subsidy regime; the modified direct benefit transfer scheme has been launched; the new domestic gas pricing policy has been approved and diesel prices have been deregulated. Expenditure Management Commission has been constituted to look into various aspects of expenditure reforms to achieve the goal of fiscal consolidation. It will review the allocative and operational efficiencies of Government expenditure to achieve maximum output.

In view of the positive indications emanating from the Government's commitment to reforms, favourable situation on account of the reduced international prices of oil and benign inflationary outlook which could provide room to RBI for easing the monetary policy, the prospects for growth in 2015-16 appear bright. While the industrial sector is gradually capturing momentum, all major segments of services sector are growing at a robust pace. The growth in domestic consumption has picked up; investment is expected to strengthen on the back of the reforms and facilitation measures undertaken by the Government, buoyant foreign capital inflows and improving business optimism in the economy. The major downside risk emanates from the global economy which is yet to attain sustained growth recovery. In the light of the above, assuming lower inflation, stable external sector and a normal monsoon, the rate of growth of the economy can be expected to be around 8.5 per cent during the year 2015-16.

THREATS & CONCERNS

The year 2014 ended broadly on a positive note for the Indian economy and financial markets, though challenges have not completely abated. The New Year is likely to be shaped by the way the government moves on the policy front.

The global environment, however, continues to remain weak, despite faster-than-anticipated growth in the US. Economic activity in the euro area continues to remain subdued with an imminent threat of deflation; the Japanese economy has contracted for two consecutive quarters; and China, so far, has avoided a hard landing but is slowing. Also, commodity exporting emerging economies are headed for financial hardship. The Russian economy, for example, has contracted by 0.5% in November along with falling currency and rising prices. In an environment where the global economy cannot be termed exactly supportive and there could be a risk of "unknown unknowns", the best hope for India will be swift moves in policy making, targeted to boost economic activity.

It is important to note that business environment in the country got affected in recent years because of uncertainty in policy making, but the ordinance route to law making, despite the intent of creating a better environment, may not yield the desired outcome. In fact, in the next session, the reason and need for these ordinances can itself become the cause of confrontation between the treasury and opposition benches, which can lead to more problems, defeating the entire purpose.

Another major challenge for the government will be the management of its own finances in a setting where it is widely expected to push growth. The mid-year economic analysis by the finance ministry indicates that the last budget had seriously overestimated revenues. Overestimation was both in terms of tax buoyancy and nominal growth in the gross domestic product. Put together, the budget overestimated revenues by about Rs. 1.05 trillion. As a result, fiscal deficit in the first half of the year (April-September 2014), has reached 82.6% of the budget estimates compared with a five-year moving average of 58.8%. Therefore, to meet the deficit target, the government will have to rework its plan; any curtailment of expenditure will affect growth. The government expects the economy to grow by 5.5% in the current fiscal.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2014-2015, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Company constantly strives to meet and exceed expectations in terms of the quality of its business and services. The Company commits itself to ethical and sustainable operation and development of all business activities according to responsible care and its own code of conduct. Corporate Social Responsibility is an integral part of the Company's philosophy and participates in activities in the area of education and health.

CAUTIONARY STATEMENT

Certain statements under “Management Discussion & Analysis” describing the Company’s objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company’s operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

COMPLIANCE

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company’s Board of Directors and the Company’s Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes. New products and processes launched during the year were subjected to scrutiny from the Compliance Standpoint and proposals of financial services were screened from risk control prospective.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital market during the last three years.

Kolkata, May 29, 2015

By order of the Board
For Unisys Softwares & Holding Industries Ltd.

Registered Office :
75C, Park Street, Basement
Kolkata-700 016.

Jagdish Prasad Purohit
(DIN : 00083125)
Chairman & Managing Director

SECRETARIAL AUDIT REPORT FORM NO. MR-3

FOR THE FINANCIAL YEAR ENDED ON 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]

The Members,

Unisys Softwares & Holding Industries Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Unisys Softwares & Holding Industries Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of Unisys Softwares & Holding Industries Limited'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 March 31, 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 March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) 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;

- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited (BSE) and Calcutta Stock Exchange Association Limited (CSE).

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

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.

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction etc.
- e) Foreign technical collaborations.

For **G. S. Bhide & Associates**
Company Secretaries

Place : Mumbai
Date : May 29, 2015

Gayatri S. Bhide
Proprietor
C. P. No. 11816

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2015
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

I. Registration & Other Details	
CIN	L51909WB1992PLC056742
Registration Date	01/10/1992
Name of the Company	Unisys Softwares & Holding Industries Limited
Category / Sub-Category of the Company	Category : Company having Share Capital Sub-Category : Indian Non-Government Company
Address of the Registered Office and contact details	75-C, Park Street, Kolkata-700 016 Tel : +91 33 2229 5359
Whether listed company	Listed Company
Name, address and contact details of Registrar and Transfer Agent, if any	Purva Sharegistry (India) Pvt. Ltd. No. 9, Shiv Shakti Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : +91 22 2301 8261 / 0771

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:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
NBFC Activities (Financing) & Trading / Investment in Shares & Securities	66110	06.00%
Trading in MVAS Software	47413	94.00%

III. Details of Subsidiary / Associate / Holding Companies				
Name & Address of Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares Held	Applicable Section
Not Any	Not Applicable	Not Applicable	Not Applicable	Not Applicable

IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)									
Category wise Shareholding									
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	4559300	100	4559400	19.82	4559300	100	4559400	19.82	-
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	1000000	1000000	4.35	-	1000000	1000000	4.35	-
e) Banks / FIs	-	-	-	-	-	-	-	-	-

f) Any Other	-	-	-	-	-	-	-	-	-	-
Sub Total A(1)	4559300	1000100	5559400	24.17	4559300	1000100	5559400	24.17	-	-
(2) Foreign										
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-	-
Sub Total A(2)										
Total Shareholding of Promoters (A1) + (A2)	4559300	1000100	5559400	24.17	4559300	1000100	5559400	24.17	-	-
B. Public Shareholding										
(1) Institutions	-	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-	-
b) Banks / FI	100	-	100	0.00	100	-	100	0.00	-	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-	-
Sub Total B(1)	100	-	100	0.00	100	-	100	0.00	-	-
(2) Non-Institutions										
a) Bodies Corporate										
i. Indians	11027295	2015500	13042795	56.71	11076591	2015500	13092091	56.92	0.21	-
ii. Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals										
i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	181655	162002	343657	1.49	160944	157102	318046	1.38	0.11	-
ii. Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	3881491	25000	3906491	16.99	3883457	-	3883457	16.88	0.11	-
c) Others (Specify)										
i. HUF	146863	-	146863	0.64	146583	-	146583	0.64	0.00	-
ii. Clearing Members	61	-	61	0.00	-	-	-	-	0.00	-
iii. Trust	100	-	100	0.00	90	-	90	0.00	0.00	-
iv. NRI	733	-	733	0.00	433	-	433	0.00	0.00	-
Sub Total B(2)	15238198	2202502	17440700	75.83	15268098	2172602	17440700	75.83	-	-
Total Public Shareholding B = B(1) + B(2)	15238298	2202502	17440800	75.83	15268198	2172602	17440800	75.83	-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	19797598	3202602	23000200	100.00	19827498	3172702	23000200	100.00	-	-

ii) Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding during and 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	
Sushil Kr. Purohit	1,072,900	4.665%	Nil	1,072,900	4.665%	Nil	-
Jagdish Prasad Purohit	1,298,100	5.644%	Nil	1,298,100	5.644%	Nil	-
Pawan Kr. Purohit	1,044,300	4.540%	Nil	1,044,300	4.540%	Nil	-
Kailash Prasad Purohit	1,031,000	4.483%	Nil	1,031,000	4.483%	0.217%	-
Neha Cassettes Pvt. Ltd.	500,000	2.174%	Nil	500,000	2.174%	Nil	-
Jai Ambe Cassettes Pvt. Ltd.	500,000	2.174%	Nil	500,000	2.174%	Nil	-
Bimal Joshi	53,000	0.230%	Nil	53,000	0.230%	Nil	-
Dolly Purohit	30,000	0.130%	Nil	30,000	0.130%	Nil	-
Priyanka Purohit	30,000	0.130%	Nil	30,000	0.130%	Nil	-
Balchand Purohit	100	0.000%	Nil	100	0.000%	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	5559400	24.17	5559400	24.17	Not Applicable as no change in holding	
At the end of the Year	5559400	24.17	5559400	24.17		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Sahayta Financial Consultancy Ser. India Pvt. Ltd.	1,000,000	4.35%	1,000,000	4.35%
Decent Vincom Private Limited	640,656	2.79%	640,656	2.79%
Kingfisher Properties Private Limited	622,280	2.71%	226	0.00%
Archana Mittal	612,502	2.66%	612,502	2.66%
Esquire Enclave Private Limited	550,607	2.39%	65,107	0.28%
Sankalp Vincom Private Limited	547,304	2.38%	547,304	2.38%
SKM Travels Private Limited	539,031	2.34%	539,031	2.34%
Religare Finvest Limited	468,000	2.03%	468,000	2.03%
Scope Vyapar Private Limited	399,101	1.74%	399,101	1.74%
Vaishali Infosystem India Pvt. Ltd.	393,421	1.71%	393,421	1.71%

