

18th Annual Report

2009 - 2010

# Unisys Softwares & Holding Industries Ltd.



# Unisys Softwares & Holding Industries Ltd.

## BOARD OF DIRECTORS

Jagdish Prasad Purohit	Chairman & Managing Director
Sushil Kumar Purohit	Whole time Director
Ashok Bothra	Independent Director
Dharampal Sharma	Independent Director

## REGISTERED OFFICE

75C, Park Street  
Kolkata-700 016

## BANKERS

Oriental Bank of Commerce  
Kotak Mahindra Bank Ltd.  
Canara Bank

## AUDITORS

### Manabendra Bhattacharyya & Co.

Chartered Accountants  
4, Kiran Shankar Roy Road  
Kolkata - 700 001

## REGISTRAR & SHARE TRANSFER AGENT

### Purva Sharegistry (India) Pvt. Ltd.

No. 9, Shiv Shakti Indl. Estate  
Gr. Floor, J. R. Boricha Marg  
Lower Parel, Mumbai-400 011.

## ANNUAL GENERAL MEETING

Date : 28<sup>th</sup> July 2010  
Time : 12.30 P.M.  
Venue : P-27, Princep Street, 3rd Floor  
Kolkata-700 072



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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 Eighteenth Annual General Meeting of the members of UNISYS SOFTWARES & HOLDING INDUSTRIES LTD. will be held on Wednesday, the 28th day of July 2010 at 12.30 P.M. at P-27, Princep Street, 3rd Floor, Kolkata-700 072 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 2010.
2. To appoint Director in place of Mr. Sushil Kr. Purohit, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors to hold the office from the conclusion of this Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS :

4. 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 Section 260 and all other applicable provisions of the Companies Act, 1956 (the Act) and in terms of Article 87 of the Articles of Association of the Company, Mr. Ashok Bothra, who was appointed as an Additional Director of the Company at the Board meeting held on 20th February 2010 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 260 of the Act, and in whose respect the Company has received a notice from a member under Section 257 of the Act, together with necessary deposit as mentioned in the said section, proposing the candidature of Mr. Ashok Bothra for the office of Director of the Company be and is hereby appointed as Director of the Company."

Kolkata, May 31, 2010

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

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

**Jagdish Prasad Purohit**  
Chairman & Managing Director

**Explanatory Statement Pursuant To Section 173(2) Of The Companies Act, 1956****Item No. 4**

The Board of Directors of your Company appointed Mr. Ashok Bothra as an Additional Director of your Company at the Board meeting held on 20th February 2010 to broad base the Board.

Mr. Ashok Bothra, Age 44, B. Com. is having vast experience in the area of Accounts, Taxation & Capital Market activities since last 20 years. Before joining Unisys Softwares, he was among Board of Directors in Network Stock Broking Ltd. (NSBL), one of the leading stock brokers and has catered his services to NSBL for over 11 years. Beside broking activities he is also familiar to the Company Laws which will surely benefit to the Company. Your Company has received notices from members pursuant to section 257 of the Act, 1956 together with necessary deposit proposing the candidature of Mr. Ashok Bothra for the office of Director of the Company.

He is not holding any shares of the Company either in his name or in the name of his family members as on 31st March 2010.

As on 31st March 2010, he is on the Board of Directors of the following Companies.

Sr. No.	Name of the Company
1.	JMD Telefilms Industries Industries Ltd.
2.	Prraneta Industries Limited
3.	Dynamic Portfolio Management & Services Ltd.
4.	Blue Circle Services Ltd.

Further, he is having 5 Committee Chairmanship and 4 Committee Membership in various listed cos. where he is holding position as Director.

**Notes :**

1. Proxies, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. The Register of Member and the Share Transfer Books of the Company will remain closed from 21st July 2010 to 28th July 2010 (both days inclusive).
3. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
4. 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 Depository Participant to the Annual General Meeting.
5. 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.

6. Members are requested to intimate change in their address immediately to M/s Purva Sharegistry (India) Pvt. Ltd., the Company's Registrar and Share Transfer Agents, at their office at No. 9, Shiv Shakti Indl. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.
7. 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 Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
8. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
9. Members holding shares in physical form and wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (form 2B) to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company.
10. Members are requested to bring copies of Annual Report to the Annual General Meeting.
11. Members holding shares in the same set of names under different folios are requested to apply for consolidation of such folio along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
12. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
13. Members are requested to quote Folio Number/Client ID in their correspondence.
14. The Equity shares of the Company are listed on Kolkata, Mumbai, Delhi, Ahmedabad & Jaipur Stock Exchanges and Listing Fees for the financial year 2010-2011 have been paid to Kolkata & Bombay Stock Exchanges.

Kolkata, May 31, 2010

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

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

**Jagdish Prasad Purohit**  
Chairman & Managing Director

## DIRECTORS' REPORT & MANAGEMENT DISCUSSIONS & ANALYSIS

To The Members,

Your Directors have pleasure in presenting the Eighteenth Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2010.

(Rs. in Lacs)

Financial Results	Year Ended 31.03.2010	Year Ended 31.03.2009
Income	747.92	72.62
Profit before Tax & extraordinary item	9.39	3.80
Less : Provision for Taxation	1.55	0.48
Profit after Tax	7.85	3.32
Transfer to General Reserve	1.57	0.66
Add : Profit brought forward from Previous Year	56.80	54.15
Balance carried forward	63.08	56.80

### DIVIDEND

In view of insufficient profit & in order to conserve resources to meet the working capital requirements, your Directors do not propose any dividend for the year under review.

### INDUSTRY STRUCTURE AND DEVELOPMENT

#### Software Industries

With the huge success of the software companies in India, the Indian software industry in turn has become successful in making a mark in the global arena. This industry has been instrumental in driving the economy of the nation on to a rapid growth curve. As per the study of NASSCOM-Deloitte, the contribution of IT/ITES industry to the GDP of the country has soared up to a share of 5% in 2007 from a mere 1.2% in 1998. Besides, this industry has also recorded revenue of US\$ 64 billion with a growth rate of 33% in the fiscal year ended in 2008.

The export of software has also grown up, which has been instrumental in the huge success of the Indian software companies as well as the industry. In fact, software export from India accounts for more than 65% of the total software revenue. The domestic software market largely depends upon sale of software packages and products, which constitute major part of revenues. Products account for almost 40% of the domestic market. On the other hand, more than 80% of revenue from software exports comes from software services like custom software development and consultancy services etc.

Most of the software companies in India are into varied types of business. There can be several types of business in the IT sectors:

- Infrastructure Software: These include OS, middleware and databases.
- Enterprise Software: These automate business process in diverse verticals like finance, sales and marketing, production and logistics.
- Security Software

- Industry-specific Software
- Contract Programming

### **Non Banking Finance Companies (NBFCs)**

Non-banking Financial Companies (NBFCs) play a vital role in the context of Indian Economy. They are indispensable part in the Indian financial system because they supplement the activities of banks in terms of deposit mobilization and lending. They play a very important role by providing finance to activities which are not served by the organized banking sector. So, most the committees, appointed to investigate into the activities, have recognized their role and have recognized the need for a well-established and healthy non-banking financial sector.

Non-banking financial companies constitute an important segment of the financial system. NBFCs are the intermediaries engaged in the business of accepting deposits and delivering credit. They play very crucial role in channelizing the scarce financial resources to capital formation. NBFCs supplement the role of the banking sector in meeting the increasing financial need of the corporate sector, delivering credit to the unorganized sector and to small local borrowers. NBFCs have more flexible structure than banks. As compared to banks, they can take quick decisions, assume greater risks and tailor-make their services and charge according to the needs of the clients. Their flexible structure helps in broadening the market by providing the saver and investor a bundle of services on a competitive basis.

