

**21st Annual Report
2012 - 2013**

**UNISYS
SOFTWARES & HOLDING
INDUSTRIES LTD.**

U N I S Y S

Unisys Softwares & Holding Industries Ltd.

BOARD OF DIRECTORS

Jagdish Prasad Purohit
Sushil Kumar Purohit
Ashok Bothra
Joharpal Singh

Chairman & Managing Director
Executive Director
Independent Director
Independent Director

REGISTERED OFFICE

75C, Park Street
Kolkata-700 016

BANKERS

Oriental Bank of Commerce
Kotak Mahindra Bank Ltd.
Canara Bank

AUDITORS

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

ANNUAL GENERAL MEETING

Date : 27th September 2013
Time : 2.30 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 Twenty-First Annual General Meeting of the members of **UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.** will be held on Friday, the 27th day of September 2013 at 2.30 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 2013.
2. To appoint Director in place of Mr. Ashok Bothra, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

"**RESOLVED THAT** M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, to examine and audit the accounts of the Company for the financial year 2013-2014, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes."

Notes :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company.
2. 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.
3. The Register of Member and the Share Transfer Books of the Company will remain closed from 20th September 2013 to 27th September 2013 (both days inclusive).
4. A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.
5. 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.
6. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.

7. 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.
8. 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.
9. 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 Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011.
10. 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.
11. 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.
12. 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.
13. Members are requested to bring copies of Annual Report to the Annual General Meeting.
14. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
15. Members are requested to quote Folio Number/Client ID in their correspondence.
16. The Equity shares of the Company are listed on Kolkata, Mumbai, Delhi, Ahmedabad & Jaipur Stock Exchanges and Listing Fees for the financial year 2013-2014 have been paid to Kolkata & Bombay Stock Exchanges.

Details of Director seeking re-appointment in the 21st Annual General Meeting on 27th September 2013 (in term of Clause 49 of the Listing Agreement)

<p>Ashok Bothra Fathers' Name Date of Birth Date of Appointment Expertise in specific functional areas Years of Experience Qualifications List of outside Directorship held Member of Committee on the Board Member/Chairman of Committee in other Companies No. of Shares held in own name or in the name of Relatives</p>	<p>K. N. Bothra 8th August 1965 20th February 2010 In depth knowledge of Company Law, Accounts, Audit, Taxation & Capital Market related activities 16 Years B. Com. 1. Anugraha Jewellers Limited 2. Global Infratech & Finance Limited 3. Dynamic Portfolio Management & Services Ltd. 4. JMD Telefilms Industries Limited 5. GCM Securities Limited Chairman - Audit Committee Chairman - Share Transfer Committee Member - Investor Grievance Committee ❖ Global Infratech & Finance Ltd. ♦ Member - Audit Committee & Share Transfer Committee. ♦ Chairman - Investor Grievance Committee ❖ JMD Telefilms Industries Limited ♦ Member - Audit Committee & Share Transfer Committee. ♦ Chairman - Investor Grievance Committee ❖ Dynamic Portfolio Management & Services Ltd. ♦ Member - Audit Committee and Share Transfer Committee ♦ Chairman - Investor Grievance Committee Nil</p>
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Kolkata, May 30, 2013

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

To The Members,

Your Directors have pleasure in presenting the Twenty-first Annual Report of your Company together with the Audited Statements of Accounts for the year ended March 31, 2013.

(₹ in Lacs)

Financial Results	Year Ended 31.03.2013	Year Ended 31.03.2012
Income	33473.54	20170.44
Profit before Tax & extraordinary item	102.11	166.20
Less : Provision for Taxation	20.02	26.82
Profit after Tax	82.09	139.38
Less : Adjustment of Tax of Earlier Years	1.07	1.65
Less : Transfer to General Reserve	16.20	27.56
Add : Profit brought forward from Previous Year	286.57	176.40
Balance carried forward	302.77	286.57

OVERVIEW OF ECONOMY

According to the latest estimates, Indian Economy grew by 5% in FY 2013, reflecting lower than expected growth in both industry and services sectors. Inflation also was at elevated levels. However with commodity and crude oil prices on the decline from the peak and with various policy initiatives coming through, the Economy is estimated to grow by around 6% in FY2014 with lower Inflation.

OVERALL PERFORMANCE & OUTLOOK

The Business environment remains extremely challenging and the recessionary economic conditions leading to slowdown in demand and inflation pushed scale up of input costs left its adverse imprint on overall performance for 2012-2013. Gross Sales has been increased during the year in comparison to last financial year but overall Net Profit has fallen due to lack of demand as well as pressure of imported items from China. The Earning has been beaten down solely by Mobile Phones & Accessories which was topmost earning tool during last financial year.

Directors are pleased to inform that in spite of difficult times, your Company, based on its intrinsic strength, has broadly maintained its performance. Net income from operations remained satisfactory to an amount of ₹ 102.11 Lac during the year in comparison to last years' income of ₹ 166.20 Lac.

The Company is in to the Business of lending its surplus fund in to the Capital and Money Market as well as providing financial assistance to Corporate and HNIs. Beside this, your Company is into the business of Advisory Services to meet the requirements of Corporate Funding for Corporate Clients. Beside above, your Company is also into the Business of trading of Software (Mobile Applications) and Mobile handsets.

DIVIDEND

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

SUBSIDIARY COMPANY

The Company does not have any Subsidiary Company.

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

In accordance with the provisions of Act and Articles of Association of your Company, Mr. Ashok Bothra, Director of your Company, retires by rotation and are due for election at the ensuing Annual General Meeting. Mr. Ashok Bothra, being eligible, offers himself for re-appointment.

The Board recommends the appointment of Mr. Ashok Bothra pursuant to the applicable provisions of the Act. The resolutions seeking your approval on this item along with the requisite disclosures/explanatory statement are included in the Notice for convening the Annual General Meeting.

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

DIRECTORS RESPONSIBILITY STATEMENT

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

1. In the preparation of the annual accounts, for the year ended 31st March 2013, all the applicable accounting standards prescribed by the Institute of Chartered Accountants of India have been followed;
2. The Directors had 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 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; and
4. The Directors had prepared the annual accounts on a going concern basis.

STATUTORY INFORMATION

The Company being basically in the Software trading business as well as an Investor in Capital & Money Market, requirement, regarding and disclosures of Particulars of conservation of energy and technology absorption prescribed by the rule is not applicable to us.

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 and deploy/absorb technology wherever feasible, relevant and appropriate.