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during the year and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Jagdish Prasad Purohit				
At the beginning of the year / at the end of the year	1298100	5.64	1298100	5.64
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable (As there is no change in Shareholding during the year)			
Sushil Kr. Purohit				
At the beginning of the year / at the end of the year	1072900	4.67	1072900	4.67
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable (As there is no change in Shareholding during the year)			

V. INDEBTEDNESS				
In Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding deposits	Unsecured Loans ₹ in lac	Deposits	Total Indebtedness ₹ in lac
Indebtedness at the beginning of the financial year	Nil	1332.60	Nil	1332.60
Change in Indebtedness during the financial year	Nil	1575.16	Nil	1575.16
Indebtedness at the end of the financial year	Nil	1575.16	Nil	1575.16

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL				
Sr. No.	Particulars of Remuneration	Jagdish Prasad Purohit (MD)	Naresh Sharma (CFO)	
1.	Gross Salary	Nil	₹ 1,80,000/-	
2.	Value of Perquisites	Nil	Nil	
3.	Stock Options	Nil	Nil	
4.	Sweat Equity	Nil	Nil	
5.	Commission	Nil	Nil	
6.	Others (Please specify)	Nil	Nil	

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	162(1)	Late filing of ROC Return	N.A. as Case is yet to be heard in Court of Law	Court	N.A.
Punishment			No Instance		
Compounding			No Instance		
B. Directors					
Penalty	162(1)	Late filing of ROC Return	N.A. as Case is yet to be heard in Court of Law	Court	N.A.
Punishment					
Compounding					
C. Other Officers in Default					
Penalty					
Punishment			No Instance		
Compounding					

Annexure to the Directors' Report

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, Compliance with the requirements of Corporate Governance is set out below :-

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders.

The goal is achieved through –

- ✓ Infusion of best expertise in the Board;
- ✓ Consistent monitoring and improvement of the human and physical resources;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties.
- ✓ Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

GOVERNANCE STRUCTURE

The Corporate Governance Structure at Unisys Softwares & Holding Industries Ltd. (UNISYS) is as under:-

1. **Board of Directors :** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.
2. **Committees of the Board :** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committees have been managed to operate within a given framework.

BOARD OF DIRECTORS

Size & Composition of Directors

The Constitution of Board of Directors of the Company is governed by the Company's Act 2013 and the Clause 49 of listing agreement. The Company's Board comprises a combination of executives and non-executive Directors. The Board presently consists of 5 Directors and its mix provides a combination of professionalism, knowledge and experience required in the line of Business of the Company. The Board is responsible to manage business of the Company. The functions, responsibilities, role and accountability of the Board are well defined.

The composition and category of the Board of Directors as at 31st March 2015, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name	Designation	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairman-ship in other Listed Cos.	No. of Directorship in other Listed Cos.
Jagdish Prasad Purohit*	Chairman & Managing Director	00083125	1 st June 1995	3	Nil	2
Sushil Kr. Purohit	Non-Executive Director	00073684	15 th Feb. 1996	3	Nil	1
Johar Pal Singh	Independent Director	01734863	13 th Aug 2010	1	2	2
Mohit Jhunjunwala	Independent Director	02905685	14 th Jan 2015	2	1	2
Renu Kedia	Independent Director	07126779	6 th March 2015	Nil	Nil	1

*Chairman of the Committee

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Clause 49 of Listing Agreement entered into with Stock Exchange. Further, none of the Independent Director is serving more than seven listed companies. The Company has issued a letter of appointment to all the Independent Directors of the Company.

Board Meetings

Board Meetings are conducted in accordance with the Rules made under Companies Act, 2013 and as per requirements of Listing Agreement. The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company. The Board Meetings are pre scheduled and a tentative annual calendar of the Board is circulated to the Directors in advance to facilitate the Directors to plan their schedules.

The Notice of each Board Meeting is given in writing and/or by email to each Director. The Agenda along with relevant notes and other material information are sent in advance separately to each Director and in exceptional cases, tabled at the meeting. This ensures timely and informed decisions by the Board. The Minutes of Board Meetings are also circulated in advance to all Directors and confirmed at subsequent Meetings. The Board reviews the performance of the Company.

Post Meeting Mechanism

The important decisions taken at the Board / Board Committee meetings are communicated to the concerned department/s and/or division.

Familiarization Programme for Directors

At the time of appointing Director, a formal letter of appointment is given to him/her, which inter alia explains the role, function, duties and responsibilities expected of him/her as a Director of the Company. The Director is also explained in detail the Compliance required from him/her under the Companies Act, 2013, Clause 49 of Listing Agreement and other relevant regulations and affirmation taken with respect to the same. The Chairman & Managing Director also has one to one discussion with the newly appointed Director to familiarize him/her with the Company's operations. Further, the Company has put in place a system to familiarize the Independent Directors about the Company, its services, business and the on-going events relating to the Company.

Further, at the time of appointment of Independent Director, the Company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities as a Director. The format of the letter of appointment is available on Company website.

Details of Board Meetings

The Board of Directors met 11 times on 21st April, 29th May, 13th August, 29th August, 14th November, 4th December and 17th December in year 2014 and on 11th January, 13th February 6th March and 29th March in the year 2015 during the financial year 2014-2015.

Attendance of Board of Directors at the Board Meeting and at the last Annual General Meeting :

Name	Designation	Attendance at the AGM	Meetings Attended
Jagdish Prasad Purohit*	Chairman & Managing Director	Yes	11
Sushil Kr. Purohit	Non-Executive Director	Yes	11
Ashok Bothra	Independent Director	Yes	5
Johar Pal Singh	Independent Director	Yes	11
Mohit Jhunjhunwala	Independent Director	N.A.	3
Renu Kedia	Independent Director	N.A.	1

*Chairman of the Board

AUDIT COMMITTEE

The Audit Committee consists of two Independent Directors & the Managing Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise.

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement.

During the year, the Audit Committee was re-constituted twice on 4th December 2014 and 13th February 2015.

Powers of Audit Committee

The Audit Committee is having following powers -

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Authority and Responsibilities

Following are the Role of Audit Committee –

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - 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 and 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
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
 8. Approval or any subsequent modification of transactions of the company with related parties;
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors of any significant findings and follow up there on;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
 16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of Information Audit Committee

In addition to the above, Audit Committee reviews the following information :

- i Management discussion and analysis of financial condition and results of operations;
- ii Statement of significant related party transactions submitted by management;
- iii Management letters / letters of internal control weaknesses issued by the statutory auditors and qualification in draft audit report;
- iv Internal audit reports relating to internal control weaknesses;
- v The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

Meetings of Audit Committee

The members of Audit Committee met eight times on 29th May, 13th August, 29th August and 14th November in year 2014 and on 11th January, 13th February, 6th March and 29th March in year 2015 during the financial year ended on 31st March 2015.

Name	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit	8	8
Mr. Ashok Bothra	4	4
Mr. Sushil Kr. Purohit	1	1
Mr. Mohit Jhunjhunwala	3	3
Mr. Johar Pal Singh*	8	8

*Chairman of Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of two Independent Directors & the Managing Director. All members of the Nomination & Remuneration Committee are financially literate and they have accounting or related financial management expertise.

The Nomination & Remuneration Committee was constituted in the meeting of Board of Directors held on 21st April 2014 and was re-constituted twice on 4th December 2014 and 13th February 2015.

Role of Nomination and Remuneration Committee

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board, their appointment and removal.

Details of Remuneration paid to Directors

Salary to Managing Director and other Directors was Nil during the financial year 2014-2015.

No Stock option has been allotted to any of the Directors during the financial year 2014-2015.

None of the Independent Directors holds any shares in their name or in the name of their relatives.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and CEO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

Criteria of selection of Non Executive Directors

- The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of accounting, finance, taxation, law etc. However Women Director is exempted from said criteria.
- In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director -
 - a. Qualification, expertise and experience of the Directors in their respective fields;
 - b. Personal, Professional or business standing;
 - c. Diversity of the Board.
- In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

CEO & Managing Director - Criteria for selection / appointment

For the purpose of selection of the CEO & MD, the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is broadly divided into fixed and variable components.