NBFCs at present providing financial services partly fee based and partly fund based. Their fee based services include portfolio management, issue management, loan syndication, merger and acquisition, credit rating etc. their asset based activities include venture capital financing, housing finance, equipment leasing, hire purchase financing factoring etc. In short they are now providing variety of services.

### **OPPORTUNITIES & THREATS**

#### **Opportunities in Software Business**

Global Market is large and rapidly changing-from a mix of legacy client server to web / package-based services. Market openings are emerging across I.T. services, software products, I.T. enabled services and E-businesses, and creating a number of new opportunities for Indian companies. The corporate, government and consumer sector of the Indian domestic market offers a huge opportunity to software and services companies.

The global outsourcing business was worth U.S.\$ 77 billion in 1997 and has been growing at the rate of 15-18 percent per annum. A recent survey indicates that by 2002, more than 59 percent of the Fortune 1000 companies and other multinationals will outsource some part of their application development and maintenance activities. India can gain and corner a greater marketplace.

India not only has a huge opportunity to service this market but also has a unique opportunity to address the needs of the NRI community around the world.

The recent permission to allow private ISP's operate in India and set up their own gateways will unprecedented Internet proliferation throughout India.

#### **Threats in Software Business**

In the past decade, the Government and industry have worked very well together in India for the success of the I.T. software and services industry. Now the Government's role needs to be

increasingly directed towards providing suitable infrastructure and continuing its role in the simplification of policies. Any further plans for Government control, restrictions or undue interference could well pose a threat to the industry.

The immediate need of the hour in India is to have a world class telecom infrastructure at globally competitive tariffs. The Department of Telecommunications has taken a number of initiatives including the National Telecommunication Backbone, National Internet Backbone, and plans for providing high bandwidth Internet connectivity to remote corners of India. However, Government monopoly, lack of speed and adherence to archaic telecommunication rules and regulations can prove to be a threat to the industry.

The world is moving at the speed of Internet. The decision-making and time taken for implementation in India needs to be at a much faster pace so that the Indian I.T. software and services industry does not lose any opportunities.

Although, the software industry is growing at a phenomenal rate, many other sectors in India have not yet been able to keep pace with it. Lately, almost all major cities are building hi-tech buildings to house the software industry. These buildings have state-of-art infrastructure, data communication facilities, captive power etc. But, lack of power, highways, housing and international airports in some cities has become a major constraint.

Rising cost of infrastructure, basic amenities and salaries can pose a threat if not adequately balanced with value addition.

### **Opportunities & Threats in NBFC Business**

The expansion of the economy in the rural areas and particularly in the agricultural infrastructure sector continues to present opportunities of growth for NBFCs with a rural network. NBFCs here will have to rely on their partnership with banks and insurance companies and their own access to rural distribution networks to exploit such opportunities. Apart from the threat imposed by banks, the Reserve Bank of India has also advised NBFCs to reduce dependence on deposits in the next few years. This will have an adverse impact on NBFCs.

Dependence on purely fund-based business continues to be difficult for NBFCs unless they are able to reduce their cost of funds very substantially. The ability of the company to significantly expand its non-fund based activities would remain an area of concern.

### **OPERATIONS & CURRENT YEAR PROSPECTS**

Your Company has achieved modest gains in terms of Gross Income. Members are aware that year 2008 was a period of recession and the same was continuous since current financial year. This has badly affected the business of the Company. Further, due to the low demand, steep fall in the prices of products, competitive market in the field of software and new inventions of technologies, the Company found it very difficult to survive and this is the reason why the Company could not do well in the year under review. Your Company is hopeful to do better in coming months and thus hoping to be able to deliver to its shareholders.

### **BUSINESS SEGMENT**

Your Company offers its services to customers through industry practices in Software development as well as in the services of NBFC activities. The Company use to do trading in the Software, by way of developing of Software through professionals by way of assignment basis and sell them into the market as per mutual understanding.



**RISK & CONCERNS**

The risks that the Company faces are the ones that face the industry today and these have been mentioned periodically. These risks includes innovation of new technologies, continuous fall in demand of its products, increase in cost because of increase in demand of professionals, fall in the rupee valuation as well as any amendment in the Government rules, which may cause the pricing of its products as well as its demand in the India or abroad. Others risks are client concentration risk, competitive risk and financial risk etc.

In term of NBFC activities, the Company has paid to Loans to HNIs and Corporate entities and is trying to recover that money which is long outstanding. Company is trying hard to recover that money and looking for various aspects in order to bring back its fund in the Company's kitty.

**OVERVIEW**

The Company is planning to counter its challenges through focused marketing, tight control on liquidity and margins, cost effective sourcing of materials and services, improved quality of products through process automation & upgrading of sound recording equipments. The Company is also trying to strengthen its presence in Software industry with improved quality of its products.

**INTERNAL CONTROL SYSTEMS AND ADEQUACY**

UNISYS has developed adequate Internal Control Systems in place to ensure a smooth functioning of its business. The Control System provides a reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against misuse or loss of Company's assets.

The ICS and their adequacy are frequently reviewed and improved and are documented.

**MATERIAL DEVELOPMENT IN HUMAN RESOURCES**

UNISYS's biggest assets are their employees. We are continuously working on innovative initiatives to attract, train, retain and motivate our employees. Our endeavors are driven by a strong set of values imbibed in us and policies that we abide by. Our constant goal, and indeed our biggest strength, is a healthy, happy and prosperous work environment for all our employees.

**CAUTIONARY STATEMENT**

Statements in the Management Discussions and Analysis describing the Company's objectives, projections, estimates, expectations may be forward looking statements. Actual results may differ materially from those expressed or implied. Important factors that could make a difference to the Company's performance include economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government Regulations, tax laws, statutes and other incidental factors.

**FIXED DEPOSITS**

The Company has not taken any fixed deposits from public during the year.

**DIRECTORS**

There was a substantial change in the Composition of Board during the year under review.

During the year Mr. Ghanshyam Das Sharma and Mr. Gurmeet Singh have resigned from

Board on 22nd June 2009 whereas Mr. Kailash Prasad Purohit has resigned from Board on 20th February 2010.

During the year Mr. Ashok Bothra has joined the Board on 20th February 2010 as Non-Executive, Independent Director of the Company.

In accordance with the requirements of the Companies Act, 1956 and as per the provisions of Articles of Association Mr. Sushil Kumar Purohit who retires by rotation is eligible, offers himself for reappointment.

Except Mr. Jagdish Prasad Purohit, relative of Mr. Sushil Kr. Purohit, no other Directors are interested in re-appointment of Mr. Sushil Kr. Purohit.

Further, none of the Directors of the Company are disqualified under section 274(1)(g) of the Companies Act 1956.

### **AUDITORS**

The Auditors M/s Manbendra Bhattacharyya & Co., Chartered Accountants, Kolkata holds the office until the conclusion of ensuing Annual General Meeting. Your Company has received certificate from the Auditors U/S 224(1B) of the Companies Act, 1956 to the effect that their reappointment if made, will be within the limit prescribed.

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

### **COMMENTS ON AUDITOR'S REPORT**

The notes referred to in the Auditor's Report are self explanatory and as such they do not call for any further explanation as required under section 217(3) of the Companies Act, 1956.

### **CORPORATE GOVERNANCE**

Your Company follows the principles of the effective corporate governance practices. The Clause 49 of Listing Agreement deals with the Corporate Governance requirements which every publicly listed Company has taken steps to comply with the requirements of the revised Clause 49 of the Listing Agreement with the Stock Exchange.

