

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.



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25TH

ANNUAL REPORT 2016-2017

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.

BOARD OF DIRECTORS

Jagdish Prasad Purohit

Sushil Kumar Purohit

Johar Pal Singh

Saroj Devi Kothari

Chairman & Managing Director

Non-Executive Director

Independent Director

Independent Director

COMPLIANCE OFFICER

Ms. Kanchan Jhawar

REGISTERED OFFICE

75C, Park Street

Kolkata-700 016

BANKERS

Kotak Mahindra Bank Ltd.

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

Email : purvashr@mtnl.net.in

ANNUAL GENERAL MEETING

Date : 25th September, 2017

Time : 2.30 P.M.

Venue : "Palki", Narayanpur Main Road,
Partha Nagori Bus Stop, Near Lal Kuthi,
Kolkata - 700 136

Corporate Identification No.

L51909WB1992PLC056742

25TH

ANNUAL REPORT

2016 - 2017

C O N T E N T S

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- ☞ Directors' Report
- ☞ Management Discussion & Analysis
- ☞ Secretarial Audit Report (MR-3)
- ☞ Extract of Annual Return (MGT-9)
- ☞ Report on Corporate Governance
- ☞ Auditors' Certificate on Corporate Governance
- ☞ Auditors' Report
- ☞ Balance Sheet
- ☞ Statement of Profit & Loss
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- ☞ Notes on Financial Statements
- ☞ Proxy / Ballot Form (MGT-11)

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

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of **UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.** will be held on Monday, the 25th day of September 2017 at 2.30 P.M. at “Palki”, Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136 to transact the following businesses as :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors’ Report and Audited Statement of Accounts for the year ended 31st March 2017.
2. To consider and if thought fit, to pass, with or without modification(s), the following Resolution, as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 read with the Companies (Audit and Auditor) Rules, 2014, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and based on the recommendations of the Audit Committee, to fill up the casual vacancy caused due to the resignation of existing Auditors B. S. Kedia & Co., Chartered Accountants, Kolkata, M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E), who have offered themselves for appointment as Auditors to the Company and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company and to hold office from the conclusion of the 25th Annual General Meeting up to the conclusion of the 30th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS :

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 read with the Rule 3 of the Companies (Appointment & Qualification of Directors) Rules 2014, 152 and all other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV to the Act, Mrs. Saroj Devi Kothari (DIN : 01312905), who was appointed as an Additional Director (Independent) of the Company at the Board meeting held on 4th January 2017 and who holds the office up to the date of this Annual General Meeting in terms of provision of section 161 of the Act, being eligible, be and is hereby appointed as Independent Director of the Company for the period of 5 Years commencing from 4th January 2017 and is not liable to retire by rotation.”

Notes :

1. The Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, must be received at the Company’s Registered Office not less than forty-eight hours before the Meeting.

Pursuant to Section 105 of Companies Act, 2013, a person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total Share capital of those

carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any person or shareholder.

3. The Register of Member and the Share Transfer Books of the Company will remain closed from 19th September 2017 to 25th September 2017 (both days inclusive).
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.
5. A detail of Director seeking re-appointment in this Annual General Meeting is attached separately to the notice.
6. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of Companies Act, 2013 are requested to send to the Company a certified copy of relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the meeting.
7. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 1.00 P.M. up to the date of this Annual General Meeting.
8. Shareholders/Investors are advised to send their queries/complaints through the dedicated e-mail id unisys.softwares@gmail.com for quick and prompt redressal of their grievances.
9. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
10. The identity/signature of Members holding shares in electronic/demat form is liable for verification with the specimen signatures furnished by NSDL/CDSL. Such Members are advised to bring the relevant identity card issued by the appropriate authorities to the Annual General Meeting.
11. Members desirous of getting any information about the accounts of the Company, are requested to send their queries so as to reach at-least seven days before the meeting at the Registered Office of the Company, so that the information required can be made readily available at the meeting.
12. Members are requested to intimate change in their address immediately to M/s Purva 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.
13. Members holding shares in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Purva Sharegistry (India) Pvt. Ltd., Registrar and Share Transfer Agents of the Company, at their address given above.
14. The Securities and Exchange Board of India (SEBI) vide Circular ref. no. MRD/DOP/CIR-05/2007 dated April 27, 2007 made PAN mandatory for all securities market transactions and off market/private transaction involving transfer of shares in physical form of listed Companies, it shall be mandatory for the transferee (s) to furnish copy of PAN Card to the Company/RTAs for the registration of such transfer of shares.