The fixed component comprises salary, allowances, perquisites, amenities and retirement benefits. The variable component comprises performance bonus.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders' Relationship Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

Meetings of Nomination & Remuneration Committee

The members of Nomination & Remuneration Committee met seven times on 29th May, 29th August and 14th November in year 2014 and on 11th January, 13th February, 6th March and 29th March in year 2015 during the financial year ended on 31st March 2015.

Mr. Jagdish Prasad Purohit	7	7
Mr. Ashok Bothra	3	3
Mr. Sushil Kr. Purohit	1	1
Mr. Mohit Jhunjunwala	3	3
Mr. Johar Pal Singh*	7	7

*Chairman of the Committee

STAKEHOLDERS' RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders' / Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The Stakeholders' Relationship Committee (Formerly Share Transfer Committee / Investor Grievance Committee) was constituted on 21st April 2014 and was re-constituted twice on 4th December 2014 and 13th February 2015.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;

- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The Share Department of the Company and the Registrar and Share Transfer Agent, Purva Sharegistry (India) Private Limited attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders' Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Mr. Vijay Laxmi Purohit, Company Secretary as a Compliance Officer within the meaning of Listing Agreement.

Composition of Committee and Meetings attended

During the year, twelve meetings of the Stakeholders' Relationship Committee were held on 5th April, 26th April, 7th June, 5th July, 2nd August, 23rd August, 29th August, 6th September, 11th October and 20th December in year 2014 and on 21st February and 29th March in year 2015 during the financial year 2014-2015.

Brief Details of Names, Position, Category and meeting attended by Members of Committee is as follows:

Name	Position	Category	Meetings Attended
Mr. Johar Pal Singh	Chairman	Independent, Non-Executive	12
Mr. Jagdish Prasad Purohit	Member	Executive, Managing Director	12
Mr. Ashok Bothra	Member	Independent, Non-Executive	9
Mr. Sushil Purohit	Member	Non-Executive Director	1
Mr. Mohit Jhunjhunwala	Member	Independent, Non-Executive	2

DETAILS OF SHAREHOLDERS' COMPLAINTS

There was Nil Complaint at the beginning of the Financial Year and during the year the Company did not receive any compliant from any of the share holder. Further, there was no pending complaint at the close of the financial year.

Further, as required under Clause 47C of the Listing Agreement, a Certificate on half-yearly basis confirming due compliance of share transfer formalities by the Company from Practicing Company Secretary has been submitted to the Stock Exchanges within stipulated time.

The Company has designated email ID under Clause 47(f) of Listing Agreement and the same is unisys.softwares@

mail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 30, 2015, inter alia, to discuss:

- Evaluation of the Performance of Non-Independent Directors and the Board of Directors as a whole;
- Evaluation of the Performance of Chairman of the Company; taking into account the views of the Executive and Non Executive Directors.
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
22 nd Annual General Meeting	30 th September 2014, 2.30 PM	P-27, Princep Street, 3rd Floor, Kolkata-700 072.
21 st Annual General Meeting	27 th September 2013, 2.30 PM	P-27, Princep Street, 3rd Floor, Kolkata-700 072.
20 th Annual General Meeting	27 th September 2012, 12.30 PM	P-27, Princep Street, 3rd Floor, Kolkata-700 072.

SPECIAL RESOLUTION PASSED AT LAST THREE ANNUAL GENERAL MEETINGS:

No Special Resolutions have been proposed or passed in last three Annual General Meetings.

PASSING OF RESOLUTION BY POSTAL BALLOT:

No Resolution has been proposed or passed during last three financial years by way of Postal Ballot Rules, 2011.

At the forthcoming Annual General Meeting, there is no item on the agenda that needs approval by Postal Ballot.

EXTRA-ORDINARY GENERAL MEETING

No Extra-Ordinary General Meeting was held during last three financial years.

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements of Clause 49 of Listing Agreement.

STRICTURES AND PENALTIES

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets activities during the last three years.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

RISK MANAGEMENT

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of the following :-

- ❖ Governance of Risk

- ❖ Identification of Risk
- ❖ Assessment of Control of Risk

The risks have been prioritized through a company wide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

The Company has appointed a Risk Officer and also put in place the risk management framework, which helps to identify various risks cutting across its business lines. The risks are identified and are discussed by the representatives from various functions.

Risk Officer makes a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provides oversight and review the risk management policy periodically.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with the Stock Exchanges as well as the regulations and guidelines of SEBI. Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchanges or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

DISCLOSURES

- (a) There are no transactions with related party i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading Regulations, 1992) as amended till date, on Prohibition of Insider Trading, the Company has a comprehensive Code of Conduct and the same is being strictly adhered to by its management, staff and relevant business associates. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee.
- (d) **Reconciliation of Share Capital:-** A qualified Practicing Company Secretary carried out Secretarial Audit on quarterly basis to reconcile the total admitted capital with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) and the total issued and listed capital. The reconciliation of share capital audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

CODE OF BUSINESS CONDUCT & ETHICS

The Company has adopted Code of Business Conduct and Ethics (“the Code”) which is applicable to the Board of Directors and Senior Management Team (one level below the Board of Directors) of the Company. The Board of Directors and the members of Senior Management Team are required to affirm semi-annual compliance of this Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the Company website.

CONFLICT OF INTEREST

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other companies including Chairmanships and notifies changes during the year. Members of Board while discharging their duties, avoid conflict of interest in the decision making process. The members of Board restrict themselves from any discussions and voting in transactions that they have concern or interest.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the good governance companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Fraud Risk Management Policy (FRM) to deal with instances of fraud and mismanagement, if any. The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchanges. The aforesaid financial results are sent to BSE Limited (BSE) and Calcutta Stock Exchange Association Ltd. (CSE) where the Company’s securities are listed, immediately after these are approved by the Board. The results are thereafter published in leading English and Bengali daily newspapers. The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs, by way of intimation to BSE and CSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- The Annual Report of the Company, the quarterly / half yearly and the annual results and the press releases of the Company are also placed on the Company’s website: www.unisyssoftwares.com and can be downloaded.
- In compliance with Clause 49 of the Listing Agreement, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE are filed electronically on BSE’s on-line portal followed by physical submission to BSE, In case of CSE, the Company use to submit relevant information in physical. The Company has complied with filing submissions through BSE’s **BSE Online Portal**.
- A separate dedicated section under ‘Corporate Governance’ on the Company’s website gives information on unclaimed dividends, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

DISCLOSURES ON NON-MANDATORY REQUIREMENTS

The Company has adopted/complied with the following non-mandatory requirements as prescribed in Annexure II E to Clause 49 of Listing Agreement with the Stock Exchange :-

- a) The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.
- b) There was no case of Non-Compliance during financial year 2014-2015 in term of provisions of Listing Agreement entered into with BSE by the Company. Further, no penalties have been levied or actions have been taken by BSE or SEBI during last three years.
- c) The Company has generally complied with all the requirements of regulatory authorities on Capital Markets.
- d) The financial statements of the Company are unqualified.

SHAREHOLDERS' INFORMATION**a. Next Annual General Meeting**

The information regarding 23rd Annual General Meeting for the financial year ended on 31st March 2015 is as follows:-

Date	: 30 th September 2015
Time	: 2.30 P.M.
Venue	: "Palki", Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136

- b. **Financial Year** : 1st April to 31st March.

c. Future Calendar for financial year ending 31st March 2016 :

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2015	Mid of August, 2015
Financial Reporting of 2 nd Quarter ended on 30 th September 2015	Mid of November, 2015
Financial Reporting of 3 rd Quarter ended on 31 st December 2015	Mid of February 2016
Financial Reporting of 4 th Quarter ended on 31 st March 2016	During May 2016
Date of Annual General Meeting	During September 2016

- d. **Date of Book Closure** : September 24 to September 30, 2015 (both days inclusive)
- e. **Dividend Payment** : No Dividend has been recommended for the year under review.
- f. **Dividend History for last 10 Years** : The Company has not paid any Dividend during last 10 Financial Years.

g. Unclaimed Share Certificates :

As required to be disclosed under Clause 5A of Listing Agreement, Nil Shares are lying at the beginning or at the Close of Financial Year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

- h. **Listing of Shares** : BSE and CSE.
- i. **Listing Fees Payment** : Annual Listing Fees for Financial year 2015-2016 have been paid to both BSE and CSE.
- j. **Stock Code** : 531831 on BSE, 10013102 on CSE
- k. **Depository (ISIN) Code** : INE574C01012 on both NSDL & CDSL.

l. **Market Price Data :**

Month	Price on BSE ₹ & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2014	200.00	161.55	18,203	22939.31	22197.51
May 2014	197.90	155.25	30,415	25375.63	22277.04
June 2014	194.00	183.30	4,962	25725.12	24270.20
July 2014	183.30	165.50	122	26300.17	24892.00
August 2014	160.00	116.65	3,433	26674.38	25232.82
September 2014	111.50	89.00	19,192	27354.99	26220.49
October 2014	103.00	90.00	29,458	27894.32	25910.77
November 2014	92.00	74.10	2,134	28822.37	27739.56
December 2014	74.40	70.00	858	28809.64	26469.42
January 2015	77.00	74.20	1,204	29844.16	26776.12
February 2015	77.00	72.00	108	29560.32	28044.49
March 2015	68.40	68.40	214	30024.74	27248.45

m. **Registrar & Share Transfer Agent.**

M/s. Purva Sharegistry (India) Pvt. Ltd. has been appointed as Registrar & Share Transfer Agent for all work relating to share registry in terms of both physical and electronic mode. All transfer, transmission, request related to correspondence/queries, intimation of change of address etc. should be addressed to our RTA directly at the following Address :

M/s. Purva Sharegistry (India) Pvt. Ltd.