A separate section on Corporate Governance forming part of the Directors' Report and the certificate from the Company's Auditors on Corporate Governance as stipulated in Clause 49 of the Listing Agreement is included in the Annual Report.

### **HUMAN RESOURCES**

The Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Various HR initiatives are taken to align the HR policies to the growing requirements of the business.

The Company has a structured induction process and management development programmes to upgrade skills of managers. Objective appraisal systems are in place for senior management system.

### **STATUTORY INFORMATION**

The Company being basically in the financial sector, requirement, regarding and disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

**PARTICULARS OF EMPLOYEES**

The relations remain cordial throughout the year between employees and the management

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1988 is reported to be NIL.

**Particulars under Section 217 (1) (e) of the Companies Act, 1956**

The Company is engaged in the business of shares and securities broking hence the information regarding conservation of energy, Technology Absorption, Adoption and innovation, the information required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of Board of Directors) Rules 1988, is reported to be NIL.

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

**DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that:

1. In the preparation of the annuals accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.
3. The Directors had 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.
4. The Directors had prepared the annual accounts on a going concern basis.

**CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Corporate Social Responsibility (CSR) is commitment of the Company to improve the quality of the workforce and their families and also the community and society at large. The Company believes in undertaking business in such a way that it leads to overall development of all stake holders and Society.

**APPRECIATION**

The Board of Directors wishes to convey their appreciation to all the Company's employees for their performance and continued support. The Directors would also like to thank all the Shareholders, Consultants, Customers, Vendors, Bankers, Service Providers, and Governmental and Statutory Authorities for their continued support.

Kolkata, May 31, 2010

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

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

**Jagdish Prasad Purohit**  
Chairman & Managing Director

## ANNEXURE TO THE DIRECTOR'S REPORT

### CORPORATE GOVERNANCE

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

#### Company's philosophy on Code of Governance

Unisys Softwares & Holding Industries Ltd. (UNISYS) is committed to implement sound corporate governance practices with a view to bring about transparency in its operations and maximize shareholders value. The Company's core philosophy on the code of Corporate Governance is to ensure-

- Fair and transparent business practices;
- Accountability for performance;
- Transparent and timely disclosure of financial and management information;
- Effective management control and monitoring of executive performance by the Board; and
- Adequate representation of promoter, executives and independent directors on the Board.

A report on the implementation of the Corporate Governance Code of the Listing Agreement by the Company is furnished below.

The Certificate of Corporate Governance from the Statutory Auditors of the Company confirming compliance of the conditions of Corporate Governance is annexed hereto.

### BOARD OF DIRECTORS

#### Composition of Directors

The constitution of the Board is in conformity with the provisions of Clause 49 of the listing Agreement of the Stock Exchange. The Board consists of five Directors out of which three members are Independent Directors.

The Board of Directors met 6 times on 22nd June 2009, 26th June, 2009, 31st July 2009, 30th October 2009, 29th January 2010 and 20th February 2010 during the financial year 2009-2010. Details of Composition of Board, category of the Directors and their attendance at Board Meetings and last Annual General Meeting, number of other directorship are given below :-

Name	Designation	Board Meetings Attended	Whether Attended AGM	Committee Membership	Committee Chairmanship	No. of Directorship in other Public Ltd. Co.
Jagdish Prasad Purohit*	Chairman & Managing Director	6	Yes	5	1	4
Kailash Prasad Purohit@	Whole time Director	6	Yes	2	4	2
Sushil Kr. Purohit	Whole time Director	6	Yes	1	1	Nil
Dharampal Sharma	Independent Director	6	Yes	2	1	Nil
Mr. Ghanshyam Das Sharma#	Independent Director	Nil	No	Nil	Nil	Nil
Mr. Gurmeet Singh#	Independent Director	Nil	No	Nil	Nil	Nil
Ashok Bothra@	Independent Director	Nil	No	5	4	4

\*Chairman of the Board

#Resigned w.e.f. 22nd June 2009

@Appointed and Resigned w.e.f. 20th February 2010

**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.

**Terms of Reference**

The terms of reference of the Audit Committee are as under :

- a) 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.
- b) Recommending to the Board, the appointment, reappointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- c) Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- d) Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to -
  - (i) Matters required being included in the Directors' Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of section 217 of the Companies Act 1956.
  - (ii) Changes, if any, in accounting policies and practices and reasons for the same.
  - (iii) Major accounting entries involving estimates based on the exercise of judgment by management.
  - (iv) Significant adjustments made in the financial statements arising out of audit findings.
  - (v) Compliance with listing and other legal requirements relating to financial statements.
  - (vi) Disclosure of any related party transactions.
  - (vii) Qualifications in the draft audit report.
- e) Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- f) Reviewing with the management performance of statutory and internal auditors, adequacy of internal control systems.
- g) Reviewing with the adequacy of internal audit function, reporting structure, coverage and frequency of internal audit.
- h) Discussion with internal auditors any significant findings and follow-up thereon.
  - i) 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 system of a material nature and reporting the matter to the Board.
  - j) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any areas of concern.
- k) To look into the reasons for substantial defaults in the payment to shareholders (in case

of non-payment of declared dividend) and creditors.

### Authority and Responsibilities

The Audit Committee reviews the Company's financial reporting process, disclosure of accounting treatment, 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter, disclosure norms, internal control systems, risk management policies, accounting policies and practices, ensuring the quality and appropriateness of the Company's accounting and financial disclosures as well as quarterly/half yearly financial statements. It recommends appointment of Statutory Auditors fixes audit fees and reviews internal control systems, 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, scope for observations of the auditors and adequacy of the internal audit function, discussion with internal auditors any significant findings and follow up there on etc.

In addition to the above, Audit Committee reviews the followings :

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor.

The members of Audit Committee met four times on - 26th June, 31st July and 30th October in year 2009 & on 29th January 2010 during the financial year ended on 31st March 2010.

Name	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit*	4	4
Mr. Kailash Prasad Purohit	4	4
Mr. Dharampal Sharma	4	4

\*Chairman of Committee

### REMUNERATION COMMITTEE

Since the Company does not have remuneration Committee (constitution of which is a non-mandatory requirement), the details pertaining to the same are not provided

### Details of Remuneration paid to Directors

The payment of salary to Directors was Nil during the financial year 2009-2010.

No Stock option has been allotted to any of the Directors during the financial year 2009-2010.

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

### SHARE TRANSFER COMMITTEE

The Board of Directors has constituted Share Transfer Committee under the Chairmanship of Mr. Jagdish Prasad Purohit; whole time Director with other Independent Director namely Mr. Dharampal Sharma.

The members of Share Transfer Committee met four times on 26th June, 31st July and 30th October in year 2009 & on 29th January 2010 during the financial year ended on 31st March 2010.

Name	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit*	4	4
Mr. Sushil Kr. Purohit	4	4
Mr. Dharampal Sharma	4	4

\*Chairman of Committee

### INVESTORS' GRIEVANCE COMMITTEE

The Board of Unisys Softwares & Holding Industries Limited has constituted a Committee of Directors, which inter-alia also functions as "Shareholders/Investors" Grievance Committee, consisting of three members, chaired by a Non-Executive, Independent Director. The Committee meets once a month and inter-alia, deals with various matter relating to:

- Transfer/transmission/transposition of shares;
- Consolidation/splitting of shares/folios;
- Issue of Share Certificates for lost, sub-divided, consolidated, rematerialize, defaced etc;
- Review of Shares dematerialized and all other related matters; and
- Investors' grievances and redressal mechanism and recommend measures to improve the level of Investor Services.