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

The Auditors M/s B. S. Kedia & 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 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.

PARTICULARS OF EMPLOYEES

People are the backbone of our operations. It is a matter of great satisfaction for our Company that our employees have been very supportive of the Company's plan. By far the employee's relations have been cordial throughout the year.

The information as required by provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particular of employees) amendments rules, 1975 is reported to be NIL.

PARTICULARS UNDER SECTION 217 (1) (E) OF THE COMPANIES ACT, 1956

The Company is having no business other than the business of Software trading, trading of Mobile and Mobile Accessories, Investing in Securities Market as well as to lend money to Corporate and HNIs during the year under review and 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.

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 deposits from the public within the meaning of section 58A of the Companies Act 1956 and the rules there under.

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 the 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 30, 2013

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

MANAGEMENT DISCUSSION & ANALYSIS

MACRO ECONOMIC ENVIRONMENT

The year 2012 had been a year of slow growth world over and as per IMF forecast Global Economy is likely to show a growth of 3.3% during 2013 as compared to growth of 3.2% during 2012. The Global Economies witnessed a subdued growth with diverging growth paths across major economies. US economy which has registered a modest recovery is again subject to the adverse impact of the budget sequestration which will gradually gain pace during 2013. Japan's economy has shown signs of improvement on account of monetary and fiscal stimulus undertaken. The sovereign debt crises and the danger of a banking system meltdown in peripheral euro zone countries coupled with contraction in its major economies like Germany has resulted in negative growth in Euro zone.

The growth in the Emerging Market Economies which are viewed as growth engines of the world economy world over; have also slowed down with Brazil and South Africa registering accelerated growth where as Russia, China and India recorded a lower growth.

According to the Central Statistics Office's advance estimate of GDP growth, Indian Economy is expected to grow at 5% during the year 2012-13 as compared to a growth of 6.21% registered during 2011-12. This has been mainly on account of weak industrial activity compounded by domestic supply bottlenecks and slackening of external demand. This has also slowdown the growth in the service sector which has been the main driver of the growth.

The Reserve Bank of India in order to strike a balance in growth- inflation dynamics have initiated various measures during 2012-2013 to provide greater liquidity to financial system. This has resulted in moderating the headline inflation within its acceptable level. The food inflation as measured by new combined (rural and urban) consumer price index (CPI) remains in double digit is a cause of concern. The measures initiated are expected to result in moderate growth in GDP in the second half of 2013-2014.

REVIEW OF OPERATIONS & SEGMENTAL PERFORMANCE

The performance of the Company during the year was in line and the Company has done well in spite of recession, higher inflation rate, and higher risk of bankruptcy in Money Market in terms of safety and security as well as lack luster performance of Capital Market. Even the demand in Software business has fallen in big way due to online availability of such software applications which has also affected the business of the Company during the year.

Net income from operations remained at ₹ 102.11 Lac for the year in comparison to last year's figure of ₹ 166.20 Lac. The Net Profit of the Company after Extra-Ordinary items, stood at ₹ 81.02 Lac in comparison to last years' figure of ₹ 137.73 Lac.

In term of Segmental Operations, the Company has earned a Gross Profit of ₹ 122.11 Lac from Interest on Loan, ₹ 29.36 Lac from Sale of Mobile & Mobile Application Software and ₹ 47.30 Lac from Capital Market related activities and ₹ 39.43 Lac from other activities.

BUSINESS SEGMENT

During the year, the Company was into the business NBFC activities and Investment activities in Capital Market. Apart from this the Company was doing trading in Software products and Mobile Phone Accessories in accordance with the Accounting Standard 17 notified by Companies (Accounting Standards) Rules 2006.

OPPORTUNITIES

The Indian money market is "a market for short-term and Long term funds with maturity ranging from overnight to one year and includes financial instruments that are deemed to be close substitutes of money. It is diversified and has evolved through many stages, from the conventional platform of treasury bills and call money to commercial paper, certificates of deposit, repos, FRAs and IRS more recently.

The Indian money market consists of diverse sub-markets, each dealing in a particular type of short-term credit. The money market fulfills the borrowing and investment requirements of providers and users of short-term funds, and balances the demand for and supply of short-term funds by providing an equilibrium mechanism.

In Stock Market or Capital Market, the first and foremost thing of strength is its ability to provide high return. SEBI is a regulatory body of Indian stock market which protects the interest of the investors which is an added benefit of Stock Market. Large number of securities which provides medium for investment and thus people can make money by way of investing wisely in Stock Market. Large numbers of Brokers are there in Market who plays a role of facilitator for investment.

In term of Mobile Applications, as the number of mobile application users is growing with the increase of smart phones and tablets, traditional software companies like Wipro, Infosys and TCS are also shifting their focus to mobile computing.

According to IT research firm Gartner Inc, worldwide mobile application store revenue is projected to surpass \$15.1 billion in 2011, both from end-users buying applications as well as applications themselves generating advertising revenue for their developers.

Seeing the huge margins and future growth potential, companies are eager to grab a pie of this market and are shifting their focus to the mobile application software market.

The mobile applications market is fast growing globally and with the advent of the smart phones in India, the market is expected to multiply by at least three-fold in the next five years.

THREATS & CONCERNS

The Indian economy is caught between low growth and stubbornly high inflation. Last month, the International Monetary Fund (IMF) revised the year-over-year GDP growth forecast of India to 5.7 percent for 2013, down from its January estimate of 5.9 percent. The IMF attributed structural factors as the primary reasons for the poor performance, rather than the cyclical factors cited by the government last month. Additionally, the IMF expects consumer-price inflation to remain at around 10 percent in 2013 due to a rise in food and fuel prices. Lately, there have been signs of easing inflationary pressures. The wholesale-price inflation has steadily decreased since late 2012, while consumer-price

inflation went below 10 percent this May, as the economy operates below capacity. However, the government's attempt to reduce the fuel subsidy bill by raising administered fuel prices will likely reverse the fall in inflation in the remaining part of the year.

The situation for India is unique because both fiscal and monetary policies have had limited flexibility to bail out the economy. High fiscal and current-account deficits restrict the government's ability to undertake proactive stimulus programs to boost the economy. The level of domestic inflation remains higher than the Reserve Bank of India's (RBI's) comfort level, which limits the RBI's ability to ease monetary policy further. Despite such pressures, the RBI is expected to reduce the policy rates, though marginally, in order to boost economic activity in the country.