9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011

Tel : 022-2301 6761 / 2301 8261, Fax : 022-2301 2517, Email : purvashr@mtnl.net.in

Website : www.purvashare.com

n. **Share Transfer Systems**

The Share transfer is processed by the Registrar & Share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd. and approved by Stakeholders' Relationship Committee, if the documents are complete in all respects, within 15 days from the date of lodgment.

o. **Shareholding Pattern as on 31st March 2015**

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	5559400	24.17
Indian Bank	100	0.00
Trust	90	0.00
NRI/OCBS	433	0.00
Private Corporate Bodies	13092091	56.92
Indian Public	4201503	18.27
Hindu Un-divided Families	146583	0.64
Total	23000200	100.00

p. **Distribution of Shareholding as on 31st March 2015**

No. of Equity Shares held	No. of Share holders	% of Total Holders	No. of Shares Held	% of Total Holding
1-500	1117	81.59	185934	0.81
501-1000	47	3.43	39032	0.17

1001-2000	16	1.17	23961	0.10
2001-3000	7	0.51	18387	0.08
3001-4000	5	0.37	19372	0.08
4001-5000	4	0.29	18609	0.08
5001-10000	23	1.68	169927	0.74
10001 and Above	150	10.96	22524978	97.93
Total ...	1369	100.00	23000200	100.00

q. Dematerialization of Shares & Liquidity

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization / re-materialization of Equity Shares:-

Shareholders seeking demat / remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched within 15 days from the date of issue of Shares.

The Shares of Company are listed on BSE and CSE. 87.54% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2015.

r. Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

s. Requirement of PAN Card in case of Transfer of Shares in Physical Form

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self certified copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.

t. For the Attention of Shareholders holding shares in electronic form

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

u. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with

bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

v. Service of Documents through Electronic Mode

As a part of Green Initiatives, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, Purva Shareregistry (India) Pvt. Ltd. to their dedicated e-mail id i.e., "purvashr@mtnl.net.in."

w. Green initiatives in Corporate Governance to receive documents through email by registering your email address :

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company will send notices/documents such as Annual Reports and notices by email to the shareholders registering their email address. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding through the respective Depository Participant (DP) and in respect of physical holding through the Registrar and Share Transfer Agent (RTA) M/s. Purva Shareregistry (India) Pvt. Ltd.

While every notice/document will be sent through email address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

x. Details on use of Public Funds obtained in the last three years :

No Fund was being raised during last three years.

y. Investors Correspondence

Shareholders can contact the following Officials for secretarial matters of the Company :-

Ms. Vijay Laxmi Purohit - unisis.softwares@gmail.com

z. Outstanding GDR/ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :

Not Applicable.

aa. Code of Conduct

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Managing Director & Chief Executive Officer is annexed to this report.

bb. Address for Correspondence

75C Park Street, Basement,

Kolkata-700 016

Tel : +91-33-22299198 & 22295359;

Fax : +91-33-22349712, Email : unisis.softwares@gmail.com; URL : www.unisissoftwares.com

Chairman & Managing Director's Declaration on Code of Conduct

As required by Clause 49 of Listing Agreement, the Managing Director and CEO's Declaration for Code of Conduct is given below:

The Members of

Unisys Softwares & Holding Industries Limited

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.
- (e) We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

For **Unisys Softwares & Holding Industries Ltd.**

S/d-

Jagdish Prasad Purohit

(DIN : 00083125)

Chairman & Managing Director

ANNUAL CERTIFICATE UNDER CLAUSE 49(II)(E) OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

I, Jagdish Prasad Purohit, Chairman & Managing Director of the M/s. Unisys Softwares & Holding Industries Limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2015.

For **Unisys Softwares & Holding Industries Ltd.**

S/d-

Jagdish Prasad Purohit

(DIN : 00083125)

Chairman & Managing Director

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members

M/s. Unisys Softwares & Holding Industries Ltd.

We have examined the compliance of the conditions of Corporate Governance by M/s. Unisys Softwares & Holding Industries Ltd. (The Company) for the year ended 31st March 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with all stock exchanges where the Shares of Company are listed.

The compliance of the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders' Relationship Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with the management has conducted the affairs of the Company.

For **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Place : Kolkata

Date : May 29, 2015

Vikash Kedia
Proprietor
Membership No.066852

Independent Auditors' Report

To

The Members of Unisys Softwares & Holding Industries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. **Unisys Softwares & Holding Industries Limited**, which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these 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 there under.

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 the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with

the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b) in the case of the Statement of Profit and Loss, of the **profit** of the Company for the year ended on that date, and
- c) in the case of the Cash Flow Statement, of the cash flows of the Company 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 Act, 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 appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid 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 written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 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 Act, 2013 (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us.
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses;
 - iii. The Company was not required to transfer any fund into the Investors Education and Protection Fund during the year.

For **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Place : Kolkata

Date : May 29, 2015

Vikash Kedia
Proprietor
Membership No.066852

Annexure to the Auditors' Report

Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our Report of even date to the members of JMD Telefilms Industries Limited on the accounts of the company for the year ended 31st 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:

- (i) In respect of Fixed Assets:
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
 - c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
- (ii) In respect of its Inventories:
 - a) The inventory of shares held in demat form have been verified or confirmed with the statement of holdings provided by the Depository and in respect of securities not in demat form have been physically verified by the management at reasonable intervals.
 - b) In our opinion and according to the information and explanations 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 on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification.
- (iii) In respect of loans, secured or unsecured, granted to the parties covered in register maintained under section 189 of the Companies Act 2013:
 - a) According to the information and explanations given to us, the Company has not granted any loans to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013; and therefore paragraph 3(iii) of the Order is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory, fixed assets and for the sale of goods (and/services). During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- (v) The company has not received any public deposits during the year.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.
- (vii) In respect of statutory dues:
 - a) According to the records of the company and information and explanations given to us, the Company

has generally been regular in depositing undisputed statutory dues, including Provident Fund, employees state insurance (ESI), Investor Education and Protection Fund, Income-tax, Tax deducted at sources, Tax collected at source, Professional Tax, Sales Tax, value added tax (VAT), Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it, with the appropriate authorities.

- b) According to the information and explanations given to us, there were no undisputed amounts payable in respect of Income-tax, Wealth Tax, Custom Duty, Excise Duty, sales tax, VAT, Cess and other material statutory dues in arrears /were outstanding as at 31 March, 2015 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, there were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.
- (viii) The company does not have the accumulated losses at the end of financial year. The company has not incurred any Cash losses during the financial covered by our Audit and the immediately preceding financial year.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
- (x) In our opinion, and according to the information and the explanation given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions during the year.
- (xi) The company has not obtained any term loan during the year, so this para of order is not applicable.
- (xii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Place : Kolkata
Date : May 29, 2015

Vikash Kedia
Proprietor
Membership No.066852

Balance Sheet as at March 31st 2015

PARTICULARS	Note No.	As At 31.03.2015 ₹	As At 31.03.2014 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	230,002,000	230,002,000
Reserves and Surplus	2.2	360,921,844	353,947,624
		590,923,844	583,949,624
NON-CURRENT LIABILITIES			
Short Term Borrowings	2.3	157,516,158	133,259,900
CURRENT LIABILITIES			
Trade Payable	2.4	2,869,468,677	2,420,349,421
Other Current Liabilities	2.5	57,269,582	192,348,874
Short-Term Provisions	2.6	3,294,772	3,185,093
		2,930,033,031	2,615,883,388
TOTAL		3,678,473,033	3,333,092,911
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	2.7	9,023,909	13,535,186
Deferred Tax Assets	2.8	1,364,037	1,600,037
Non-Current Investments	2.9	-	1,772,745,678
		10,387,946	1,787,880,901
CURRENT ASSETS			
Inventories	2.10	2,392,502,601	98,845,104
Trade Receivables	2.11	579,474,793	379,389,107
Cash and Bank Balances	2.12	2,013,901	13,192,571
Short-term Loans & Advances	2.13	694,093,792	1,053,785,228
		3,668,085,087	1,545,212,010
TOTAL		3,678,473,033	3,333,092,911