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

The Minutes of Shareholders'/Grievances 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. Pravin Sawant, as a Compliance Officer within the meaning of Listing Agreement.

### Composition of Committee and Meetings attended

During the year, twelve meetings of the Committee of Directors were held on April 1, May 4, June 1, July 1, August 3, September 1, October 1, November 2, and December 1 in year 2009 and on January 2, February 1 and March 1 in year 2010.

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

Name	Position	Category	Meetings Attended
Mr. Dharampal Sharma*	Chairman	Independent, Non-Executive	12
Mr. Sushil Kr. Purohit	Member	Promoter, Executive	12
Mr. Kailash Prasad Purohit	Member	Executive, Wholetime Director	11
Mr. Ashok Bothra	Member	Independent, Non-Executive	1

#### Details of Shareholders' Complaints

During the year the Company has received one compliant from a share holder which has been resolved and nothing is pending at the close of the financial year.

#### GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
17th Annual General Meeting	16th September 2009, 1.30 PM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.
16th Annual General Meeting	22th September 2008, 11.30 AM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.
15th Annual General Meeting	19th September 2007, 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 passed in either of Annual General Meetings during last three years.

#### PASSING OF RESOLUTION BY POSTAL BALLOT:

No Resolution has been passed by way of Postal Ballot Rules, 2000 during last three financial years.

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 being held in last three years.

#### BOARD DISCLOSURES

##### 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 companywide 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 will make a presentation periodically on risk management to the Board of Directors and the Audit Committee. The Board and the Audit Committee provide oversight and review the risk management policy periodically.

### **SUBSIDIARIES**

The Company does not have any material non-listed Indian subsidiary whose turnover or net worth (i.e. paid-up capital and free reserves) exceeding 20% of the consolidated turnover or networth respectively, of the listed holding company and its subsidiaries in the immediately preceding accounting year.

### **INSIDER TRADING**

The Securities and Exchange Board of India (SEBI) has over the years introduced various amendments to the Insider Trading Regulations of 1992 which ordain new action steps by corporate and other market intermediaries for the purposes of prevention of Insider Trading.

Pursuant to the above requirements of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended, the Company has adopted a `Code of Conduct` for Prevention of Insider Trading (The Code) with effect from October 1, 2002. The Code is applicable to all Directors and such Designated Employees who are expected to have access to unpublished price sensitive information relating to the Company. The Compliance Office has been appointed for monitoring adherence to the said Regulations.

### **DISCLOSURES**

- (a) There are no transactions with related parties 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 Exchange 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. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel has been denied access to the Audit Committee.
- (d) Secretarial Audit :- 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 secretarial 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.

### DISCLOSURES ON NON-MANDATORY REQUIREMENTS

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

- a) None of the Independent Directors on the Board of the Company has served for the tenure of exceeding nine years. 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) The Company has not setup Compensation and Remuneration Committee.
- c) We publish our quarterly results and half yearly results in widely circulated newspapers whereas we did not send half yearly results to any of shareholders.
- d) The financial statements of the Company are unqualified.
- e) The Board of Directors of the Company at its meeting held on 22nd June 2009 has adopted the Whistle Blower Policy and appointed an ombudsperson. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee.

### MEANS OF COMMUNICATIONS

- The Company regularly provides information to the Stock Exchanges as per the requirements of the listing Agreement.
- The Quarterly/Half Yearly/Nine Months & Annual Results have been submitted to Bombay Stock Exchange Ltd. and published in the leading English Newspapers i.e. Financial Express and in vernacular language Newspaper i.e. Mahanayak.
- Company is not yet started to post its Quarterly Results/Half Yearly/ Nine Months & Annual Results on its website.
- Official News releases are also yet to be posted on its website.
- No formal representations were made to Institutional Investors or Analysts during the year under review.
- Management Discussion and Analysis forms part of the Annual Report will be posted to the shareholders of the Company.

### SHAREHOLDERS' INFORMATION

#### a. Next Annual General Meeting

The information regarding 18th Annual General Meeting for the financial year ended on 31st March 2010 is as follows :-

**Day & Date** : 28th July 2010

**Time** : 12.30 P.M.  
**Venue** : P-27, Princep Street, 3rd Floor, Kolkata - 700 072.

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

**c. Future Calendar** :

Subject Matter	Date
Financial Reporting of 1st Quarter ended on 30th June 2010	14th August, 2010
Financial Reporting of 2nd Quarter ended on 30th September 2010	15th November 2010
Financial Reporting of 3rd Quarter ended on 31st December 2010	15th February 2011
Financial Reporting of 4th Quarter ended on 31st March 2011	13th May 2011
Date of Annual General Meeting	During September 2011

**d. Date of Book Closure** : July 21 to July 28, 2010 (both days inclusive)

**e. Dividend Payment** : Nil

**f. Listing of Shares** : Annual Custody Charges to NSDL & CDSL and Annual Listing Fees for Financial year 2009-2010 have been paid to both BSE & CSE.

**h. Stock Code** : 531831 on BSE, 10013102 on CSE

**i. Depository (ISIN Code)** : INE574C01012

**j. Market Price Data** : The Commencement of Trading in Equity Shares has been resumed from January 2010 after revocation of suspension from trading in Equity Shares of the Company. Following is the Chart market price data for the information of Members.

Month	Price on BSE (Rs.) & Volume			BSE Sensitive Index	
	High	Low	Volume	High	Low
April 2009	0	0	0	11492.10	9546.29
May 2009	0	0	0	14930.54	11621.30
June 2009	0	0	0	15600.30	14016.95
July 2009	0	0	0	15732.81	13219.99
August 2009	0	0	0	16002.46	14684.45
September 2009	0	0	0	17142.52	15356.72
October 2009	0	0	0	17493.17	15805.20
November 2009	0	0	0	17290.48	15330.56
December 2009	0	0	0	17530.94	16577.78
January 2010	50.00	10.73	5605487	17790.33	15982.08
February 2010	24.60	16.50	4860502	16669.25	15651.99
March 2010	40.80	21.80	4661559	17793.01	16438.45

**k. 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.**

No. 9, Shiv Shakti Indl. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011,  
Tel : 022-23016761

**I. Share Transfer Systems**

The Share transfer is processed by the Registrar & Share Transfer Agent, M/s. Purva Sharegistry (India) Pvt. Ltd. and approved by Share Transfer Committee, if the documents are complete in all respects, within 21 days from the date of lodgment.

**m. Shareholding Pattern as on 31st March 2010**

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	4559400	22.79
Indian Bank	100	0.00
NRI/OCBS	36400	0.18
Private Corporate Bodies	4141028	20.71
Indian Public	11263272	56.32
<b>Total .....</b>	<b>20000200</b>	<b>100.00</b>

**n. Distribution of Shareholding as on 31st March 2010**

No. of Equity Shares held	No. of Share holders	% of Total Holders	No. of Shares Held	Value	% of Total Holding
1-5000	1780	77.56	370569	3705690	1.85
5001-10000	154	6.71	131524	1315240	0.66
10001-20000	60	2.61	95322	953220	0.48
20001-30000	21	0.92	54463	544630	0.27
30001-40000	11	0.48	42052	420520	0.21
40001-50000	19	0.83	91579	915790	0.46
50001-100000	44	1.92	349782	3497820	1.75
100001 & Above	206	8.98	18864909	188649090	94.32
<b>Total ...</b>	<b>2295</b>	<b>100.00</b>	<b>20000200</b>	<b>200002000</b>	<b>100.00</b>

**o. Categories of Shareholders as on 31st March 2010**

Category	No. of Share Holders	% of Share Holders	No. of Shares Held	% of Share Holding
Individuals	2134	92.98	11263272	56.32
Directors & Relatives	10	0.44	303200	1.51
Non-Resident Indians	5	0.22	36400	0.18
Indian Bank	1	0.04	100	0.00
Body Corporate	140	6.10	4141028	20.71
Local Mutual Funds	0	0	0	0.00
Promoters	5	0.22	4256200	21.28
<b>Total ...</b>	<b>2295</b>	<b>100.00</b>	<b>20000200</b>	<b>100.00</b>

**p. 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 one month from the date of issue of Shares.

The Shares of Company are listed on both Kolkata & Bombay Stock Exchange. 71.54% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2010.