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

- a) Deletion of name of the deceased shareholder (s), where the shares are held in the name of two / more shareholders.
- b) Transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares.

- c) Transposition of shares – when there is a change in the order of names in which physical shares are held jointly in the name of two or more shareholders.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination/change in nomination should be lodged with their DPs.
 16. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participants to enable us to send you the quarterly reports and other communication via email.
 17. Copies of Annual Report 2017 are being sent by electronic mode to all those members whose email address are registered with the Company Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the Annual Report. The Members who have not registered their email address, physical copies of Annual Report 2017 are being sent by the permitted mode.
 18. The Notice for the 25th AGM and instructions for e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. Members are requested to bring copies of Annual Report to the Annual General Meeting.
 19. Members may also note that the Notice of the 25th AGM and the Annual Report for 2016-2017 will also be available on the Company's website www.unisyssoftwares.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during all working days (except Saturday, Sunday and public holidays) between 11.00 AM to 1.00 PM up to the date of this AGM. Even after registering for e-communication, members are entitled to receive such in physical form, upon making a request for the same by post or email. For any communication, the Shareholders may also send requests to the Company's email id : unisys.softwares@gmail.com
 20. A route map showing directions to reach the venue of the 25th Annual General Meeting is given at the end of the Report.
 21. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members have casted their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
 22. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Ballot, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. September 18, 2017.
 23. In order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Proxy cum Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Ms. Gayatri Phatak, Scrutinizer, C/o Purva Sharegistry (India) Private Limited, Unit: Unisys Softwares & Holding Industries Limited, No. 9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opposite Kasturba Hospital, Lower Parel,

Mumbai-400 011, Tel. No: +91 22-2301 8261, Fax No.: +91 22 - 2301 2517, E-mail : purvashr@mtnl.net, in so as to reach him on or before September 21, 2017 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.

24. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in term of Regulation 44 of SEBI LODR Regulations, 2015, the Company is pleased to provide to the members facility of “remote e-voting” (e-voting from place other than venue of the AGM) to exercise their votes at the 25th AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
25. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 25th AGM. The Members attending the AGM, who have not casted their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already casted their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
26. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.unisyssoftwares.com within two days of the passing of the Resolutions at the Annual General Meeting of the Company and will also be communicated to BSE Limited, where the shares of the Company are listed.
27. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
28. The details for voting electronically are as under -
 - a) Date and time of commencement of voting through electronic means: **Friday, September 22, 2017 at 9.00 a. m.**
 - b) Date and time of end of voting through electronic means beyond which voting will not be allowed : **Sunday, September 24, 2017 at 5.00 p. m.**
 - c) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 18, 2017**, may cast their vote electronically irrespective of mode of receipt of notice by the shareholder. **The e-voting module shall be disabled by CDSL for voting thereafter.**
 - d) Details of Website: www.evotingindia.com
 - e) Details of Scrutinizer: Gayatri Phatak, Practising Company Secretary (ACS No. 31886), Prop., M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatribhideandco@gmail.com.
 - f) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify the vote subsequently.
29. **The instructions for Members for e-voting are as under:**

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

 - i Log on to the e-voting website www.evotingindia.com during the voting period
 - ii Click on “Shareholders” tab
 - iii Now, select the Company Name UNISYS SOFTWARES & HOLDING INDUSTRIES LIMITED from the drop down menu and click on “SUBMIT”
 - iv Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v Next enter the Image Verification as displayed and Click on Login.
- vi If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii If you are a first time user follow the steps given below:

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

- viii After entering these details appropriately, click on "SUBMIT" tab.
- ix Members holding shares in physical form will then directly reach to the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi Click on the EVSN for Company Name UNISYS SOFTWARES & HOLDING INDUSTRIES LIMITED on which you choose to vote.
- xii On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- xv Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi You can also take out the print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix Note for Institutional Shareholders and Custodians**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate and Custodians respectively.
 - Scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance user should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 3