Fiscal deficit is expected to be 5.3 percent of GDP in 2012-2013, while the current account recorded the largest-ever deficit of 6.7 percent of GDP in the third quarter of 2012-2013. The government's strategy of fiscal consolidation has repeatedly gone off course since 2008 due to a series of unfavorable developments. Since last September, the government has taken bold measures to cut down fuel subsidies to prop up public finance, helping the government to restrict the fiscal deficit within the revised target of 5.1 percent of GDP. However, with general elections being just a year away, progress in this direction will be limited and even likely reverse.

RISK MANAGEMENT

The Company has aligned its policy on risk assessment in line with global approach and risk assessment reports are reviewed on regular intervals. The Company has adopted a focused approach towards risk management in the form of a corporate insurance program which has the goal of optimizing the financing of insurable risks by using a combination of risk retention and risk transfer. The program covers all potential risks relating to business operations of the Company at its various locations.

The Company's business critical software is operated on a server with regular maintenance and back-up of data and is connected to other computer server. The system's parallel architecture overcomes failures and breakdowns. Reliable and permanently updated tools guard against virus attacks. Updated tools are regularly loaded to ensure a virus free environment.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilisation of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has retained the services of independent firms of professionals to function as internal auditors and provide reports on various activities covering observations on adequacy of internal controls and their recommendations. Findings of internal audit reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board. During the year, internal audit team of Company performed audits of major operational areas of the Company and carried out elaborate checks and verification

and shared their findings with top management for remediation of minor gaps wherever required.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2012-2013, 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.

The Company believes that learning is an ongoing process. Towards this end, the Company has built a training infrastructure which seeks to upgrade skill levels across grades and functions through a combination of in-house and external programme.

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 process 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 30, 2013

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 DIRECTORS' 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 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;
- ✓ Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

BOARD OF DIRECTORS

Composition of Directors

The Board has four members with an executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

All the Directors are liable to retire by rotation as per Article 128 of the Article of Association and eligible for re-election.

None of the non-executive directors has any material pecuniary relationships or transactions with the company, its promoters, directors and associates which in their judgment would affect their independence. None of the directors are inter-se related to each other.

The Board of Directors met 5 times on 12th May, 30th June, 13th August, and 12th November in year 2012 and on 12th February in the year 2013 during the financial year 2012-2013.

The composition and category of the Board of Directors as at March 31, 2013, 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	Board Meetings Attended	Whether Attended AGM	Committee Membership	Committee Chairmanship	No. of Directorship in other Public Ltd. Co.
Jagdish Prasad Purohit*	Chairman & Managing Director	5	Yes	3	Nil	3
Sushil Kr. Purohit	Executive Director	5	Yes	3	Nil	1
Ashok Bothra	Independent Director	5	Yes	6	3	5
Joharpal Singh	Independent Director	5	Yes	Nil	Nil	Nil

*Chairman of the Committee

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 primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Unisys Softwares & Holding Industries Ltd. (the "Company") in fulfilling its oversight responsibilities with respect to (a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, stock exchanges and others, (b) the Company's compliances with legal and regulatory requirements, (c) the Company's independent auditors' qualification and independence, (d) the audit of the Company's Financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

TERMS OF REFERENCES

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting System, internal control system, discussion on quarterly, half-yearly and annual financial results, interaction with Statutory & Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and fixing their remuneration, appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions & Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of Clause 49 of the Listing Agreement. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Additionally, the following terms of reference were issued to the Audit Committee by the Board of Directors:

- a) to consider and recommend to the Board the investment guidelines for Capital and Money Market operations;

- b) to review the Annual Budget;
- c) to take note of the significant decisions taken or important developments considered at the Management
- d) Committee/Working Board Meetings; and
- e) to carry out any other duties that may be delegated to the Audit Committee by the Board of Directors from time-to-time.

Authority and Responsibilities

The Audit Committee has power to investigate any activity within its terms of reference, call upon any of the Employees of the Company, to obtain outside legal or other professional advice as and when the same is being required and to secure attendance of outsiders with relevant expertise, if it considers necessary.

Following are the Role of Audit Committee -

1. 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.
2. 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.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956
 - 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 utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
8. 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.
9. Discussion with internal auditors any significant findings and follow up there on.
10. 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.
11. 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.
12. 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.
13. To review the functioning of the Whistle Blower mechanism.
14. 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 & background, etc. of the candidate.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

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

- 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 To review the annual financial statements and to recommend their adoption to the Board, with particular reference to disclosure of any related party transaction;
- vi To review the Quarterly financial statements and recommend their adoption to the Board; and
- vii The appointment, removal and terms of remuneration of the Chief internal auditor.

The members of Audit Committee met 5 times on 12th May, 30th June, 13th August, and 12th November in year 2012 and on 12th February in the year 2013 during the financial year 2012-2013.

Name	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit	5	5
Mr. Ashok Bothra*	5	5
Mr. Joharpal Singh	5	5

*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 Director was Nil during the financial year 2012-2013.

No Stock option has been allotted to any of the Directors during the financial year 2012-2013.

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 Mr. Sushil Kr. Purohit with other Independent Director namely Mr. Ashok Bothra.

The members of Share Transfer Committee met 19 times on 14th April, 30th April, 15th May, 31st May, 15th June, 30th June, 14th July, 31st July, 14th August, 31st August, 15th September, 31st October, 16th November, 30th November, 15th December and on 31st December in year 2012 & on 31st January, 28th February and 15th March in year 2013 during the financial year ended on 31st March 2013.

Name	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit*	19	19
Mr. Sushil Kr. Purohit	19	19
Mr. Ashok Bothra	19	19

*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, Ministry of Corporate Affairs 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 2, May 2, June 4, July 2, August 1, September 3, October 1, November 1 and December 3 in year 2012 and on January 2, February 1 and March 1 in year 2013.

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

Name	Position	Category	Meetings Attended
Mr. Joharpal Singh*	Chairman	Independent, Non-Executive	12
Mr. Jagdish Prasad Purohit	Member	Executive, Managing Director	12
Mr. Ashok Bothra	Member	Independent, Non-Executive	12

*Chairman of Committee

DETAILS OF SHAREHOLDERS' COMPLAINTS

There was Nil Complaint at the beginning of Financial Year. During the year the Company has received one complaint from its Members which was being resolved. Further, there were Nil Complaints at the end of Financial Year ending on 31st March 2013.