**q. 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 forms can be obtained from the Company's Registrar and Share Transfer Agent.

**r. 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.

**s. 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).

**t. Brief Resume of the Directors Seeking Re-Appointment**

- Mr. Sushil Kr. Purohit, Age 56, B. Com., is having vast experience in the area of Finance and Money Market. Beside this, he is having a good skill to manage day to day affairs of the Company by his vision. He is having an experience of more than 32 Years. He is a Whole-time Director of the Company.

He is not holding any shares of the Company either in his name or in the name of his family members as on 31st March 2010.

As on 31st March 2010, he is on the Board of Directors of the following Companies.

Sr. No.	Name of the Company
1.	Sagar Tradelink Pvt. Ltd.
2.	Pragati Merchants Pvt. Ltd.
3.	Shree Balaji Tar & Chemicals Pvt. Ltd.
4.	Mercurial Merketires Pvt. Ltd.
5.	Wellplan Distributors Pvt. Ltd.
6.	Maxxon Distributors Pvt. Ltd.
7.	Jain Stock & Share Brokers Ltd.
8.	Sudhalok Traders Pvt. Ltd.
9.	Sanamex Imfinance Pvt. Ltd.
10.	Apoorva Exports Pvt. Ltd.
11.	Ratangarh Finlease Pvt. Ltd.
12.	Artlink Finvest Pvt. Ltd.
13.	Glorious Vintrade Pvt. Ltd.

Further, he is having 1 Committee Chairmanship and 1 Committee Membership in various listed cos. where he is holding position as Director.

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

No Fund has been raised via any source i.e. Public Issue, Right Issue or Preferential Allotment during last three financial years

**v. Investors Correspondence**

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

Mr. Pravin Sawant - unisys.softwares@gmail.com

**w. Outstanding GDRs./ADRs/Warrants or any convertible instruments, conversion data likely impact on Equity :**

Not Applicable.

**x. 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.

**y. Address for Correspondence**

75C Park Street, Basement,  
Kolkata - 700 016.

## 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:

To  
The Members of  
**Unisys Softwares & Holding Industries Limited**

- (a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their 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 their 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) They accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- (d) They 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 they 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.**

**Jagdish Prasad Purohit**  
Chairman & Managing Director

## SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH 2010

The Board of Directors,  
**Unisys Softwares & Holding Industries Limited**  
Kolkata

We have examined the registers, records and papers of M/s. Unisys Softwares & Holding Industries Limited as required to be maintained under the Companies Act, 1956, (hereinafter referred to as "The Act"), the rules made thereunder and also the provisions contained in the Memorandum of Association and Articles of Association of the Company for the year ended 31st March 2010.

On the basis of our examination as well as information and explanations furnished by the Company and the records made available to us, we report that:

1. Equity Shares of the Company are listed on Kolkata, Mumbai, Ahmedabad, Delhi & Jaipur Stock Exchanges.
2. All the requisite registers and other records required under the Act and the Rules made thereunder have been maintained in accordance with the requirements of the Act.
3. All the requisite forms, returns and documents have been filed with the Registrar of Companies and other authorities as required under the Act and Rules made thereunder.
4. All the requirements of the Act relating to the meetings of the Directors, Shareholders and Committees of the Board as well as relating to maintenance of the minutes of the proceedings there at have been complied with.
5. The Board of Directors of the Company is duly constituted.
6. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of Section 299 of the Companies Act, 1956.
7. The Company has not raised any fund during the year under review.
8. Share Certificates have been delivered to the transferee within Applications for transfer and transmissions of the Shares have been registered within the prescribed for this purpose.
9. The provisions of Companies Act, 1956, relating to declaration and payment of Dividend have been complied with.
10. The amounts borrowed by the Company from Banks/Bodies Corporate are within the borrowing limits of the Company. There are no borrowings which are outstanding as on March 31, 2010.
11. Necessary approval of Directors, Shareholders, Central Government and other authorities, wherever applicable and required under the Companies Act, 1956, have been obtained.
12. The Company has not altered its Memorandum of Association & Articles of Association during the year under review.

For **M/s. VKM & Associates**  
Company Secretaries

Place : Mumbai  
Date : May 31, 2010

**VIJAY KUMAR MISHRA**  
Partner



## AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

### To the Members of Unisys Softwares & Holding Industries Ltd.

We have examined the compliance of the conditions of Corporate Governance by Unisys Softwares & Holding Industries Ltd. (The Company) for the year ended 31st March 2010 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, 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 Shareholders/Investors Grievances 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 **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

Place : Kolkata  
Date : May 31, 2010

**Amit Bhattacharjee**  
Proprietor

## AUDIT REPORT

### To the Members of Unisys Softwares & Holding Industries Limited

We have audited the attached Balance Sheet of M/s. Unisys Softwares & Holding Industries Limited as at 31st March 2010 and also the Profit & Loss Account for the year ended on that day annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We have conducted our audit in accordance with auditing standards generally accepted in India. Those standards required that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also included assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

- a. As required by the Companies (Auditors' Report) Order, 2003 issued by the Department of Company Affairs in terms of Section 227 (4A) of the Companies Act 1956, we enclose in the Annexure, a statement on the matter specified in the said Order to the extent applicable;
- b. Further to our comments in the Annexure referred in paragraph 1 above, attention is invited to the following on accounts:
  - (i) The Company has no provision for non performing assets as per Non Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998 of Reserve Bank of India.
- c. Further to our comments in the annexure referred to in paragraph 1 above -
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii. The Balance Sheet, Profit & Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of accounts'
  - iv. In our opinion, the Balance Sheet, Profit & Loss Account and Cash Flow Statement together with notes of accounts dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act 1956.
  - v. On the basis of written representations received from the Directors, as on 31st March 2010, and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March 2010 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act 1956;
  - vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts, give the information required by the Companies Act

1956, and give a true and fair view in conformity with the accounting principles generally accepted in India :-

1. in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010;
2. in the case of the Profit and Loss Account, of the Profit for the year ended on that date;
3. in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

Place : Kolkata  
Date : May 31, 2010

**Amit Bhattacharjee**  
Proprietor

## ANNEXURE TO THE AUDITORS' REPORT

(Referred to in Paragraph 1 of our report of even date)