The Board of Directors of the Company at its meeting held on January 4, 2017, on the recommendation of the Remuneration and Nomination Committee, had appointed Mrs. Saroj Devi Kothari as an Additional Director on the Board of the Company. Further, in terms of provisions of Sections 149 and 152 read with Schedule IV of the Companies Act, 2013 (hereinafter referred as ‘the Act’) and rules made thereunder, the Board of Directors of the Company had also appointed (subject to the approval of the members at the ensuing General Meeting), Mrs. Saroj Devi Kothari as an Independent Director of the Company within the meaning of Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for a term of 5 consecutive years commencing from January 4, 2017.

The Company has also received a declaration from Mrs. Saroj Devi Kothari as specified under Section 149(6) and Schedule IV of the Companies Act 2013. Considering her vast experience, her presence on the Board will be of immense value to the Company.

The Company has received a notice in writing from a member along with deposit of the requisite amount pursuant to Section 160 of the Act, proposing the candidature of Mrs. Saroj Devi Kothari for the office of Independent Director of the Company, to be appointed as such under the provisions of Section 149 of the Act.

A copy of the letter of appointment of Mrs. Saroj Devi Kothari as an Independent Director setting out the terms and conditions shall also be available for inspection at the registered office of the Company during business hours.

None of the Directors and / or Key Managerial Personnel of the Company and their relatives other than Mrs. Saroj Devi Kothari is in any way concerned or interested, financial or otherwise, in the said Resolution.

In the opinion of the Board, Mrs. Saroj Devi Kothari, proposed to be appointed as an Independent Director, fulfills the conditions specified in the Companies Act, 2013 and the rules made thereunder, and is independent of the management.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members.

Further details of Mrs. Saroj Devi Kothari have been provided in Annexure 1.

Annexure - 1

Name of Director	Mrs. Saroj Devi Kothari
Directors' Identification No. (DIN)	0001312905
Date of Birth	23 rd October 1969
Date of Appointment on Board	4 th January 2017
Qualification	S.S.C.
Experience	Having skill of management & administration for more than 10 years.
Terms & Conditions of appointment	5 Years commencing from 4 th January 2017
Remuneration details	Maximum of ₹ 5000/- per meeting
Shareholding in Company	Nil
Relationship with the Company & Other Directors	Not Any
No. of Board Meeting attended during the year	3 (Three)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	<ul style="list-style-type: none"> • JMD Ventures Limited • Purbanchal Steel Limited • Scan Infrastructure Limited • Spiral Pack (India) Limited • Prime Capital Market Limited • V. B. Industries Limited • Warner Multimedia Ltd.
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Membership – 5 Chairmanship – 3

Kolkata, May 30, 2017

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

Registered Office :

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

Kanchan Jhawar
Company Secretary

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting the 25th Annual Report of your Company together with the Audited Statements of Accounts for the year ended 31st March 2017.

(₹ in Lakh)

Financial Results	Year Ended 31.03.2017	Year Ended 31.03.2016
Gross Revenue for the year	51092.89	45779.23
Profit before Tax & Extraordinary Items	13.47	13.32
Less : Provision for Taxation (Including Deferred Tax)	4.41	4.12
Profit after Tax	9.06	9.20
Add : Prior Period Adjustments	1.14	0.48
Profit available for appropriation	7.92	8.72
Less : Transfer to General Reserves	1.58	1.74
Add : Profit brought forward from Previous Year	460.34	453.36
Balance carried forward	466.68	460.34

OVERVIEW OF ECONOMY

Economic growth is projected to remain strong and India will remain the fastest-growing G20 economy. The increase in public wages and pensions will support consumption. Private investment will recover gradually as excess capacity diminishes, and the landmark Goods and Services Tax and other measures to improve the ease of doing business are being implemented. However, large non-performing loans and high leverage of some companies are holding back investment.