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

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
20th Annual General Meeting	27th September 2012, 12.30 PM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.
19th Annual General Meeting	27th September 2011, 12.30 PM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.
18th Annual General Meeting	28th July 2010, 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

Extra-Ordinary General Meeting was held on 29th December 2010 to seek members approval for increase in Authorized Capital from ₹ 21.00 Crore to ₹ 25.00 Crore, to update Capital Clause of Memorandum & Articles of Association and to issue 30 Lac convertible warrants (convertible into Equity Shares of ₹ 10/- on later date) at a price of ₹ 100/- per Warrant on Preferential basis.

No Extra-Ordinary General Meeting was held during remaining two out of last three financial 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 provides oversight and review the risk management policy periodically.

DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of financial statements, the Company has followed the Accounting Standards referred to in Section 211(3)(c) of the Companies Act, 1956. The Significant Accounting Policies which are consistently applied are set out in the Notes to the Financial Statements.

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 Officer has been appointed for monitoring adherence to the said Regulations.

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 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. 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.

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) There were no other related party transactions of material nature with the promoters, directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large..
- c) The Company has generally complied with all the requirements of regulatory authorities on Capital Markets.
- d) The Board of Directors of the Company has adopted the whistle Blower Policy for establishing the mechanism of employees to report to management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. The Company affirms that no employee has been denied access to the Audit Committee.
- e) The Company follows Accounting Standards issued by Institute of Chartered Accountants of India and qualification in the auditors' report have been explained in directors' report.
- f) The Company has complied with all mandatory requirement as stated in clause 49 of Listing Agreement and the non-mandatory requirement have been complied with to the extent feasible.
- g) The Company is committed to conducting its business in conformity with ethical standards and applicable Laws and Regulations. This commitment stands evidenced

by model code of conduct adopted by Board of Directors at their meeting which is applicable to each member of the Board of Director and Senior Management of the Company.

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 posts its Quarterly Results/Half Yearly/Nine Months & Annual Results on its website www.unisyssoftware.com.
- Official News releases have been posted on its web portal www.unisyssoftware.com.
- 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 is available on its website www.unisyssoftware.com and also on BSE website www.bseindia.com. Further, if Investor is desirous of getting physical copy of Annual Report, Investor can send their request to M/s. Purva Shareregistry (India) Pvt. Ltd., Registrar & Share Transfer Agent, by sending request letter or by sending email to them.

SHAREHOLDERS' INFORMATION

a. Next Annual General Meeting

The information regarding 21st Annual General Meeting for the financial year ended on 31st March 2013 is as follows :-

Date : 27th September 2013
 Time : 2.30 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 2013	Mid of August, 2013
Financial Reporting of 2nd Quarter ended on 30th September 2013	Mid of November, 2013
Financial Reporting of 3rd Quarter ended on 31st December 2013	Mid of February 2014
Financial Reporting of 4th Quarter ended on 31st March 2014	During May 2014
Date of Annual General Meeting	During September 2014

d. Date of Book Closure : September 20 to September 27, 2013 (both days inclusive)

e. Dividend Payment : No Dividend has been recommended for the year under review.

- f. **Listing of Shares** : Kolkata, Mumbai, Ahmedabad, Delhi & Jaipur Stock Exchanges.
- g. **Custody Charges & Listing Fees** : Annual Custody Charges to NSDL & CDSL and Annual Listing Fees for Financial year 2012-2013 have been paid to both BSE & CSE.
- h. **Stock Code** : 531831 on BSE, 10013102 on CSE
- i. **Depository (ISIN) Code**: INE574C01012 on both NSDL & CDSL
- j. **Market Price Data** :

Month	Price on BSE (₹) & Volume			BSE Sensitive Index	
	High	Low	Volume	High	Low
April 2012	218.90	197.55	1,791,987	2,378,371	17,664.10
May 2012	205.75	193.60	1,456,842	6,668,824	17,432.33
June 2012	208.00	196.00	1,283,959	7,775,955	17,448.48
July 2012	222.40	178.00	735,686	7,422,784	17,631.19
August 2012	218.95	160.25	389,512	10,700,861	17,972.54
September 2012	254.90	180.00	362,464	11,504,739	18,869.94
October 2012	294.00	198.05	1,930,800	18,158,900	19,137.29
November 2012	300.00	217.25	345,836	10,167,422	19,372.70
December 2012	272.00	252.00	1,260,551	14,437,988	19,612.18
January 2013	269.95	260.00	843,660	30,032,199	20,203.66
February 2013	313.00	260.00	361,416	55,952,533	19,966.69
March 2013	262.00	245.00	334,376	55,474,817	19,754.66

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 Ind. Estate, Gr. Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011, Tel : 022-23016761, website : www.purvashare.com

l. 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 15 days from the date of lodgment.

m. Shareholding Pattern as on 31st March 2013

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	5559400	24.17
Indian Bank	100	0.00
NRI/OCBS	726	0.00
Private Corporate Bodies	11835454	51.46
Indian Public	5405446	23.50
Hindu Un-divided Families	175759	0.77
Clearing Members	23315	0.10
Total	23000200	100.00

n. Distribution of Shareholding as on 31st March 2013

No. of Equity Shares held	No. of Share holders	% of Total Holders	No. of Shares Held	% of Total Holding
1-500	1051	80.72	194131	0.85
501-1000	56	4.30	46440	0.20
1001-2000	17	1.31	25064	0.11
2001-3000	7	0.54	18813	0.08
3001-4000	6	0.46	22672	0.10
4001-5000	6	0.46	27836	0.12
5001-10000	18	1.38	141192	0.61
10001 and Above	141	10.83	22524052	97.93
Total ...	1302	100.00	23000200	100.00

o. 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 Calcutta, Mumbai, Ahmedabad, Delhi & Jaipur Stock Exchanges. 86.35% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2013.

p. 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.

q. 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.

r. 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).

s. 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.

t. 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 Sharegistry (India) Pvt. Ltd. to their dedicated e-mail id i.e., "purvashr@mtnl.net.in."

u. 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.

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

Sum of ₹ 300.00 Lac has been raised via Preferential Issue of Warrants, later on converted into Equity Shares and this fund has been utilized for investment in Capital Market related activities i.e. investments in Shares and securities.

w. Investors Correspondence

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

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

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

Not Applicable.

y. 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.

z. Address for Correspondence

75C Park Street, Basement,
Kolkata-700 016

Tel : +91-33-22299198 & 22295359;

Fax : +91-33-22349712, Email : unisys.softwares@gmail.com;

URL : www.unisyssoftware.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:

To

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

Chairman & Managing Director

ANNUAL CERTIFICATE UNDER CLAUSE 49(I)(D) 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 2013.