1.
  - (a) The Company has maintained proper books of records showing full particulars including quantitative details and situations of fixed assets.
  - (b) As per the information and explanations given to us, the Company is not having any Fixed Assets during the year under review.
  - (c) In our opinion and according to the information and explanation given to us, the Company has not made any substantial disposal during the year.
  - (d) The procedure of physical verification of stocks & of shares & securities followed by management are reasonable and adequate in relation to the size of the Company nature of its business.
  - (e) The Company has maintained proper record of Inventories. No discrepancies noticed on physical verification of Investments as compared to the books & records.
2. The Company does not have any inventories. Accordingly the Clause 4(ii) of the Companies, (Auditors' Report) Order 2003 is not applicable.
3.
  - (a) According to the information and explanation given to us and on the basis of records furnished before us, the Company has not granted any loans, secured or unsecured to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
  - (b) In view of above, Clause 4(iii)(a),(b),(c) and (d) of Companies (Auditors' Report) Order, 2003 are not applicable.
  - (c) According to the information and explanation given to us and on the basis of records furnished before us for the verification, the Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Act.
  - (d) In view of above, clause 4(iii)(e), (f) and (g) of Companies (Auditors' Report) Order, 2003 are not applicable.
4. In our opinion and according the information & explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of business with regard to purchase and sales. During the course of our Audit, we have not observed any continuing failure to correct major weakness of internal audit.
5.
  - (a) In our opinion and according the information & explanations given to us, the particulars of contract or arrangements that were required to be entered in the register maintained under Section 301 of the Companies Act 1956 have been so entered in the said register.
  - (b) In respect of transactions entered exceeding the value of five lacs in the register maintained in pursuance of Section 301 of the Companies Act 1956, according to information and explanation given to us, the transactions made pursuance of such contracts or arrangements have been made at prices which are prima-facie reasonable having regard to prevailing market prices at the relevant time.

6. The Company has not accepted any deposits from the public during the year hence Clause 4(vi) of Companies (Auditors' Report) Order 2003 is not applicable.
7. The Company has appointed a firm of Chartered Accountants, to carry out internal audit functions, on broadly reviewing the Audit Reports furnished before us and information and explanation given to us by the management, we are of the opinion that the Internal Audit is commensurate with the size of the Company and the nature of business.
8. We are informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act 1956 in respect of products dealt with by the Company.
9. (a) In our opinion and according to the information and explanations given to us, undisputed statutory dues including Provident Fund, Investors' Education & Protection Fund, Employees State Insurance Scheme, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, CESS and any other statutory dues have been regularly deposited in time during the year with appropriate authorities and there are no undisputed statutory dues payable for a period of six months from the date they became payable as at 31st March 2010.  
  
(b) According to the information and explanation given to us there are no disputes pending before the authorities in respect of Sales Tax, Income Tax, Custom Duty and CESS.
10. The Company does not have accumulated losses as at the end of financial year and has not incurred cash losses in the current financial year and in the immediate preceding financial year.
11. According to the records made available to us and information and explanation given to us by the management, the Company has not defaulted in repayment of any dues to financial institutions or banks.
12. According to the information and explanations given to us, the Company has not granted any loans & advances on the basis of security by way of pledge of shares, debentures and other securities.
13. In our opinion, the Company is not chit fund, nidhi, mutual fund and societies and accordingly clause 4(xiii) of Companies (Auditors' Report) Order, 2003 is not applicable.
14. In our opinion and according to the information and explanations given to us, the Company has kept adequate records of its transactions and contracts in shares, securities, debentures and other investments and timely entries have been made therein. The Shares, Securities, Debentures and Other Investments are held in the name of the Company.
15. In our opinion and according to the information and explanations given to us, the Company has not given guarantees for loans taken by others from Banks & Financial Institutions. Accordingly Clause 4(xv) of Companies (Auditors' Report) Order, 2003 is not applicable.
16. In our opinion and according to the information and explanations given to us, the Company has not obtained any Term Loan. Accordingly Clause 4(xvi) of Companies (Auditors' Report) Order, 2003 is not applicable.

17. According to the information and explanations given to us and on the basis of and overall examination of the Balance Sheet of the Company, no funds raised on short term basis have been utilized for long term investment and vice versa.
18. The company has not issued any equity shares and debentures during the year.
19. During the period, the Company has not issued any debentures. Accordingly Clause 4(xix) of Companies (Auditors' Report) Order, 2003 is not applicable.
20. The Company has not raised any money through a Public Issue during the year under Audit. Accordingly Clause 4(xx) of Companies (Auditors' Report) Order, 2003 is not applicable.
21. During the course of examination of the books and records of the Company, carried out in accordance with generally accepted auditing practices in India, and according to the information and explanation given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the period nor we have been informed of such instances by the management.

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

Place : Kolkata  
Date : May 31, 2010

**Amit Bhattacharjee**  
Proprietor

**BALANCE SHEET AS AT MARCH 31, 2010**

	Schedule	31.3.2010 Rupees	31.3.2009 Rupees
<b>SOURCES OF FUNDS</b>			
<b>Shareholders' Funds</b>			
Share Capital	1	200,002,000	200,002,000
Reserves and Surplus	2	42,945,860	42,161,319
		<b>242,947,860</b>	<b>242,163,319</b>
<b>APPLICATION OF FUNDS</b>			
Investments	3	456,240,410	139,673,269
<b>Current Assets, Loans &amp; Advances</b>			
Sundry Debtors	4	74,092,094	562,584
Cash & Bank Balances	5	5,842,438	795,662
Deposits & Advances	6	163,917,668	170,703,652
		<b>243,852,200</b>	<b>172,061,898</b>
<b>Less : Current Liabilities &amp; Provisions</b>	7		
Sundry Creditors		103,244,591	-
Liabilities & Provisions		355,978,197	70,269,885
		<b>459,222,788</b>	<b>70,269,885</b>
Net Current Assets		<b>(215,370,588)</b>	<b>101,792,013</b>
<b>Miscellaneous Expenditure</b> (To the Extent not written off & Adjusted)			
Share Issue Expenses		698,037	698,037
Deferred Revenue Expenditure		1,380,000	-
<b>TOTAL</b>		<b>242,947,860</b>	<b>242,163,319</b>
Notes forming part of the accounts & Significant Accounting Policies	12		

As per our report of even date

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants**Amit Bhattacharjee**  
Proprietor  
Membership No. 50714**Jagdish Prasad Purohit**  
DirectorPlace : Kolkata  
Date : 31st May 2010**Sushil Kumar Purohit**  
Director

**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010**

	Schedule	31.3.2010 Rupees	31.3.2009 Rupees
<b>INCOME</b>			
Sales		73,221,444	6,570,000
Other Income	8	1,570,135	691,673
		<b>74,791,579</b>	<b>7,261,673</b>
<b>EXPENDITURE</b>			
Purchases		73,159,185	6,400,000
Payment & Provision to Employees	9	292,750	190,750
Administrative Expenses	10	400,569	290,776
		<b>73,852,504</b>	<b>6,881,526</b>
Profit before Tax		939,075	380,147
Provision for Taxation		154,534	46,419
Provision for Fringe Benefit Tax		-	1,791
Profit available for Appropriation		784,541	331,937
Transfer to General Reserve		156,910	66,415
Profit brought forward from previous year		5,680,404	5,414,882
Profit carried to Balance Sheet		<b>6,308,035</b>	<b>5,680,404</b>
Earnings Per Share (Basic & Diluted) (Face Value Rs. 10/- per share)	11	0.04	0.02
Notes forming part of the accounts & Significant Accounting Policies	12		