Monetary policy is projected to remain tight as inflation expectations have still not fully adjusted down. The need to reduce the relatively high public-debt-to-GDP ratio leaves little room for fiscal stimulus. However, investing more in physical and social infrastructure is critical to raising living standards for all. This should be financed by a comprehensive reform of income and property taxes. Restoring credit discipline and cleaning up banks' balance sheets will be instrumental to support the credit growth needed to finance more business investment.

OVERALL PERFORMANCE & OUTLOOK

Gross revenue from operations during the year stood at ₹ 51,092.89 lakh in comparison to last years' revenue of ₹ 45,779.23 lakh whereas Net Profit from after tax stood at ₹ 7.92 lakh in comparison to last years' profit of ₹ 8.72 lakh.

Outlook for next financial year continue to be challenging due to increased competition, import of cheap computer products from China, Singapore and Taiwan and falling demand by consumers. On capital market front, high price of equity i.e. in multiple of PE, rise in volatility and lack of retail investor's participation may be a cause of concern for the company.

DIVIDEND AND RESERVES

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

During the year under review, sum of ₹ 1.58 lakh were transferred to General Reserves.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2017 was ₹ 23.0002 Crore. During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2017, none of the Directors and/or Key Managerial Person of the Company hold instruments convertible into Equity Shares of the Company.

FINANCE AND ACCOUNTS

Your Company prepares its financial statements in compliance with the requirements the Companies Act, 2013 and the Generally Accepted Accounting Principles (GAAP) in India. The financial statements have been prepared on historical cost basis. The estimates and judgments relating to the financial statements are made on a prudent basis, so as to reflect in a true and fair manner, the form and substance of transactions and reasonably present the Company's state of affairs, profits/(loss) and cash flows for the year ended 31st March 2017.

The Company continues to focus on judicious management of its working capital. Receivables, Stock-in-Trade and other working capital parameters were kept under strict check through continuous monitoring.

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

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

SUBSIDIARY COMPANY

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

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of Listing Regulations; during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013 and the Rules made thereunder are not attracted and thus disclosure in term of Section 134(3)(h) r/w Rule 8(2) of the Companies (Accounts) Rules, 2014 and under Regulation 34(3) & 53(f), Para A of Schedule V of SEBI(LODR) Regulations, 2015 is attached as Annexure I. Further, there are no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the Financial Statements. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

MANAGEMENT DISCUSSION & ANALYSIS

The Management Discussion and Analysis on the operations of the Company as prescribed under Part B of Schedule V read with regulation 34(3) of the Listing Regulations, 2015 is provided in a separate section and forms part of the Directors' Report.

CHANGE IN NATURE OF BUSINESS, IF ANY.

There are no changes in the nature of business in the financial year 2016-17.

BOARD EVALUATION

The Board of Directors have laid down the manner for carrying out an annual evaluation of its own performance, its various Committees and individual directors pursuant to the provisions of the Act and relevant Rules and the Corporate

Governance requirements are in compliance with Regulation 17 of Listing Regulations, 2015. The performance of the Board was evaluated by the Board after seeking inputs from all the Directors on the basis of various criteria such as Board Composition, process, dynamics, quality of deliberations, strategic discussions, effective reviews, committee participation, governance reviews etc. The performance of the Committees was evaluated by the Board after seeking inputs from the Committee members on the basis of criteria such as Committee composition, process, dynamics, deliberation, strategic discussions, effective reviews etc. The Nomination and Remuneration Committee reviewed the performance of the individual Directors on the basis of the criteria such as transparency, analytical capabilities, performance, leadership, ethics and ability to take balanced decisions regarding stakeholders etc.

NUMBER OF MEETINGS OF THE BOARD

The details of the Board Meetings and other Committee Meetings held during the financial year 2016-17 are given in the separate section of Corporate Governance Report.

BOARD COMMITTEES

All Committees of the Board of Directors are constituted in line with the provisions of the Companies Act, 2013 and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

MANAGEMENT

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

DIRECTORS

During the year under review, Mr. Mohit Jhunjhunwala and Ms. Renu Kedia have resigned from the Board w.e.f. 7th March 2017 and 4th January 2017 respectively, due to their pre-occupation. Further, the Board has appointed Mrs. Saroj Devi Kothari as additional Director (Independent) w.e.f. 4th January 2017 to fulfill the vacancy caused due to resignation of Ms. Renu Kedia.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 (b) of Listing Regulations.