For Unisys Softwares & Holding Industries Ltd.

S/d-

Jagdish Prasad Purohit

Chairman & Managing Director

SECRETARIAL COMPLIANCE REPORT

The Board of Directors,

Unisys Softwares & Holding Industries Limited

Kolkata

We have examined the registers, records and papers of Unisys Softwares & Holding Industries Limited as required to be maintained under the Companies Act, 1956, (hereinafter referred to as "The Act"), the rules made there under and also the provisions contained in the Memorandum of Association and Articles of Association of the Company for the year ended 31st March 2013.

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. The Company has kept and maintained all registers and records as per Annexure "A" to this certificate, as per the provisions of the Companies Act 1956 (the Act) and the rules made there under and all entries therein have been duly recorded during the year.
2. The Company has filed the forms and return as stated in Annexure "B" to this certificate, with the Registrar of Companies or other authorities within the time prescribed under the Act and the rules made there under.
3. The Company has given proper notice along with the agenda for convening of Board Meeting, Committee Meetings and Annual General Meetings during the year.
4. The proceedings of the Meetings were properly recorded in the Minutes Books during the year.
5. The Board of Directors of the Company is duly constituted during the year.
6. The Company has obtained all the necessary approvals from the Board and Shareholders as required by the Act during the year.
7. The Company has not accepted any Deposit in terms of Section 58A of the Act read with Companies (Acceptance of Deposit) Rules, 1975 during the year.
8. The Company has closed its Register of Members from 20th September 2012 to 27th September 2012 (both days inclusive) during the financial year and necessary compliance of section 154 of the Act has been made.
9. The Company has not declared dividend during last financial year and thus payment of Dividend is not required in compliance with the provisions of section 205 of the Act.
10. The Company has not paid remuneration to Managing Director of the Company during the year in terms of section 198, 269, 309 read with Schedule XIII of the Act.
11. The Company has not appointed any sole selling agent in terms of section 294 of the Act during the year.
12. The Company has not advanced any loans to its Directors or persons or firms or Companies referred to under section 295 of the Act during the year.
13. The Company has not entered into any transactions, which falls under section 297 of the Act during the year.
14. The Directors have disclosed their interest in other firms / Companies to the Board of Directors pursuant to the provisions section 299 of the Act.
15. The Company has not appointed any person as a place of profit in terms of section 314 of the Act during the year.
16. The Company has not issued any duplicate share certificate during the financial year.
17. The Company has complied with the provisions of section 372A of the Act.

18. The Company :

- a) has delivered all the Share Certificates on lodgment thereof for transfer/transmission or any other purpose in accordance with the provisions of the Act;
- b) Was not required to deposit amount in a separate Bank Account as the Company has not declared Dividend during the year.
- c) Was not required to post warrants to members of the Company within the required time as the Company has not declared Dividend during the year.
- d) Was not required to transfer any amount to Investor Education and Protection Fund.
- e) Has duly complied with the requirement of section 217.

19. The Board of Directors of the Company is duly constituted and there was no appointment of Additional Director/s alternate Director/s and Directors to fill the casual vacancy during the financial year.

20. The Company was not required to obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as prescribed under the various provisions of the Act.

21. The Company has not issued any Equity Shares under section 81(1A) of Companies Act 1956 and as per SEBI ICDR Regulations during the financial year.

22. The Company has not bought back any share during the financial year.

23. There was no redemption of preference shares or debentures during the financial year.

24. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.

25. As per the information and explanation given, the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of Section 15A during the financial year.

26. The Company has not borrowed fund from its Directors, members, public, financial institutions, banks and others during the financial year ending on 31st March 2013.

27. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one state to another during the year under scrutiny

28. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny.

29. The Company has not altered the provisions of the Memorandum with respect to the name of the Company during the year under scrutiny.

30. The Company has not altered its Memorandum of Association and Articles of Association in respect to the Share Capital of the Company.

31. There was no prosecution initiated against the Company, or Show Cause Notices received by the Company, for offences under the Act.

32. The Company has not received any money as security from its employees during the financial year 2012-2013.

For Amit R. Dadheech & Associates

Company Secretaries

Amit R. Dadheech

Proprietor

C. P. No. 8952

Place : Mumbai

Date : May 30, 2013

Annexure "A"

Register as maintained by the Company :-

Statutory Registers :

1. Register of Members u/s 150
2. Register of Directors, Managing Director, Manager and Secretary u/s 303
3. Register of Disclosures of Interest by Directors u/s 301(3)
4. Minutes Book u/s 301
5. Register of Directors Shareholding u/s 307

Annexure "B"

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending on 31st March 2013.

Sr. No.	Form N. / Return	Filed u/s	For	Whether filed within prescribed time Yes / No	If delay in filing whether requisite additional Fees paid Yes/No
1.	Form 23AC and ACA for the Financial Year ended on 31st March 2012	220	Annual Requirement	Yes	N. A.
2.	Form 20B for the Financial Year ended 31st March 2012	159	Annual Requirement	Yes	N. A.

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 2013 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 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 **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Place : Kolkata
Date : May 30, 2013

Vikash Kedia
Proprietor
Membership No.066852

AUDIT 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, 2013, 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 Management is responsible for 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 Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control 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 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 the 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 the 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. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the 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, 2013;

- 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, 2003("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by Section 227(3) of the Act, we report that:
 - (a) 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.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2013 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act.

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

Place : Kolkata
Date : May 30, 2013

Vikash Kedia
Proprietor
Membership No.066852

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 (i.e. software).
- (b) Fixed Assets (i.e. Software) have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (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.

2. The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

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.

On the basis of our examination of the records of inventory, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.

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 lac 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 pursuant 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. In our opinion, the Company has an internal audit system commensurate with the size and nature of its 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 2013.