The Accompanying Notes are on integral part
of the Financial Statements

1

As per our Report of even date

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Vikash Kedia

Partner

M. No : 066852

Place : Kolkata

Date : 29th May 2015

For & On behalf of the Board of Directors

Jagdish Prasad Purohit

DIN : 00083125

Director

Sushil Kr. Purohit

DIN : 00073684

Director

Vijay Laxmi Purohit

Company Secretary

Naresh Sharma

CFO

Statement of Profit & Loss for the Year Ended 31st March, 2015

PARTICULARS	Note No.	2014-15 ₹	2013-14 ₹
INCOME			
Revenue from Operations	2.14	4,764,527,415	3,873,335,625
TOTAL REVENUE (A)		4,764,527,415	3,873,335,625
EXPENSES			
Changes in Stock-in Trade	2.15	4,731,780,510	3,842,221,067
Finance Cost	2.16	15,840,284	11,511,000
Payment & Perquisites to Employees	2.17	1,869,000	1,962,000
Depreciation Expenses	2.7	4,511,277	6,766,577
Other Expenses	2.18	3,501,942	2,728,007
TOTAL EXPENSES (B)		4,757,503,013	3,865,188,651
PROFIT BEFORE TAXATION (A-B)		7,024,402	8,146,974
Tax Expenses :			
Current Tax	2.19	3,294,772	3,185,093
Deferred Tax		-	-
NET PROFIT FOR THE YEAR		3,729,630	4,961,881
Earnings per Equity Share:			
Basic and Diluted (Face Value of ₹ 10/- each, Previous Year ₹ 10/- each)		0.16	0.22

The Accompanying Notes are on integral part of the Financial Statements

1

As per our Report of even date

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Vikash Kedia

Partner

M. No : 066852

Place : Kolkata

Date : 29th May 2015

For & On behalf of the Board of Directors

Jagdish Prasad Purohit

DIN : 00083125

Director

Sushil Kr. Purohit

DIN : 00073684

Director

Vijay Laxmi Purohit

Company Secretary

Naresh Sharma

CFO

Statement of Cash Flow as at 31st March, 2015

PARTICULARS	2014-15 ₹	2013-14 ₹
A. Cash Flow from Operating Activities		
<i>Net Profit before tax and extraordinary Items</i>	7,024,402	8,146,974
<i>Adjustments for</i>		
Interest Received	32,789,955	18,144,006
Finance Cost	(15,840,284)	(11,511,000)
Depreciation	4,511,277	6,766,577
<i>Operating profit before working Capital Changes</i>	28,485,350	21,546,557
<i>Adjustments for Capital Changes</i>		
Decrease / (Increase) in Inventories	(2,293,657,497)	(43,410,852)
Decrease / (Increase) in Trade and other Receivables	(200,085,686)	(187,176,576)
Decrease / (Increase) Loan & Advances	359,691,436	(102,117,723)
Increase / (Decrease) in Short Term Borrowings	24,256,258	133,259,900
Increase / (Decrease) in Current Liabilities	314,149,644	634,845,872
<i>Cash Generated from Operations</i>	(1,795,645,846)	435,400,621
Income Tax Paid	(3,294,772)	(3,185,093)
Extraordinary Items	-	-
<i>Net Cash From Operating Activities (A)</i>	(1,770,455,268)	453,762,085
B. Cash Flow From Investing Activities		
Decrease / (Increase) in Fixed Assets	-	-
Decrease / (Increase) in Investments	1,772,745,678	(435,789,994)
Deferred Tax Assets	236,000	-
Prior Period Adjustments	3,244,590	-
<i>Net Cash from Investing Activities (B)</i>	1,776,226,268	(435,789,994)
C. Cash Flow From Financing Activities		
Proceeds from Issue of Shares	-	-
Interest Received	(32,789,955)	(18,144,006)
Finance Cost	15,840,284	11,511,000
Miscellaneous Expenditure	-	236,000
<i>Net Cash used in Financing Activities (C)</i>	(16,949,671)	(6,397,006)
<i>Net Increase / (Decrease) in cash and Cash Equivalents (A + B + C)</i>	(11,178,671)	11,575,085
<i>Opening Balance of Cash & Cash Equivalents</i>	13,192,571	1,617,487
<i>Closing Balance of Cash & Cash Equivalents</i>	2,013,901	13,192,571

As per our Report of even date

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Vikash Kedia

Partner

M. No : 066852

Jagdish Prasad Purohit

DIN : 00083125

Director

Sushil Kr. Purohit

DIN : 00073684

Director

Place : Kolkata

Date : 29th May 2015

Naresh Sharma

CFO

Vijay Laxmi Purohit

Company Secretary

ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS**NOTE : 1****COMPANY INFORMATION & ACCOUNTING POLICIES****Company Information**

The company is incorporated on 1st October 1992 at Calcutta, West Bengal, India. It is a Public limited company by its shares. The company operates in Capital Market and Commodity Market. The activities of the company includes trading, investing in shares & other securities and other related activities of capital market as well as Commodity Market. The Company is also doing trading activities in Mobile Software popularly known as MVAS.

ACCOUNTING POLICIES**Basis of Preparation of Financial Statements**

These financial statements have been prepared to comply in all material aspects with applicable accounting principles in India, the applicable Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and other accounting principles generally accepted in India, to the extent applicable.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of 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 assets and liabilities.

Use of Estimates

The preparation of the financial statements in conformity with the generally accepted principles requires the management to make estimates and assumptions that effect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent assets and liabilities. The estimates and assumptions used in the accompanying financial statements are based upon management's evaluation of the relevant facts and circumstances as of the date of the financial statements. Actual results may differ from that estimates and assumptions used in preparing the accompanying financial statements. Any differences of actual results to such estimates are recognized in the period in which the results are known / materialized.

Cash Flow Statement

Cash flow statement has been prepared in accordance with the "indirect method" as explained in the AS-3 issued by the Institute of Chartered Accountants of India.

Fixed Assets

Tangible assets are stated at acquisition cost, net of accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

Items of fixed assets that have been retired from active use and are held for disposal are stated at the lower of their book value and net realisable value and are shown separately in the financial statements under Other Current Assets. Losses arising from the retirement of, and gains or losses arising from disposal of fixed assets which are carried at cost are recognised in the profit and loss account.

Depreciation and Amortisation of Tangible Assets :

Depreciation on tangible assets is calculated on a pro-rata basis on the Written Down Value Method at the rates

prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:-

- i. assets costing ₹ 5,000/- or less are fully depreciated in the year of purchase.

Intangible Assets & Amortisation

Intangibles assets are stated at cost less accumulated amortisation. Intangibles assets are stated at cost less accumulated amortisation. Intangible assets are amortized on a straight line basis over the estimated useful economic life. The Company uses a rebuttable presumption that the useful life of an intangible asset will not exceed ten years from the date when the asset is available for use. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Revenue Recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized

- a) Revenue from sales is recognized when significant risk and rewards in respect of ownership of the products are transferred, recovery of the consideration is reasonably certain. Revenue from sale of goods includes excise duty, sales tax and is net of returns.
- b) Revenue from sales is recognized on dispatch of products from the Company's Office / Shop / Godown and in case of consignment sale, on further sale made by the agents.
- c) Profit / loss earned on sale of investment/inventories are recognised on trade date basis. Profit/Loss on sale of Investment/inventories is determined on basis of FIFO cost of the investment sold.

Other Income Recognition

Interest on investments and Loans and Advances is booked on a time proportion basis taking into account the amounts invested or loan given and the rate of interest.

Dividend income is recognized when the right to receive payment is established.

Foreign Currency Transactions :

Foreign currency transactions are recorded in the books at exchange rates prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the period are recognized as income or expense in the profit and loss account of the same period.

Foreign currency assets and liabilities are translated at the period end rates and the resultant exchange differences, are recognized in the profit and loss account.

Borrowing Cost :

Borrowing Costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as the cost of the respective assets until the time all subs activities necessary to prepare the qualifying assets intended use are complete. Other Borrowing Costs are charged to the Profit and Loss Account in the period in which they are incurred.