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

INDEPENDENT DIRECTORS

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

As per requirements of Regulation 25 of Listing Regulations, a person shall not serve as an independent director in more than seven listed entities: provided that any person who is serving as a whole time director in any listed entity shall serve as an independent director in not more than three listed entities. Further, independent directors of the listed entity shall hold at least one meeting in a year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.

DETAILS OF DIRECTORS / KMP APPOINTED AND RESIGNED DURING THE YEAR

Sl. No.	Name	Designation	Date of Appointment	Date of Resignation
1.	Mohit Jhunjhunwala	Independent Director	-	7 th March 2017
2.	Ms. Renu Kedia	Independent Director	-	4 th January 2017
3.	Mrs. Saroj Devi Kothari	Independent Director	4 th January 2017	-

4.	Ms. Vijay Laxmi Purohit	Company Secretary	-	1 st July 2016
5.	Ms. Kanchan Jhawar	Company Secretary	1 st July 2016	-

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

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

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

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

DIRECTORS RESPONSIBILITY STATEMENT

To the best of knowledge and belief and according to the information and explanations obtained, your Directors make the following statement in terms of Section 134(3)(c) of the Companies Act, 2013:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
2. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;
3. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts have been prepared on a going concern basis;
5. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
6. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INFORMATION TECHNOLOGY

Innovation and Technology are synonymous with the Company. The investment in technology acts as a catalyst and enables the Company to be innovative.

BUSINESS RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

However, provision of Regulation 21 of Listing Regulations for constitution of Risk Management Committee is not applicable to the Company.

INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL AND ITS ADEQUACY

Your Company has an Internal Control System, which is commensurate with the size, scale, scope and complexity of its operations. To maintain its objectivity and independence, an independent firm of Chartered accountants has been appointed as the Internal Auditors, who report to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control system in your Company, its compliance with operating systems, accounting procedures and policies of your Company. Based on the report of the Internal Auditors placed before the Audit Committee, process owners undertake corrective action in their respective areas and thereby strengthen the controls. The internal controls have been reported by the Auditors to be adequate and effective during the year.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy to report genuine concerns or grievances. The Whistle Blower Policy has been posted on the website of the Company i.e. www.unisyssoftwares.com

RESEARCH & DEVELOPMENT

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

AUDITORS

Statutory Auditors

Existing Auditors M/s B. S. Kedia & Co., Chartered Accountants, Kolkata who are retiring in ensuring Annual General Meeting have expressed their un-willingness to re-appoint themselves as Auditors of the Company.

In place of existing Auditors, the Audit Committee recommended M/s Deepak Acharya & Associates (FRN 329654E), Chartered Accountants, Kolkata for appointment to audit the accounts of the Company from the conclusion of the 25th Annual General Meeting up to the conclusion of the 30th consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM). As required under the provisions of Section 139 & 142 of the Companies Act, 2013 the Company has obtained written confirmation under Rule 4 of the Companies (Audit and Auditors) Rules, 2014 from M/s. Deepak Acharya & Associates; that they are eligible for appointment as auditors, and are not disqualified for appointment under the Companies Act, 2013, the Chartered Accountants Act, 1949, or the rules and regulations made there-under.

The proposed appointment is as per the term and within the limits laid down by or under the authority of the Companies Act, 2013 and that there are no proceedings pending against them or any of their partners with respect to professional conduct.

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

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Sinu Surolia, Company Secretaries in Practice (C. P. No. 17293) to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed in this Annual Report as Annexure II.

EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, extract of the Annual Return for the financial year ended 31st March, 2017 made under the provisions of Section 92(3) of the Act is attached as Annexure III to this report.

PARTICULARS OF EMPLOYEES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the same is not applicable to the Company as none of

employee is drawing remuneration in excess of the limits set out in the said rules and thus no disclosure has been provided in this Annual Report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 by way of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 dated June 30, 2016 (“Amended Managerial Remuneration Rules, 2016”), the report is not applicable to the Company.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013 READ WITH RULES

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

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

Your Company is one of the RBI registered NBFC and is into the business of trading in computer software & hardware products and also into the business of financing and trading/investment activities in Capital Markets; and thus the information regarding Conservation of Energy, Technology Absorption, Adoption and Innovation, as defined under section 134(3)(m) of the Companies Act, 2013 read with Rule, 8(3) of the Companies (Accounts) Rules, 2014, is reported to be NIL.

