



# Unisys SOFTWARES

**& HOLDING INDUSTRIES LIMITED**

CIN of the Company : L51909WB1992PLC056742  
Regd. Office : 75-C, Park Street, Kolkata-700 016  
Tel : +91 33 2229 5359 / 9198, Fax : +91 33 2229 1967  
E : Unisys.softwares@gmail.com, W : www.unisyssoftware.com

January 9, 2019

The Deputy Manager  
Dept. of Corporate Services  
BSE Limited  
P J Towers, Dalal Street, Fort  
Mumbai — 400 001

The Company Secretary  
The Calcutta Stock Exchange Association Limited  
7, Lyons Range  
Kolkata-700001

**Ref: CSE Scrip Code 10013102, BSE Scrip Code 531831**

**Sub: Submission of Corporate Governance Report for the Quarter ended on 31st December 2018**

Respected Sir or Madam

With reference to the above captioned matter, we are enclosing along with this letter, Compliance Report on Corporate Governance for the Quarter ended on 31st December 2018 required to be submitted in compliance with Regulation 27(2) of SEBI LODR Regulations, 2015.

Kindly take the same on your record and oblige.

Thanking you

Yours faithfully,

**For UNISYS SOFTWARES & HOLDING INDUSTRIES LTD**

**JAGDISH PRASAD PUROHIT**  
**DIN: 00083125**  
**MANAGING DIRECTOR**

Enclosed: As stated above

XBRL Excel Utility	
1.	<a href="#">Overview</a>
2.	<a href="#">Before you begin</a>
3.	<a href="#">Index</a>
4.	<a href="#">Import XBRL file</a>
5.	<a href="#">Steps for Filing Corporate Governance Report</a>
6.	<a href="#">Fill up the data in excel utility</a>

### 1. Overview

The excel utility can be used for creating the XBRL/XML file for e-filing of Corporate Governance Report

XBRL filing consists of two processes. Firstly generation of XBRL/XML file and upload of generated XBRL/XML file to BSE Listing Center Website ([www.listing.bseindia.com](http://www.listing.bseindia.com)) .

### 2. Before you begin

1. The version of Microsoft Excel in your system should be Microsoft Office Excel 2007 and above.
2. The system should have a file compression software to unzip excel utility file.
3. Make sure that you have downloaded the latest Excel Utility from BSE Website to your local system.
4. Make sure that you have downloaded the Chrome Browser to view report generated from Excel utility
5. Please enable the Macros (if disabled) as per instructions given in manual, so that all the functionalities of Excel Utility works fine. Please first go through Enable Macro - Manual attached with zip file.

### 3. Index

1	Details of general information about company	<a href="#">General Info</a>
2	Composition of BOD	<a href="#">Annexure I - Composition of BOD</a>
3	Composition of Committee	<a href="#">Annexure I - Composition of Committee</a>
4	Meeting of BOD	<a href="#">Annexure I - Meeting of BOD</a>
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6	Related Party Transaction	<a href="#">Annexure I - Related Party Transaction</a>
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9	Annual Affirmation	<a href="#">Annexure II - Annual Affirmation</a>
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### 4. Import XBRL file

1. Now you can import and view previously generated XBRL files by clicking Import XBRL button on General information sheet.

### 5. Steps for Filing Corporate Governance Report

**I. Fill up the data:** Navigate to each field of every section in the sheet to provide applicable data in correct format. (Formats will get reflected while filling data.)

- Use paste special command to paste data from other sheet.

**II. Validating Sheets:** Click on the "Validate" button to ensure that the sheet has been properly filled and also data has been furnished in proper format. If there are some errors on the sheet, excel utility will prompt you about the same.

**III. Validate All Sheets:** Click on the **"Home"** button. And then click on "Validate All Sheet" button to ensure that all sheets has been properly filled and validated successfully. If there are some errors on the sheet, excel utility will prompt you about the same and stop validation at the same time. After correction, once again follow the same procedure to validate all sheets.

Excel Utility will not allow you to generate XBRL/XML until you rectify all errors.

**IV. Generate XML :** Excel Utility will not allow you to generate XBRL/XML unless successful validation of all sheet is completed. Now click on 'Generate XML' to generate XBRL/XML file.

- Save the XBRL/XML file in your desired folder in local system.

**V. Generate Report :** Excel Utility will allow you to generate Report. Now click on 'Generate Report' to generate html report.