Retirement and other Employees benefits :

All employee benefit obligations payable wholly within twelve months of the rendering the services are classified as Short Term Employee Benefits. Such Benefits are estimated and provided for in the period in which the employee renders the related service.

Post Employment Benefits

1. P.F. and E.S.I.C Scheme is not applicable to the company.
2. Gratuity is accounted when an employee works for more the 6 months.

Inventories

Inventories are measured at lower of the cost and net realizable value. Cost of inventories comprises all costs of purchase (net of input credit) and other costs incurred in bringing the inventories to their present location and condition. Costs of consumable and trading products are determined by using the First-In First-Out Method (FIFO).

Investments

Current investments are stated at the lower of cost and fair value. Long-term investments are stated at cost. A provision for diminution is made to recognise a decline, other than temporary, in the value of long-term investments. Investments are classified into current and long-term investments.

Investments that are readily realisable and are intended to be held for not more than one year from the date, on which such investments are made, are classified as current investments. All other investments are classified as non-current investments.

Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

Impairment of Assets

The Company assesses at each balance sheet date whether there is any indication that an assets may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash generating unit to which the assets belongs is less than the carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as impairment loss and is recognized in the profit and loss account. If at the balance date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the assets is reflected at the recoverable amount.

Taxes on Income

Provision for current Income Tax is made on the taxable income using the applicable tax rates and tax laws. Deferred tax assets or liabilities arising on account of timing differences between book and tax profits, which are capable of reversal in one or more subsequent years is recognized using tax rate and tax laws that have been enacted or subsequently enacted. Deferred tax asset in respect of unabsorbed depreciation and carry forward losses are not recognized unless there is sufficient assurance that there will be sufficient future taxable income available to realize such losses.

Earnings per Share

Basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Stock In Trade

Shares are valued at cost or market value, whichever is lower. The comparison of Cost and Market value is done separately for each category of Shares.

Contingent Liabilities & Provisions

A provision is recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which reliable estimate can be made. Provision is not discounted to its present value and is determined based on the best estimate required to settle the obligation at the yearend date.

These are reviewed at each year end date and adjusted to reflect the best current estimate.

Other Notes & Additional Information Forming Part of Financial Statements

- a) In the opinion of the management, current assets, loans and advances and other receivables have realizable value of at least the amounts at which they are stated in the accounts.
- b) Previous year figures have been restated to conform to the classification of the current year.
- c) Balances of Sundry Debtors, Unsecured Loans, and Sundry Creditors are Loans & Advances are subject to reconciliation, since conformations have not been received from them. Necessary entries will be passed on receipt of the same if required.
- d) The company has not provided for Gratuity and Leave Encashment to Employees on accrual basis, which is not in conformity with AS-15 issued by ICAI. However, in the opinion of management the amount involved is negligible and has no impact on Statement of Profit & Loss.

Provisions, Contingent Liabilities & Contingent Assets

1. Disclosures in terms of Accounting Standards (AS 29) Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India :
2. The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
3. A disclosure for a contingent liability is made when there is a possible obligation or present obligation that probably will not require an outflow of resources or where reliable estimate of the amount of the obligation cannot be made.
4. Contingent Assets are neither recognized nor disclosed.

Segment Report

5. Based on the Similarity of activities, risks and reward structure, organization structure and internal reporting systems, the Company has structured its operations into the following Segment :-
 - a. Trading in Software & Hardware Products
 - b. Investments in Capital Market & Mutual Fund related activities

Segment Revenue

₹ in Lac

Sl. No.	Particulars	2014-2015	2013-2014
	Segment Revenue		
a)	Sale of Software & Hardware	47,314.58	38,538.18
b)	Investment Activities	313.38	45.18
c)	Other Un-allocable activities	-	150.00
	Total Income from Operations	47,627.96	38,733.36
2.	Segment Profit/(Loss) before Interest & Tax		
a)	Sale of Software & Hardware	14.09	55.00
b)	Investment Activities	56.15	(123.53)
c)	Other Un-allocable activities	-	150.00
	Profit before Tax.....	70.24	81.47

6. In the opinion of the Board, Current Assets, Loans and Advances are approximately of the value state, if realized in the ordinary course of business. Provisions for all known liabilities are adequate and not in excess of the amount considered necessary for the same.

Contingent Liabilities

7. Contingent Liabilities not provided for – ₹ Nil

Related Party Transactions

8. Key Management Personnel –
- Mr. Jagdish Prasad Purohit - Managing Director
 - Mr. Sushil Kr. Purohit - Director
 - Mr. Naresh Sharma - CFO
 - Ms. Vijay Laxmi Purohit - Company Secretary & Compliance Officer
9. Subsidiary Company –
Not Any
10. Group Companies or Companies under same management –
- Blue Circle Services Limited
 - Prime Capital Market Limited
 - JMD Telefilms Industries Limited
 - Scan Infrastructures Limited
 - Warner Multimedia Limited
11. Details of transactions with related parties –

Transaction with related parties	Subsidiary Companies	Key Management Personnel & Relatives
Remuneration	-	Nil
	(-)	(Nil)
Investments:		
Investment in Subsidiary	-	1. Jagdish Prasad Purohit 2. Kailash Prasad Purohit
	(-)	
Investment in Group Cos.	₹ 1303.73 Lac	-
Blue Circle Services Limited & JMD Telefilms Industries Ltd.	(₹ 1303.73 Lac)	(-)

Deferred Tax on Income

12. Deferred Tax Asset (Net) for the year ended 31st March 2015 amounts to ₹ 13.64 Lac.

13. Remuneration to Auditors

Particulars	31.03.2015	31.03.2014
Remuneration to Auditors for Audit Purpose (in ₹)	39,000	39,000

Earning per Equity Share

14.

	Unit	31.03.2015	31.03.2014
Net Profit after Tax available for Shareholders	₹ in Lac	37.29	49.62
No. of Equity Shares (Face Value of ₹ 10/-)	No.	2,30,00,200	2,30,00,200
Basis & Diluted Earnings Per Share (₹)	₹	0.16	0.22

*The Company does not have any outstanding dilutive potential equity shares.

15. Sundry Debtors and creditors are subject to confirmation and reconciliation.
16. There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2015. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
17. Previous years' figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date

For & on behalf of the Board of Directors

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Jagdish Prasad Purohit

(DIN : 00083125)

Director

Sushil Kr. Purohit

(DIN : 00073684)

Director

Vikash Kedia

Partner

Membership No. 066852

Naresh Sharma

CFO

Vijay Laxmi Purohit

Company Secretary

Kolkata, May 29, 2015

Notes to the Financial Statements as at & for the year ended March 31, 2015

Note 2.1 SHARE CAPITAL

Particulars	As At 31.03.2015		As At 31.03.2014	
	Number	₹	Number	₹
Authorised				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	25,000,000	250,000,000	25,000,000	250,000,000
Issued, Subscribed & Paid Up:				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	23,000,200	230,002,000	23,000,200	230,002,000
Total	23,000,200	230,002,000.00	23,000,200	230,002,000

Reconciliation of number of shares.

Particulars	As At 31.03.2015		As At 31.03.2014	
	Number	₹	Number	₹
Shares Outstanding at the beginning of the year	23,000,200	230,002,000	23,000,200	230,002,000
Add : Further Shares issued during the Year	-	-	-	-
Shares Outstanding at the end of the year	23,000,200	230,002,000	23,000,200	230,002,000

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	As At 31.03.2015		As At 31.03.2014	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Not Any	-	-	-	-

Terms/Rights attached to Equity Shares:-

- (i) The Company has only one class of Equity shares having par value of ` 10/- per share.
- (ii) Each holder of Equity share is entitled to one vote per share.
- (iii) In the event of Liquidation of the Company , the holders of Equity shares will be entitled to receive the realised value of the assets of the Company, remaining after payment of all preferential dues(if any) .The distribution will be in proportion to the number of equity shares held by the shareholders.