(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 maintained proper records of transactions and contracts relating to dealing in shares, securities and other investments during the year and timely entries have been made therein. Further, such securities have been held by the Company in its own name or are in the process of transfer in its name, except to the extent of the exemption granted section 49 of the Act.
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 made preferential allotment of shares to parties and/or to the companies covered in the register maintained under section 301 of the Companies Act 1956. Therefore, the provisions of clause 4(xviii) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
19. During the period, the Company has not issued unsecured debentures on private placement basis and therefore, the provisions of clause 4(xix) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
20. The Company has not raised any money through public issue during the year and therefore, the provisions of clause 4(xx) of the Companies (Auditors Report) Order, 2003 are not applicable to the Company.
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 **B. S. Kedia & Co.**
Chartered Accountants
ICAI Registration No. 317159E

Place : Kolkata
Date : May 30, 2013

Vikash Kedia
Proprietor
Membership No.066852

BALANCE SHEET AS AT 31st MARCH, 2013

	Note No.	31.3.2013 ₹	31.3.2012 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	230,002,000	230,002,000
Reserves and Surplus	2.2	348,985,743	340,883,735
		<u>578,987,743</u>	<u>570,885,735</u>
CURRENT LIABILITIES			
Trade Payables	2.3	1,179,823,494	1,606,940,377
Other Current Liabilities	2.4	799,211,446	339,371,227
Short-Term Provision	2.5	2,002,576	2,682,000
		<u>1,981,037,516</u>	<u>1,948,993,605</u>
TOTAL		<u>2,560,025,259</u>	<u>2,519,879,340</u>
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	2.6	20,301,763	30,451,123
Deferred Tax Assets	2.7	1,836,037	1,836,037
Non-Current Investments	2.8	1,336,955,684	1,491,069,462
		<u>1,359,093,484</u>	<u>1,523,356,621</u>
CURRENT ASSETS			
Inventories	2.9	55,434,252	-
Trade Receivables	2.10	192,212,531	434,351,646
Cash and Bank Balances	2.11	1,617,487	1,789,074
Short-term Loans and Advances	2.12	951,667,505	560,381,998
		<u>1,200,931,774</u>	<u>996,522,718</u>
TOTAL		<u>2,560,025,259</u>	<u>2,519,879,340</u>
Significant Accounting Policies and Notes to accounts	1		

As per our Report of even date

For **B. S. Kedia & Co.**
Chartered Accountants

For and On behalf of the Board

Vikash Kedia
Partner
Membership No : 066852

Jagdish Prasad Purohit
Director

Sushil Kr. Purohit
Director

Place : Kolkata
Date : May 30, 2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

	Note No.	31.3.2013 ₹	31.3.2012 ₹
INCOME			
Revenue from Operations	2.13	3,271,035,439	1,996,464,919
Other Operational Revenue	2.14	20,884,729	20,579,361
Closing Stock		55,434,252	-
TOTAL INCOME		3,347,354,419	2,017,044,280
EXPENSES			
Purchase Cost	2.15	3,323,533,901	1,988,360,461
Employee Cost	2.16	1,830,000	2,272,000
Depreciation Expenses	2.6	10,149,360	7,096,477
Other Expenses	2.17	1,629,947	2,695,603
TOTAL EXPENSES		3,337,143,208	2,000,424,541
PROFIT BEFORE TAXATION		10,211,211	16,619,739
Tax Expense:	2.18		
Current tax		2,002,576	2,682,000
Earlier years' Income Tax		106,628	165,073
NET PROFIT FOR THE YEAR		8,102,007	13,772,666
Earnings per Equity Share:			
Basic and Diluted (Face Value of ₹ 10/- each, Previous Year ₹ 10/- each)		0.35	0.60

As per our Report of even date 1

For **B. S. Kedia & Co.**
Chartered Accountants

For and On behalf of the Board

Vikash Kedia
Partner
Membership No : 066852

Jagdish Prasad Purohit
Director

Sushil Kr. Purohit
Director

Place : Kolkata
Date : May 30, 2013

**Statement of Cash Flow Annexed to the Balance Sheet
as at 31st March, 2013**

	31.03.2013 ₹	31.03.2012 ₹
A. Cash Flow from Operating Activities		
Net Profit before Tax and Extraordinary Items	10,211,211	16,619,739
Adjustments for		
Share Issue / Deferred revenue expenditure w/off	-	236,000
Interest Received	12,211,099	16,338,084
Depreciation	10,149,360	7,096,477
Operating profit before working capital changes	32,571,670	40,290,300
Adjustments for Capital Changes		
Inventories	(55,434,252)	-
Decrease (Increase) in Trade and other Receivables	242,139,115	177,004,568
Decrease (Increase) Loan & Advances	(391,285,507)	(171,382,311)
Trade Payable and Provisions	32,043,911	352,939,421
	<u>(172,536,733)</u>	<u>358,561,678</u>
Cash Generated from operations		
Income Tax Liability For The Year	(2,002,576)	(2,682,000)
Net Cash From Operating Activities	<u>(141,967,639)</u>	<u>396,169,978</u>
B. Cash Flow From Investing Activities		
Decrease / (Increase) in Fixed Assets	10,149,360	(13,168,523)
Decrease / (Increase) in Investments	154,113,777	(363,457,761)
Share Issue / Deferred revenue expenditure w/off	-	(236,000)
Interest Received	(12,211,099)	(16,338,084)
Adjustments for Depreciation	(10,149,360)	(7,096,477)
Net Cash from Investing Activities	<u>141,902,679</u>	<u>(400,296,845)</u>
C. Cash Flow From Financing Activities		
Extraordinary Items	(106,628)	(165,073)
Net Increase / (Decrease) in Cash & Cash Equivalents (A+B+C)	<u>(171,588)</u>	<u>(4,291,939)</u>
Opening Balance of Cash & Cash Equivalents	1,789,074	6,081,013
Closing Balance of Cash & Cash Equivalents	1,617,487	1,789,074

For and on behalf of the Board

Jagdish Prasad Purohit

Chairman & Managing Director

Kolkata, May 30, 2013

We have verified the attached Cash Flow Statement of M/s. Unisys Softwares & Holding Industries Limited, derived from Audited Financial Statements and the books and records maintained by the Company for the year ended on 31st March 2013 and found the same in agreement therewith.

For **B. S. Kedia & Co.**

Chartered Accountants

Vikash Kedia

Partner

Kolkata, May 30, 2013

Membership No : 066852

NOTE : 1

Statement of Significant Accounting Policies

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. All Fixed Assets are stated at Cost less accumulated Depreciation. Costs include purchase price and all other attributable costs of bringing the assets to working condition for intended use.

Depreciation

3. Depreciation on all assets is charged proportionately from the date of acquisition/ installation on written down value method at rates prescribed in Schedule XIV of the Companies Act, 1956. Assets costing less than ₹ 5000/- individually have been fully depreciated in the year of purchase.