- Save the HTML Report file in your desired folder in local system.
- To view HTML Report open "Chrome Web Browser" .
- To print report in PDF Format, Click on print button and save as PDF.

**VI. Upload XML file to BSE Listing Center:** For uploading the XBRL/XML file generated through Utility, login to BSE Listing Center and upload generated xml file. On Upload screen provide the required information and browse to select XML file and submit the XML.

#### 6. Fill up the data in excel utility

1. Cells with red fonts indicate mandatory fields.

2. If mandatory field is left empty, then Utility will not allow you to proceed further for generating XML.

3. You are not allowed to enter data in the Grey Cells.

4. If fields are not applicable to your company then leave it blank. Do not insert Zero unless it is a mandatory field.

5. Data provided must be in correct format, otherwise Utility will not allow you to proceed further for generating XML.

6. Select data from "Dropdown list" wherever applicable.

7. Adding Notes: Click on "Add Notes" button to add notes

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### General information about company

Scrip code	531831
NSE Symbol	
MSEI Symbol	
ISIN	INE200B01016
Name of the entity	Unisys Softwares & Holding Ind Ltd.
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Quarterly
Date of Report	31-12-2018
Risk management committee	Not Applicable

Enter the quarter  
ended date only

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Add Notes

Is there any change in information of board of directors compare to previous quarter

No

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing. Regulations)	Notes for not providing PAN	Notes for not providing DIN
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Annexure 1			
II. Composition of Committees			
Disclosure of notes on composition of committees explanatory			Add Notes
Is there any change in information of committees compare to previous quarter			Yes

For this quarter kindly note the following points:

1. Date of Appointment and Date of Cessation (if applicable) must be mandatorily filled for every Committee.
2. Date of Appointment can be any day upto December 31, 2018.
3. Date of Cessation must be for the current quarter only, i.e. October 1,2018 to December 31, 2018.

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00083125	JAGADISH PRASAD PUROHIT	Executive Director	Member	01-06-1995		
2	01312905	SAROJ DEVI KOTHARI	Non-Executive - Non Independent Director	Member	04-01-2017		
3	00113986	JAUHAR SINGH	Non-Executive - Independent Director	Chairperson	13-08-2010		
4							
5							
6							
7							
8							
9							
10							

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	01312905	SAROJ DEVI KOTHARI	Non-Executive - Non Independent Director	Member	04-01-2017		
2	00113986	JAUHAR SINGH	Non-Executive - Independent Director	Chairperson	13-08-2010		
3	00073684	SUSHIL KUMAR PUROHIT	Non-Executive - Independent Director	Member	15-02-1996		
4							
5							
6							
7							
8							
9							
10							

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00083125	JAGADISH PRASAD PUROHIT	Executive Director	Member	01-06-1995		
2	01312905	SAROJ DEVI KOTHARI	Non-Executive - Non Independent Director	Member	04-01-2017		
3	00113986	JAUHAR SINGH	Non-Executive - Independent Director	Chairperson	13-08-2010		
4							
5							
6							
7							
8							
9							
10							

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1							
2							
3							
4							

5						
6						
7						
8						
9						
10						

Corporate Social Responsibility Committee						
Whether the Corporate Social Responsibility Committee has a Regular Chairperson				No		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1						
2						
3						
4						
5						
6						
7						
8						
9						
10						

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[Home](#)[Validate](#)**Annexure 1****III. Meeting of Board of Directors**Disclosure of notes on meeting of board of directors  
explanatory[Add Notes](#)**Sr****Date(s) of meeting (Enter dates of Previous  
quarter and Current quarter in chronological  
order)****Maximum gap between  
any two consecutive (in  
number of days)**[Add](#)[Delete](#)

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13-11-2018

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## Annexure 1

## IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory

[Add Notes](#)

Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
<a href="#">Add</a> <a href="#">Delete</a>							
1	Audit Committee	13-11-2018	Yes	3	13-08-2018	91	

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Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	
Disclosure of notes on related party transactions			Add Notes
Disclosure of notes of material transaction with related party			Add Notes

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Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 100 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	JAGDISH PRASAD PUROHIT
2	Designation	Managing Director

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Signatory Details	
Name of signatory	JAGDISH PRASAD PUROHIT
Designation of person	Managing Director
Place	KOLKATA
Date	10-01-2019

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