FOREIGN EXCHANGE EARNINGS AND OUTGO

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

PUBLIC DEPOSITS

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

REPORT ON CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company’s Auditors confirming compliance forms an integral part of this Report.

CAUTIONARY STATEMENT

Statements in this Directors’ Report and Management Discussion and Analysis describing the Company’s objectives, projections, estimates, expectations or predictions may be “forward-looking statements” within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

APPRECIATION

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

Kolkata, May 30, 2017

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

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

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

MANAGEMENT DISCUSSIONS & ANALYSIS

MACRO ECONOMIC ENVIRONMENT

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). The Government of India has forecasted that the Indian economy will grow by 7.1 per cent in FY 2016-17. As per the Economic Survey 2016-17, the Indian economy should grow between 6.75 and 7.5 per cent in FY 2017-18. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, Reserve Bank of India's (RBI) inflation focus supported by benign global commodity prices.

India's consumer confidence index stood at 136 in the fourth quarter of 2016, topping the global list of countries on the same parameter, as a result of strong consumer sentiment, according to market research agency, Nielsen.

Moody's has affirmed the Government of India's BAA3 rating with a positive outlook stating that the reforms by the government will enable the country perform better compared to its peers over the medium term.

REVIEW OF OPERATIONS & SEGMENTAL PERFORMANCE

Gross revenue from operations during the year stood at ₹ 51,092.89 lakh in comparison to last years' revenue of ₹ 45,779.23 lakh whereas Net Profit from after tax stood at ₹ 7.92 lakh in comparison to last years' profit of ₹ 8.72 lakh.

In term of Segment Results, the Company has registered gross sales of ₹ 50932.89 lakh from Software & Hardware trading and ₹ 160.00 lakh from Finance & Investment activities. In term of Net Profit, the Company has earned a profit of ₹ 18.32 lakh from Software & Hardware trading whereas from the business of finance and investment segment, the Company has suffered a loss of ₹ 4.85 lakh.

BUSINESS SEGMENT

Your Company is one of the Non-Deposit taking RBI registered NBFC Company and is in to the Business of finance and investments in Securities Market. Apart from these activities, the Company is also doing the business of trading of Computer Software and Hardware.

OPPORTUNITIES

The NBFC sector in India has undergone a significant transformation over the past few years. It has come to be recognised as one of the systemically important components of the financial system and has shown consistent year-on-year growth. NBFCs play a critical role in the core development of infrastructure, transport, employment generation, wealth creation opportunities, and financial support for economically weaker sections; they also make a huge contribution to state exchequer.

The impact of demonetization may weigh on consumption demand and on the growth of various industries in the near term, dragging down the GDP growth for FY17 by 50 bps. The approval of promulgation of the Special Bank Notes (SBNs) (Cessation of liabilities) ordinance by the President of India could likely bring about a gain to the government

on account of allowance given to the RBI to extinguish its liability towards unreturned SBNs. Additionally, this move should help to increase the share of formal economy and digital economy. Improvement in consumption demand is expected to be a major theme for 2017 supported by a gradually rising rural wage level, implementation of the 7th pay commission, lowering of interest rates in the Indian economy and continued government spending.

THREATS & CONCERNS

NBFCs operate under certain regulatory constraints, which put them at a disadvantage vis-à-vis banks. While there has been a regulatory convergence between banks and NBFCs on the asset side, on the liability side, NBFCs still do not enjoy a level playing field. This needs to be addressed to help NBFCs realise their full potential and thereby perform their duties with greater efficiency.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2016-2017, the Company continued to strengthen its HR processes in line with its objective of creating an inspired workforce. The employee engagement initiatives included placing greater emphasis on learning and development, launching leadership development programme, introducing internal communication, providing opportunities to staff to seek inspirational roles through internal job postings, streamlining the Performance Management System, making the compensation structure more competitive and streamlining the performance-link rewards and incentives.