Note 2.2 RESERVES AND SURPLUS

Particulars	As At	As At
	31.03.2015	31.03.2014
	₹	₹
Securities Premium Reserves		
Opening Balance	306,414,500	306,414,500
Additions during the Year	-	-
	306,414,500	306,414,500
General Reserves		
Opening Balance	8,425,164	7,432,788
Add: Transferred From Statement of Profit & Loss	745,926	992,376
	9,171,090	8,425,164
Surplus in Statement of Profit & Loss		
Opening Balance	39,107,960	35,138,455
Add : Prior Period Adjustments	3,244,590	-
Add: Net Profit for the year	3,729,630	4,961,881
Less: Transfer To General Reserve	745,926	992,376
Surplus available at the end of Financial Year	45,336,254	39,107,960
Total	360,921,844	353,947,624

Note 2.3 SHORTTERM BORROWING

Un Secured Loan		
From Body Corporate	157,516,158	133,259,900
Total	157,516,158	133,259,900

Note 2.4 TRADE PAYABLES

Creditors for Goods & Services*	2,869,468,677	2,420,349,421
Total	2,869,468,677	2,420,349,421

* Based on the information available with the company in response to the enquiries from all existing suppliers with whom the company deals, there are no suppliers who are registered as micro and small enterprises under 'The Micro, Small and Medium Enterprises Development Act, 2006' as at 31.03.2015

Note 2.5 OTHER CURRENT LIABILITIES

Other Payables		
Provision for Expenses	2,322,488	1,782,888
Trade Advances	53,058,216	189,408,216
FBT Payable	3,040	3,040
TDS Payable	1,590,034	1,154,729
MVAT Payable	295,804	-
Total	57,269,582	192,348,874

Note 2.6 SHORTTERM PROVISIONS

Provision for Income Tax (net of Tax paid)	3,294,772	3,185,093
Total	3,294,772	3,185,093

Note 2.7 FIXED ASSETS

	Cost/ Book Val- ue as at 1st April 2014	Addi- tions during the year	Deduc- tions/ Adjust- ments during the year	Cost/ Book Value as at 31st March 2015	Depre- ciation on Cost / Book Val- ue as at 1st April 2014	Deduc- tions / Adjust- ments during the year	Depreci- ation for the year	Deprecia- tion on Cost /Book Value as at 31st March 2015	Balance as at 31st March 2015	Balance as at 31st March 2014
Computer Software	38,161,000	-	-	38,161,000	24,625,814	-	4,511,277	29,137,091	9,023,909	13,535,186
TOTAL	38,161,000	-	-	38,161,000	24,625,814	-	4,511,277	29,137,091	9,023,909	13,535,186
Previous Year	38,161,000	-	-	38,161,000	7,709,877	-	6,766,577	14,476,454	13,535,186	-

Note 2.8 DEFERRED TAX ASSETS

Deferred Revenue Expenses	966,000	1,127,000
Share Issue Expenses	398,037	473,037
Total	1,364,037	1,600,037

Note 2.9 NON CURRENT INVESTMENTS

Particulars	Numbers	Face Value	As At	
			31.03.2015	31.03.2014
		₹	₹	₹
Long Term Investments (Trade)				
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
Arshiya Limited	10,000	10.00	-	1,343,340
Axon Infotech Ltd	800,000	10.00	-	16,000,000
Bhushan Steel Limited	112	10.00	-	52,260
Blue Circle Services Ltd	706,007	1.00	-	4,054,837

Chisel & Hammer (Mobel) Limited	3,322	10.00	-	631,596
Clarus Finance Securities Ltd.	170,000	10.00	-	5,474,644
Dhenu Buildcon Infra Ltd.	1,001,561	10.00	-	58,806,448
Geefcee Finance Ltd.	23,000	10.00	-	430,000
GHCL Limited	94,998	10.00	-	8,551,774
Golden Tobacco Limited	22,638	10.00	-	6,497,787
Gujrat Venture Capital Limited	60,000	10.00	-	515,760
Indianivesh Limited	1,930	10.00	-	1,446,396
JMD Telefilms Industries Limited	2,000,000	1.00	-	126,318,487
Kaveri Telecom Products Ltd.	20,000	10.00	-	2,300,879
Mideast Integrated Steels Limited	50,000	10.00	-	750,000
North Eastern Carrying Corporation Ltd.	7,500	10.00	-	517,796
Nouveau Global Ventures Ltd.	11,000	10.00	-	1,975,744
Odyssey Corporation Ltd.	7,500	10.00	-	408,270
Rad Fort Global Limited	20,000	10.00	-	1,601,981
RPP Infra Projects Limited	482,385	10.00	-	32,022,077
Secure Earth Technologies Ltd.	3,000,000	10.00	-	48,173,213
Spice Mobile Limited	32,523	10.00	-	3,431,725
Sujana Towers Limited	1,000,000	1.00	-	7,075,664
Suntek Wealthmax Investments Limited	36,000	10.00	-	360,000
Suryo Foods & Industries Ltd.	50,000	10.00	-	500,000
(2) OTHERS (Unquoted)			-	329,240,678
Total			-	1,443,505,000
Aggregate Market Value of Quoted Investments			-	147,321,201
Aggregate Market Value of Un-Quoted Investments			-	1,443,505,000

Note 2.10 INVENTORIES

Particulars	Numbers	Face Value	As At	As At
			31.03.2015	31.03.2014
		₹	₹	₹
Stock In Trade				
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
Arshiya Limited	10,000	10.00	1,343,340	-
Axon Infotech Ltd	800,000	10.00	16,000,000	-
Bhushan Steel Limited	112	10.00	52,260	-
Blue Circle Services Ltd	706,007	1.00	4,054,837	-
Chisel & Hammer (Mobel) Limited	3,322	10.00	631,596	-
Clarus Finance Securities Ltd.	170,000	10.00	5,474,644	-
Dhenu Buildcon Infra Ltd.	1,001,561	10.00	58,806,448	-
Geefcee Finance Ltd.	23,000	10.00	430,000	-
GHCL Limited	94,998	10.00	8,551,774	-
Global Infratech Finance Ltd	570,900	1.00	47,748,000	-
Golden Tobacco Limited	22,638	10.00	2,794,587	-
Gujrat Venture Capital Limited	60,000	10.00	515,760	-
Himachal Futuristic Communications Ltd.	100,000	10.00	2,113,782	-
Indianivesh Limited	1,930	10.00	1,446,396	-
JMD Telefilms Industries Limited	4,000,000	1.00	126,318,487	-
Kaveri Telecom Products Ltd.	20,000	10.00	2,300,879	-
Mideast Integrated Steels Limited	50,000	10.00	750,000	-
North Eastern Carrying Corporation Ltd.	7,500	10.00	517,796	-
Nouveau Global Ventures Ltd.	11,000	10.00	1,975,744	-

Odyssey Corporation Ltd.	7,500	10.00	408,270	-
Pearl Agriculture Ltd	61,470	-	-	-
Pearl Electronics	62,460	-	-	-
Rad Fort Global Limited	20,000	10.00	1,601,981	-
RPP Infra Projects Limited	482,385	10.00	32,022,077	-
Secure Earth Technologies Ltd.	3,000,000	10.00	48,173,213	-
Spice Mobile Limited	32,523	10.00	3,431,725	-
Sujana Towers Limited	1,000,000	1.00	7,075,664	-
Suntek Wealthmax Investments Limited	36,000	10.00	360,000	-
Suryo Foods & Industries Ltd.	50,000	10.00	500,000	-
			375,399,260	-
(2) OTHERS (Unquoted)			1,921,992,000	-
(3) OTHERS (Hardwares and Softwares)			95,111,341	98,845,104
Total			2,392,502,601	98,845,104

Note 2.11 TRADE RECEIVABLE

Particulars	As At	As At
	31.03.2015	31.03.2014
	₹	₹
(Unsecured, Considered Good)		
Outstanding for a period of more than six Months	-	-
Other Debts	579,474,793	379,389,107
Total	579,474,793	379,389,107

Note 2.12 CASH AND BANK BALANCES

Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	1,956,137	13,125,507
Cash in hand	57,764	67,065
Total	2,013,901	13,192,571

Note 2.13 SHORT-TERM LOANS & ADVANCES

Considered good		
Share Application Money	97,000	97,000
Advance Income Tax Payment	2,000,000	1,500,000
Tax Deducted at Source	3,587,737	3,723,887
TDS Refundable	1,045,191	1,045,191
Inter Corporate Deposit	208,624,853	113,364,255
Loans to Others	478,739,011	934,054,895
Total	694,093,792	1,053,785,228

Note 2.14 REVENUE FORM OPERATION

Sale of Products (Traded Goods)		
Hardware & Softwares (Mumbai)	4,478,568,930	3,853,817,992
Sale of Shares	252,888,987	-
Interest on ICD	32,789,955	18,144,006
Loss on Commodities Trading / Investments	-	(14,228,624)
Commission Received	-	15,000,000
Dividend on Shares	279,543	602,251
Total	4,764,527,415	3,873,335,625

Note 2.15 CHANGES IN STOCK-IN-TRADE

Opening Stock		
Softwares & Hardwares (Mumbai)	98,845,104	55,434,252
Quoted Shares	376,988,678	-
Un-Quoted Shares	1,395,757,000	-
	1,871,590,782	55,434,252
Add : Purchases		
Softwares & Hardwares (Mumbai)	4,465,318,547	3,885,631,919
Purchase of Shares	787,373,782	-
	5,252,692,329	3,885,631,919
Less : Closing Stock		
Softwares & Hardwares (Mumbai)	95,111,341	98,845,104
Quoted Shares	375,399,260	-
Un-Quoted Shares	1,921,992,000	-
	2,392,502,601	98,845,104
Net Increase / (Decrease) in Stock	4,731,780,510	3,842,221,067