As per our report of even date

For **Manabendra Bhattacharyya & Co.**  
Chartered Accountants

**Amit Bhattacharjee**  
Proprietor  
Membership No. 50714

**Jagdish Prasad Purohit**  
Director

Place : Kolkata  
Date : 31st May 2010

**Sushil Kumar Purohit**  
Director



SCHEDULES TO ACCOUNTS	31.03.2010 Rupees	31.03.2009 Rupees
<b>SCHEDULE 1</b>		
<b>SHARE CAPITAL</b>		
<b>Authorised</b>		
210,00,000 Equity Shares of Rs. 10/- each	210,000,000	210,000,000
<b>Issued, Subscribed &amp; Paid-up</b>		
200,00,200 Equity Shares of Rs. 10/- each fully paid-up	200,002,000	200,002,000
	<u>200,002,000</u>	<u>200,002,000</u>
<b>SCHEDULE 2</b>		
<b>RESERVES &amp; SURPLUS</b>		
Profit & Loss Account - Balance	6,308,035	5,680,404
General Reserve	223,325	66,415
Share Premium Account	36,414,500	36,414,500
	<u>42,945,860</u>	<u>42,161,319</u>
<b>SCHEDULE 3</b>		
<b>INVESTMENTS</b>		
<b>Quoted (At Cost)</b>		
94,998 (Previous Year 94,998) Shares of GHCL Ltd	8,551,774	8,551,774
1,600 (Previous Year 1,600) Shares of Seamac Ltd	1,446,396	1,446,396
79,878 (Previous Year Nil) Shares of Golden Tabacco Ltd	11,842,165	-
1,85,000 (Previous Year Nil) Shares of Orissa Sponge Ltd	64,037,476	-
<b>(Market Value of Quoted Investments as on 31st March 2010 is Rs. 7,73,99,420/- )</b>	<u>85,877,810</u>	<u>9,998,169</u>
<b>Unquoted (At Cost)</b>		
Investment in Unlisted Equity Shares	370,362,600	129,675,100
<b>Total ....</b>	<u>456,240,410</u>	<u>139,673,269</u>
<b>SCHEDULE 4</b>		
<b>CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>Sundry Debtors</b>		
(Unsecured, Considered good)		
Outstanding for more than six months	170,000	-
Others	73,922,094	562,584
	<u>74,092,094</u>	<u>562,584</u>

SCHEDULES TO ACCOUNTS	31.03.2010 Rupees	31.03.2009 Rupees
<b>SCHEDULE 5</b>		
<b>Cash &amp; Bank Balances</b>		
Cash Balance	202,062	151,474
Balance with Scheduled Bank	5,640,376	644,188
	<u>5,842,438</u>	<u>795,662</u>
<b>SCHEDULE 6</b>		
<b>Loans And Advances</b>		
(Unsecured, Considered good)		
Advances for Software Developments	92,295,000	92,295,000
Advances for Other Activities	62,381,500	65,537,534
Share Application (Pending Allotment)	8,697,000	12,230,000
TDS & Others	544,168	641,118
	<u>163,917,668</u>	<u>170,703,652</u>
<b>SCHEDULE 7</b>		
<b>CURRENT LIABILITIES &amp; PROVISIONS</b>		
Sundry Creditors	103,244,591	-
Liabilities & Provisions		
For Expenses	57,477	190,017
Advance Against Software Sale	343,795,000	70,000,000
Other Advance	11,891,318	-
For Taxation	231,362	76,828
For Fringe Benefit Tax	3,040	3,040
	<u>355,978,197</u>	<u>70,269,885</u>
<b>SCHEDULE 8</b>		
<b>OTHER INCOME</b>		
Profit from Purchase & Sale of Shares	700,650	-
Short Term Capital Gain	869,485	-
Commission Recd	-	442,748
Interest Recd.	-	19,000
Dividend Recd.	-	229,925
	<u>1,570,135</u>	<u>691,673</u>

<b>SCHEDULES TO ACCOUNTS</b>	<b>31.03.2010</b> Rupees	31.03.2009 Rupees
<b>SCHEDULE 9</b>		
<b>PERSONNEL EXPENSES</b>		
Salary to Staff	262,750	178,750
Staff Welfare Expenses	30,000	12,000
	<b>292,750</b>	<b>190,750</b>
<b>SCHEDULE 10</b>		
<b>ADMINISTRATION EXPENSES</b>		
Conveyance & Travelling	17,191	14,350
Legal & Professional Charges	19,500	19,500
Advertisement	11,690	9,366
Printing & Stationery	32,886	28,450
Postage & Telephone	11,434	10,430
Share Registrar's Charges	19,565	32,498
ROC Filing Fees	4,000	4,500
Miscellaneous Expenses	27,880	18,949
Bank Charges	331	40,908
Share Holders' Meeting Expenses	13,300	12,650
Listing & Depository Fees	187,192	74,535
Value Added Tax (VAT)	30,000	-
Audit Fees	25,600	24,640
	<b>400,569</b>	<b>290,776</b>
<b>SCHEDULE 11</b>		
<b>EARNING PER EQUITY SHARE</b>		
Net Profit after tax available for Equity Shareholders	784,541	331,937
No. of Equity Shares	20,000,200	20,000,200
Basic and Diluted Earning per Share (Rs.)	0.04	0.02

## SCHEDULE 12

### ACCOUNTING POLICIES & NOTES FORMING PART OF THE ACCOUNTS

#### Significant Accounting Policies

##### General

##### Basis of Preparation of Financial Statements

1. The Financial Statements are prepared on mercantile basis under the historical cost convention in accordance with the generally accepted accounting principles in India, Accounting Standards notified under section 211(3C) of the Companies Act 1956, read with the Companies (Accounting Standard) Rules, 2006 and the other relevant provisions of the Companies Act, 1956.

##### Fixed Assets

2. Fixed Assets are stated at cost less Depreciation, cost comprises of the purchases price and other attributable costs. Depreciation on assets is provided on written down value method as per rates prescribed in Schedule XIV to the Companies Act 1956.

##### Depreciation

3. No Depreciation has been provided during the year due to lack of any Fixed Assets with the Company.

##### Inventories

4. Inventories of Work-in-Progress, Raw Materials, Stores and Spares and Finished Goods are valued at cost and the same is done on FIFO basis. Stock of Shares is valued at cost.

##### Investments

5. Stock / Securities acquired and intended to be held for a longer period are classified as Investments.
6. Investments are valued at cost of acquisition with the provision where necessary for diminution, other than temporary, in the value of investments.

##### Revenue Recognition

7. Income is accounted on accrual basis except Dividend.

##### Retirement Benefit

8. None of the Employee has completed the service period to become eligible for payment of gratuity.

##### Income Tax

9. Tax expenses comprise of current, deferred and fringe benefit tax.
10. Provision for current income tax and fringe benefit tax is made on the basis of relevant provisions of Income Tax Act, 1961 as applicable to the financial year.

11. Deferred Tax is recognized subject to the consideration of prudence on timing differences, being the difference between taxable Income and Accounting Income that originate in one period and are capable of reversal in one or more subsequent periods.

#### **Provisions, Contingent Liabilities & Contingent Assets**

12. 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.
13. 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.
14. Contingent Assets are neither recognized nor disclosed.

#### **Others**

15. None of the Raw Materials, Stores, Spares and Components consumed or purchased during the year have been imported.
16. None of the Earnings / Expenditures is in Foreign Currency.
17. Balance of Debtors, Creditors, Deposits, Loans and Advances are subject to confirmation.
18. In the opinion of the Board, the Current Assets, Loans & Advances are approximately of the value stated if realized in the ordinary course of business. The provision for depreciation and all known liabilities are adequate and not in excess of the amounts reasonably necessary.
19. Investments of the Company have been considered by the management to be of a long term nature and hence they are long term investments and are valued at cost of acquisitions.

#### **Segment Report**

20. Segment reporting as defined in Accounting Standard 17 is not applicable as the Company was primarily engaged in the business of Software Trading. As informed to us, there are not separate segment within the Company as defined as 17 (Segment Report).