Investments

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

Revenue Recognition

6. Income is accounted on accrual basis except Dividend.

Retirement Benefit

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

Income Tax

8. Provision for taxes comprising of current tax is measured in accordance with Accounting Standard 22- "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India.
9. Tax expenses comprise of current and deferred 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

Disclosures in terms of Accounting Standards (AS 29) Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India :-

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.

NBFC Companies

15. Information as required in terms of paragraph 13 of Non Banking Financial (Non Deposit accepting or holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 is given in separate annexure.

Others

16. None of the Raw Materials, Stores, Spares and Components consumed or purchased during the year have been imported.
17. None of the Earnings / Expenditures is in Foreign Currency.
18. Balance of Debtors, Creditors, Deposits, Loans and Advances are subject to confirmation.
19. 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.
20. 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

21. Segment reporting as defined in Accounting Standard 17 as the Company was primarily engaged in the business of Software and hardware and Mobile phones trading. (Segment Report as under)-

₹ in lacs

1. Segment Revenue	
Sale of Software & Hardware/Mobile	32710.35
Investment Activities	86.74
Other Operational Activities	122.11
Total -	32919.20
2. Segment Profit	
Sale of Software & Hardware/Mobile	38.00
Investment Activities	64.11
Other Unallocated Activities	-
Total -	102.11
3. Capital Employed	
Software & Hardware/Mobile	1922.12
Investment Activities	22866.23
Other Unallocated Activities	203.02
Total -	25011.37

Notes to Accounts

22. 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

23. Contingent Liabilities not provided for - ₹ Nil

Particulars of Director's Remuneration (In Rupees)

24. ₹ Nil has been paid to Directors as Remuneration for the Year apart from Directors sitting fees. (P.Y. ₹ Nil)

Related Party Transactions

25. Key Management Personnel -

- a. Mr. Jagdish Prasad Purohit - Managing Director
- b. Mr. Sushil Kr. Purohit - Executive Director

26. Subsidiary & Group Companies or Companies under same management - Not Any.

27. Details of transactions with related parties -

₹ in Lac

Transaction with related parties	Subsidiary Companies	Key Management Personnel & Relatives
Remuneration	-	Nil
	(-)	(1.43)
Investments:		
Investment in Subsidiary	(-)	(-)
	(-)	(-)
Investment in Group Cos.	Nil	-
	Nil	(-)

Differed Tax on Income

28. Differed Tax Asset (Net) for the year ended 31st March 2013 amounts to ₹ 12,88,000/-

29. Remuneration to Auditors

Particulars	31.03.2013	31.03.2012
Remuneration to Auditors for Audit Purpose	39,000	39,045

Earning per Equity Share

30. ₹ in Lac

	Unit	31.03.2013	31.03.2012
Net Profit after Tax available for Share holders	₹	81.01	137.73
No. of Equity Shares	No.	23000200	23000200
Basis & Diluted Earning Per Share (₹)	₹	0.35	0.62

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

31. Sundry Debtors and creditors are subject to confirmation and reconciliation.
32. 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, 2013. 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.
33. 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:
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 **B. S. Kedia & Co.**
Chartered Accountants

For and On behalf of the Board

Vikash Kedia
Partner
Membership No : 066852

Jagdish Prasad Purohit
Director

Sushil Kr. Purohit
Director

Place : Kolkata
Date : May 30, 2013

Notes forming part of the Financial Statements for the year ended March 31, 2013

2.1 SHARE CAPITAL

Particulars	31.03.2013		31.03.2012	
	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	23,000,200	230,002,000

Reconciliation of number of shares.

Particulars	31.03.2013		31.03.2012	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	23,000,200	230,002,000	20,000,200	200,002,000
Add : Shares issued on Preferential Basis	-	-	3,000,000	30,000,000
Shares outstanding at the end of the year	23,000,200	230,002,000	23,000,200	230,002,000

Rights, preference and restrictions attached to Equity Shares

The Company has one class of Equity shares having a par value of ₹ 10/- each. Each shareholder is eligible to one vote per share held.

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

Name of Shareholder	31.03.2013		31.03.2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
N. A.	-	-	-	-

Notes forming part of the Financial Statements for the year ended March 31, 2013

2.2 RESERVES AND SURPLUS

Particulars	31.03.2013 ₹	31.03.2012 ₹
Securities Premium Reserve	306,414,500	306,414,500
	306,414,500	306,414,500
General Reserve- Opening Balance	5,812,387	3,056,387
Add: Transferred From Statement of Profit & Loss	1,620,401	2,756,000
	7,432,788	5,812,387
Surplus in Profit & Loss Statement		
Opening balance	28,656,848	17,640,182
Add: Net Profit for the year	8,102,007	13,772,666
Less: Transfer To General Reserve	1,620,401	2,756,000
Amount available for Appropriations	35,138,455	28,656,848
Total	348,985,743	340,883,735

2.3 TRADE PAYABLES

Particulars	31.03.2013 ₹	31.03.2012 ₹
Total Outstanding dues of Creditors	1,179,823,494	1,606,940,377
Total	1,179,823,494	1,606,940,377

2.4 OTHER CURRENT LIABILITIES

Particulars	31.03.2013 ₹	31.03.2012 ₹
Other Payables		
Provision for Expenses	620,696	491,932
Trade Advances	798,587,710	338,720,803
FBT Payable	3,040	3,040
TDS Payable	-	22,607
MVAT Payable	-	132,845
Total	799,211,446	339,371,227

2.5 SHORT TERM PROVISIONS

Particulars	31.03.2013 ₹	31.03.2012 ₹
Provision for Income Tax (net of Tax paid)	2,002,576	2,682,000
Total	2,002,576	2,682,000

Notes forming part of the Financial Statements for the year ended March 31, 2013

2.6 INTANGIBLE ASSETS

	Amount in ₹									
	Cost / Book Value as at 1st April 2012	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2013	Depreciation on Cost / Book Value as at 1st April 2012	Deductions / Adjustments during the year	Depreciation for the year	Depreciation on Cost / Book Value as at 31st March 2013	Balance as at 31st March 2013	Balance as at 31st March 2012
Computer Software	38,161,000	-	-	38,161,000	7,709,877	-	10,149,360	17,859,237	20,301,763	30,451,123
	38,161,000	-	-	38,161,000	7,709,877	-	10,149,360	17,859,237	20,301,763	30,451,123
Previous Year	17,896,000	20,265,000	-	38,161,000	-	-	7,096,477	7,096,477	31,064,523	-