Note 2.16 FINANCE COST

Interest Paid	15,840,284	11,511,000
Total	15,840,284	11,511,000

Note 2.17 EMPLOYEE COST

Salaries & Bonus	1,694,000	1,808,000
Staff Welfare Expenses	175,000	154,000
Total	1,869,000	1,962,000

Note 2.18 OTHER EXPENSES

Payment to Auditors	39,000	39,000
Fees to Registrar	51,080	36,287
Conveyance & Travelling Exp.	479,749	520,210
Listing & Depository Fees	536,857	734,084
Postage & Telephone Expenses	29,740	25,480
Professional Fees	30,400	63,258
Bank Charges	16,883	738
MCA Filing Fees	39,400	12,500
Printing & Stationery	48,215	25,558
Office Maintenance	357,700	361,240
Advertisements	45,000	62,233
Rent Expenses	210,000	210,000
Freight, Coolie & Cartage	120,450	72,480
Meeting Expenses	50,150	42,400
Value Added Tax	1,022,295	7,345
VAT Audit Fee	-	101,124
Misc. Expenses	189,023	178,070
Deferred Revenue Expenditure W/off	161,000	161,000
Share Issue Expenses W/off	75,000	75,000
Total	3,501,942	2,728,007

Note 2.19 Tax Expenses

Income Tax	3,294,772	3,185,093
Total	3,294,772	3,185,093

Schedule to the Balance Sheet as at 31st March 2015 of non-deposit taking Non-Banking Financial

Company (as required in terms of Paragraph 13 of Non-Banking Financial (Non-Deposit accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions 2007)

Particulars	Amount Outstanding	Amount Overdue
Liabilities Side :		
1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :		
(a) Debentures : Secured	NIL	NIL
Unsecured	NIL	NIL
(other than falling within the meaning of Public Deposit)		
(b) Deferred credits	NIL	NIL
(c) Terms Loans	NIL	NIL
(d) Inter-Corporate Loans & Borrowings	NIL	NIL
(e) Public Deposits*	NIL	NIL
(f) Other Loans	NIL	NIL
* Please see Note 1 at the end of format.		
2) Break-up of (1) (f) above (out -standing public deposits inclusive of interest accrued there on but not paid)		
(a) In the form of Unsecured Debentures	NIL	NIL
(b) In the form of partly Secured Debentures i.e.debentures there is a shortfall in the value of security	NIL	NIL
(c) Other public Deposits	NIL	NIL
* Please see Note 1 at the end of format.		
		Amount Outstanding
Assets Side :		
3) Break-up of Loans and advances including bills receivables [other than those included in (4) below] :		
(a) Secured		NIL
(b) Un-Secured		1,273,568,585
4) Break-up of Leased Assets and stock on hire and hypothecation loans counting towards FL/HP activities :		
(i) Lease assets including lease rentals under Sundry Debtors		
(a) Financial Lease		NIL
(b) Operating Lease		NIL
(ii) Stock on hire including hire charges under Sundry Debtors		
(a) Assets on hire		NIL
(b) Repossessed Assets		NIL
(iii) Hypothecation loans counting towards EL/HP activities		

(a) Loans where assets have been repossessed		NIL
(b) Loans other than (a) above		NIL
5) Break-up of Investments :		
Current Investment : (Taken as stock in trade)		
1. Quoted		
(i) Shares : (a) Equity		375,399,260
(b) Preference		NIL
(ii) Debentures & Bonds		NIL
(iii) Units of Mutual Funds		NIL
(iv) Government Securities		NIL
(v) Others (Please Specify)		
2. Unquoted		
(i) Shares : (a) Equity		1,921,992,000
(b) Preference		NIL
(ii) Debentures & Bonds		NIL
(iii) Units of Mutual Funds		NIL
(iv) Government Securities		95,111,341
(v) Others (Hardwares & softwares)		
Long Term Investment		
1. Quoted		
(i) Shares : (a) Equity		NIL
(b) Preference		NIL
(ii) Debentures & Bonds		NIL
(iii) Units of Mutual Funds		NIL
(iv) Government Securities		NIL
(v) Others (Please Specify)		NIL
2. Unquoted		
(i) Shares : (a) Equity		NIL
(b) Preference		NIL
(ii) Debentures & Bonds		NIL
(iii) Units of Mutual Funds		NIL
(iv) Government Securities		NIL
(v) Others (Please Specify)		NIL

6. Borrow group-wise classification of all leased assets, stock-on-hire and loans and advances		
Category	Secured	Unsecured
1) Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other than related parties	NIL	NIL
2) Other than related parties	NIL	NIL
Total	NIL	NIL
7) Investor group wise classification of all investments (Current and long term) in shares and securities (both quoted and unquoted) Please see note 3 at the end of Format.		
Category	Market Value/ Breakup or Fair Value or NAV	Book Value (Net of Provision)
1) Related Parties **		
(a) Subsidiaries		
(b) Companies in the same group		
(c) Other than related parties	NIL	NIL
2) Other than related parties#	2,392,502,601	2,392,502,601
	2,392,502,601	2,392,502,601
** As per Accounting Standard of ICAI (please see note 3 at the end of format)		
# Unquoted Investments are considered at cost.		
8) Other information		
Particulars	Amount	
(i) Gross Performing Assets		
(a) Related Parties		NIL
(b) Other than related parties		NIL
(ii) Gross Non-Performing Assets		
(a) Related Parties		NIL
(b) Other than related parties		NIL
(iii) Assets acquired in satisfaction debt		NIL
Notes:		
1. As defined in paragraph 2(1) (xii) of the Non-Banking Financial Companies of acceptance of Public Deposits (Reserve Bank) Directons 1998.		
2. Provisioning norms shall be applicable as prescribed in the Non-Banking (Non-Deposit Accepting or Holding) Financial Companies Prudential Norms (Reserve Bank) Directors 2007.		
3. All Accounting Standards and Guidance Notes issued by the ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However market value in respect of quoted investments and break-up / fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term current in column (5) above.		

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.

CIN : L51909WB1992PLC056742

Regd. Office : 75-C, Park Street, Kolkata-700 016

Tel : +91 33 2229 5359; Email : unisys.softwares@gmail.com; Website : www.unisyssoftwares.com

Form No. MGT – 11, PROXY FORM / BALLOT FORM

(Pursuant to the section 105(6) of the Act, 2013 and rule 19(3) of the Companies (Management and Administration), 2014)

Name of the Member _____

Registered Address _____

Folio No. / DP/Client ID _____ Email ID _____

I/We being the members of _____ Shares of Unisys Softwares & Holding Industries Ltd., hereby appoint -

1. _____ having email Id _____ Signature _____ or failing him
2. _____ having email Id _____ Signature _____ or failing him
3. _____ having email Id _____ Signature _____

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company, to be held on Wednesday, the 30th day of September 2015 at 2.30 P.M. at "Palki", Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136 and at any adjournment thereof in respect of such resolution(s) as are indicated below :

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2015		
2.	Re-Appointment of M/s. B. S. Kedia & Co., Chartered Accountants, as Auditors and to fix their remuneration.		
Special Business :			
3.	Appointment of Mr. Mohit Jhunjhunwala as Independent Director for a term of 5 Years.		
4.	Appointment of Mrs. Renu Kedia as Independent Director for a term of 5 Years.		
5.	Appointment of Mr. Jagdish Prasad Purohit as Managing Director for a period of 3 Years		
6.	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013		

Signed this _____ day of _____ 2015

Sign. of Shareholder _____ Sign. of Proxy _____

Affix
Revenue
Stamp
₹ 1/-

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.

CIN : L51909WB1992PLC056742

Regd. Office : 75-C, Park Street, Kolkata-700 016

Tel : +91 33 2229 5359; Email : unisys.softwares@gmail.com; Website : www.unisyssoftwares.com

ATTENDANCE SLIP

Registered Folio No. /DP ID/Client ID _____

Name & Address of Share Holder _____

I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company at "Palki", Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136 on Wednesday, the 30th day of September 2015 at 2.30 P.M.

Members' Folio/DPID/Client ID _____

Member/Proxy's Name in Block Letters _____

Member/Proxy's Signature _____

Please complete the Folio/DP ID/Client ID and Name, sign this Attendance Slip and hand it over at the Attendance verification counter at the Entrance of the Meeting Place.

BOOK-POST

If undelivered, please return to:

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.
75C, Park Street, Kolkata-700 016