#### **Notes to Accounts**

21. 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**

22. Contingent Liabilities not provided for - Rs. Nil

#### **Particulars of Director's Remuneration (In Rupees)**

23. Rs. Nil has been paid to Directors as Remuneration for the Year (P.Y. Rs. Nil)

**Related Party Transactions**

24. Key Management Personnel -
- Mr. Jagdish Prasad Purohit
  - Mr. Sushil Kr. Purohit
25. Subsidiary & Group Companies or Companies under same management - Not Any.
26. Details of transactions with related parties -

Transaction with related parties	Subsidiary Companies	Key Management Personnel & Relatives
Remuneration	-	Nil
	( - )	(Nil)
<b>Investments:</b>		
Investment in Subsidiary	( - )	( - )
	( - )	( - )
Investment in Group Cos.	Nil	-
	Nil	( - )

**Differed Tax on Income**

27. Differed Tax Asset (Net) for the year ended 31st March 2010 amounts to Rs 292/-
28. Remuneration to Auditors

Particulars	31.03.2010	31.03.2009
Remuneration to Auditors for Audit Purpose	25,600	24,640

**Earning per Equity Share**

	Unit	31.03.2010	31.03.2009
Net Profit after Tax available for Share holders	Rs.	7,84,541	3,31,937
No. of Equity Shares	No.	20000200	20000200
Basis & Diluted Earning Per Share (Rs.)	Rs.	0.04	0.02

30. Sundry Debtors and creditors are subject to confirmation and reconciliation.
31. 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, 2010. 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.
32. Information pursuant to provisions of paragraph 3,4(C) and 4(D) of Part II of Schedule VI of the Companies Act, 1956 to the extent applicable is as under:

33. Details of sales and purchases in respect of stock in trade:

Opening Stock		Purchases		Sales		Closing Stock	
Qty.	Value	Qty.	Value	Qty.	Value	Qty.	Value
-	-	804	7,31,59,185	804	7,32,21,444	-	-

34. 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 **Manabendra Bhattacharyya & Co.**

Chartered Accountants

**Amit Bhattacharjee**

Proprietor

Membership No. 50714

**Jagdish Prasad Purohit**

Director

Place : Kolkata

Date : 31st May 2010

**Sushil Kumar Purohit**

Director

**Statement of Cash Flow Annexed to the Balance Sheet  
as at 31st March, 2010**

	31.03.2010	Rs. in Lacs 31.03.2009
	Rs.	Rs.
<b>A. Cash Flow from Operating Activities</b>		
Net Profit before tax and extraordinary Items	939,075	380,147
Adjustments for		
Depreciation	-	-
Preliminary/ Share issue exp. Written off	-	-
Interest Received	-	-
Operating profit before working capital changes	939,075	380,147
Adjustments for		
Decrease (Increase) in Trade and other Receivables	(73,529,510)	5,264,766
Inventories	-	-
Loans & Advances	6,785,984	(12,309,198)
Increase (Decrease) in Trade Payable and Provisions	388,952,903	70,038,310
Cash Generated from operations	322,209,377	62,993,878
Income Tax Paid For The Year	(154,534)	(48,210)
<b>Net Cash From Operating Activities</b>	<b>322,993,918</b>	<b>63,325,815</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets	-	-
Sale of Investments	(316,567,141)	(62,840,569)
Interest Received	-	-
Dividend Received	-	-
<b>Net Cash from Investing Activities</b>	<b>(316,567,141)</b>	<b>(62,840,569)</b>
<b>C. Cash Flow From Financing Activities</b>		
Financial Expenses Paid	(1,380,000)	-
<b>Net Cash used in Financing Activities</b>	<b>(436,995)</b>	<b>-</b>
Net Increase in Cash & Cash Equivalents	5,046,776	485,246
Opening Balance of Cash & Cash Equivalents	795,662	310,416
Closing Balance of Cash & Cash Equivalents	5,842,438	795,662

For and on behalf of the Board

**Jagdish Prasad Purohit**

Chairman & Managing Director

Kolkata, May 31, 2010

We have verified the attached Cash Flow Statement of Unisys Softwares & Holding Industries Ltd. derived from Audited Financial Statements and the books and records maintained by the Company for the year ended 31st March, 2010 and found the same in agreement therewith.

For **Manabendra Bhattacharyya & Co.**

Chartered Accountants

**Amit Bhattacharjee**

Proprietor

Kolkata, May 31, 2010



**STATEMENT PURSUANT TO PART IV OF SCHEDULE VI  
TO THE COMPANIES ACT, 1956**

**Balance Sheet Abstract and Company's General Business Profile**

**I Registration Details**

Registration No.	:	56742
State Code No.	:	21
Balance Sheet Date	:	31.03.2010

**II Capital raised during the year**

Public Issue	:	Nil
Right Issue	:	Nil
Bonus Issue	:	Nil
Private Placement	:	Nil

**III Position of Mobilisation and Deployment of Funds (Amount in Rs. in Thousands)**

Total Liabilities	:	242948
Total Assets	:	242948

**Sources of funds**

Paid-up Capital	:	200002
Reserves & Surplus	:	42946
Secured Loans	:	Nil
Unsecured Loans	:	Nil

**Application of funds**

Net Fixed Assets	:	Nil
Investments	:	456240
Net Current Assets	:	-215371
Miscellaneous Expenditures	:	2078
Accumulated losses	:	Nil

**IV Performance of Company (Amount in Rs. in Thousands)**

Turnover	:	74792
Total Expenditure	:	73853
Profit before taxes	:	939
Profit after taxes	:	785
Earning Per Share	:	0.04
Dividend rate	:	Nil

**V Generic Names of Three Principal Products/Services of the Company**

<u>Product Description</u>	<u>Item Code No.</u>
NBFC	N.A.
SOFTWARE DEVELOPMENT	N.A.

# Unisys Softwares & Holding Industries Ltd.

75C, Park Street, Kolkata-700 016

## PROXY FORM

I/We \_\_\_\_\_ resident of \_\_\_\_\_  
in the district of \_\_\_\_\_ being member/members of the above  
named Company, hereby appoint \_\_\_\_\_  
resident of \_\_\_\_\_ in the district of \_\_\_\_\_ or  
failing him \_\_\_\_\_ resident of  
\_\_\_\_\_ in the district of \_\_\_\_\_  
\_\_\_\_\_ as my/our proxy to attend and vote for me/us on my/our behalf  
at the Annual General Meeting of the Company to be held on Wednesday, the 28th day of  
July 2010 at 12.30 A.M., at P-27, Princep Street, 3rd Floor, Kolkata-700 072 and any  
adjournment thereof.

Registered Folio No./DP-Client ID \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Signed on this \_\_\_\_\_ day of \_\_\_\_\_ 2010.

Signed by the said \_\_\_\_\_

Signature of Proxy \_\_\_\_\_

Attested by Shareholder \_\_\_\_\_

Affix  
Revenue  
Stamp



# Unisys Softwares & Holding Industries Ltd.

75C, Park Street, Kolkata-700 016

## ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company held on Monday,  
the 28th day of July 2010 at 12.30 A.M., at P-27, Princep Street, 3rd Floor, Kolkata-700 072.

Name of Shareholder/s \_\_\_\_\_

Father/Husband's Name \_\_\_\_\_

Name of Proxy or Company Representative \_\_\_\_\_

Registered Folio No./DP-Client ID \_\_\_\_\_ No. of Shares held \_\_\_\_\_

Signature of the Shareholder(s) or Proxy or Company Representative \_\_\_\_\_

**No gift of any nature will be distributed at the Annual General Meeting**

# BOOK-POST

*If undelivered, please return to :*

**Unisys Softwares & Holding Industries Ltd.**  
75C, Park Street, Kolkata-700 016