Notes forming part of the Financial Statements for the year ended March 31, 2013

2.7 DEFERRED TAX ASSETS

Particulars	31.03.2013 ₹	31.03.2012 ₹
Deferred Revenue Expenses	1,288,000	1,288,000
Share Issue Expenses	548,037	548,037
	1,836,037	1,836,037

2.8 NON CURRENT INVESTMENTS

Long Term Investments (Trade)

(1) IN FULLY PAID-UP EQUITY

SHARES (QUOTED)

DB (International) Stock Brokers Limited	100,000	2.00	8,322,639	37,699,475
Chisel & Hammer (Mobel) Limited	3,322	10.00	631,596	631,596
GHCL Limited	94,998	10.00	8,551,774	8,551,774
RPP Infra Projects Limited	482,385	10.00	32,022,077	32,022,077
India Nivesh Limited	1,930	10.00	1,446,396	1,446,396
Golden Tobacco Limited	52,638	10.00	6,497,787	6,497,787
Nouveau Global Ventures Ltd.	11,000	10.00	1,975,744	1,975,744
S Mobility Limited	32,523	10.00	3,431,725	54,061,208
Mideast Integrated Steel Limited	50,000	10.00	750,000	750,000
JMD Telefilms Industries Limited	2,000,000	1.00	126,318,487	126,318,487
Gujrat Cypromet Limited	6,000	10.00	515,760	515,760
Kavveri Telecom Products Limited	130,000	10.00	14,955,713	14,955,713
Axon Infotech Ltd	800,000	10.00	16,000,000	16,000,000
Rasoya Proteins Limited	2,500	10.00	406,230	406,230
SVC Resources Limited	60,000	10.00	1,425,739	1,425,739
Bhushan Steel Limited	1,000	10.00	403,369	1,613,476
Clarus Finance Securities Limited	170,000	10.00	5,474,645	-
Arshiya International Limited	10,000	10.00	1,343,340	-
Geefcee Finance Limited	23,000	10.00	430,000	-
Suryodya Food & Industries Limited	50,000	10.00	500,000	500,000
Sujana Towers Limited	1,000,000	1.00	7,075,664	7,076,000
			238,478,684	312,447,462
(2) OTHERS (Unquoted, in Equity Sharres of Private Limited Companies)			1,098,477,000	1,178,622,000
Total			1,336,955,684	1,491,069,462

Market Value of Quoted Investment as on 31st March 2013 is ₹ 89,586,632/-

2.9 INVENTORIES

Stock-in-trade				
Hard wares and Softwares			55,434,252	-
Total			55,434,252	-

Notes forming part of the Financial Statements for the year ended March 31, 2013

2.10 TRADE RECEIVABLES

Particulars	31.03.2013 ₹	31.03.2012 ₹
Cash and Cash Equivalents		
Unsecured Considered Good		
Outstanding for more than 6 Months	-	-
Other Debts	192,212,531	434,351,646
Total	192,212,531	434,351,646

2.11 CASH AND BANK BALANCES

Cash and Cash Equivalents		
Balances with banks		
In current accounts	1,574,748	1,638,294
Cash on hand	42,739	150,780
Total	1,617,487	1,789,074

2.12 SHORT-TERM LOANS & ADVANCES

Unsecured Considered Good		
Share Application	97,000	97,000
Advance Income Tax Payment	1,900,000	2,600,000
Tax Deducted at Source	1,389,668	2,055,793
TDS Refundable	1,045,191	-
Inter Corporate Deposit	112,843,867	46,375,455
Loans to Others	834,391,779	509,253,750
Total	951,667,505	560,381,998

2.13 REVENUE FORM OPERATIONS

Sale of Products		
Traded Goods		
Hardware & Softwares(Mumbai)	3,271,035,439	1,848,158,305
Mobile Phone(Mumbai)	-	148,306,614
Total	3,271,035,439	1,996,464,919

2.14 OTHER OPERATION REVENUE

Interest Income on		
Current investment	12,211,099	16,338,084
Net Gain on sale of Investment		
From Current Investment	4,730,452	2,894,430
Other Non-Operating Revenue		
Miscellaneous Income	3,943,178	1,346,848
Total	20,884,729	20,579,361

Notes forming part of the Financial Statements for the year ended March 31, 2013

2.15 COST OF PURCHASE

Particulars	31.03.2013 ₹	31.03.2012 ₹
Add: Purchases		
Softwares & Hardwares (Mumbai)	3,323,533,901	1,841,477,421
Mobile Phone (Mumbai)	-	146,883,040
Total	3,323,533,901	1,988,360,461

2.16 EMPLOYEE COST

Salaries	1,758,000	2,200,000
Staff Welfare Expenses	72,000	72,000
Total	1,830,000	2,272,000

2.17 OTHER EXPENSES

Paymant to Auditor	39,000	39,045
RTA Fees	15,095	24,814
Convyeance & Travelling Exp.	230,700	208,627
Listing & Depository Fees	174,966	524,239
Postage & Telephone Exp.	20,800	70,869
Professional Fees	455,326	559,525
Bank Charges	8,944	1,380
Demat Charges	331	-
Printing & stationery	28,770	33,088
Office Maintenance	145,300	137,670
Advertisements	48,680	10,860
Rent Expenses	90,000	90,000
Books & Periodicals	15,400	12,600
Freight, Coolie & Cartage	60,300	106,470
Director Remuneration	-	142,500
VAT	-	497,916
Vat Audit Fee	49,635	-
Misc. Expenses	246,700	236,000
Total	1,629,947	2,695,603

2.18 TAX EXPENSES

Income Tax	2,002,576	2,682,000
Income Tax Previous Year	106,628	165,073
Total	2,109,204	2,847,073

**Schedule to the Balance Sheet as at 31st March 2013 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]

Amount in ₹

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		1,143,880,032

	Amount Outstanding
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	NIL
(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	NIL
(b) Preference	NIL
(ii) Debentures & Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Hardwares & Softwares)	55,434,252

	Amount Outstanding	
Long Term Investment		
1. Quoted		
(i) Shares : (a) Equity	238,478,684	
(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	1,098,477,000	
(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#	1,336,955,684	1,336,955,684
	1,336,955,684	1,336,955,684

** 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.

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 21st Annual General Meeting of the Company to be held on Friday, the 27th day of September 2013 at 2.30 P.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 _____ 2013.

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 21st Annual General Meeting of the Company held on Friday, the 27th day of September 2013 at 2.30 P.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 _____

BOOK-POST

If undelivered, please return to :

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75C, Park Street, Kolkata-700 016