CORPORATE SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The provision of the Section 135 and Schedule VII of the Companies Act, 2013 as well as the provisions of the Companies (Corporate Social Responsibility Policy) Rules, 2014 effective from April 1, 2014 relating to CSR Initiatives are not applicable to the Company.

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.

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, 2017

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

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

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

Annexure – I

DETAILS OF RELATED PARTY TRANSACTIONS

- A. (Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

All related party transactions entered during the year were in ordinary course of business and on arm's length basis and the same have been disclosed under Note No. 11 of the Notes to Financial Statements.

No material related party transactions arising from contracts/ arrangements with related parties referred to in the Section 188(1) of the Companies Act, 2013 were entered during the year by the Company. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable.

- B. Disclosures pursuant to Regulation 34(3) & 53(f) and Para A of Schedule V of SEBI (LODR) Regulations, 2015

Sl. No.	In the Account of	Disclosures of amount at the year end and the maximum amount of loans/advances/Investments outstanding during the year.	
1.	Holding Company	<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to subsidiaries by name and amount 	Not Applicable
		<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to associates by name and amount 	
		<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount 	
2.	Subsidiary	<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to subsidiaries by name and amount 	
		<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to associates by name and amount 	
		<ul style="list-style-type: none"> ○ Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount 	
3.	Holding Company	<ul style="list-style-type: none"> ○ Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan. 	

Kolkata, May 30, 2017

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

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

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

**SECRETARIAL AUDIT REPORT
FORM NO. MR-3**

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

The Members,
Unisys Softwares & Holding Industries Limited

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

Based on our verification of Unisys Softwares & Holding Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment; External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during audit period);
 - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
6. Other laws applicable specifically to the company namely:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - b) Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
 - c) Reserve Bank of India Act, 1934 and the rules made there under to the extent of provisions applicable to Non-Banking Financial Companies and Regulations made thereunder;
 - d) Provident Fund Act 1952;
 - e) The West Bengal Shops and Establishments Act, 1963.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Merger / amalgamation / reconstruction etc.
- d) Foreign technical collaborations.

Place : Kolkata
Date : May 30, 2017

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

ANNEXURE A TO THE SECRETARIAL AUDIT REPORT

The Members,
Unisys Softwares & Holding Industries Limited
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Kolkata
Date : May 30, 2017

Sinu Surolia
Practicing Company Secretary
C. P. No. 17293

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2017
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

FORM NO. MGT - 9

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

II. Principal Business Activities of the Company		
All the Business Activities contributing 10% or more of the total turnover of the Company shall be stated:		
Name and Description of main Businesses	NIC Code of Business	% of Total Turnover of the Company
NBFC Activities (Financing) & Trading / Investment in Shares & Securities	66110	8.94%
Trading in Computer Software & Hardware	47413	91.06%

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

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

e) Banks / FIs	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	4559300	1000100	5559400	24.17	4559300	100	4559400	19.82	4.35
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks / FIs	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(2)									
Total Shareholding of Promoters (A1) + (A2)	4559300	1000100	5559400	24.17	4559300	100	4559400	19.82	4.35
B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	100	-	100	0.00	100	-	100	0.00	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	100	-	100	0.00	100	-	100	0.00	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	12190448	2015500	14205948	61.77	11929223	2165500	14094723	61.29	0.48
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 2 lakh	357215	155602	512817	2.23	370296	153402	523698	2.28	0.05
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	3530794	-	3530794	15.35	3485271	-	3485271	15.15	0.20
c) Others (Specify)									
i. HUF	146584	-	146584	0.64	146484	-	146484	0.64	0.00
ii. Clearing Members	43964	-	43964	0.19	179751	-	179751	0.78	0.59
iii. Trust	90	-	90	0.00	90	-	90	0.00	-
iv. NRI	503	-	503	0.00	10683	-	10683	0.05	0.05
Sub Total B(2)	16269598	2171102	18440700	80.18	16121798	2318902	18440700	80.18	-
Total Public Shareholding B = B(1) + B(2)	16269698	2171102	18440800	80.18	16121898	2318902	18440800	80.18	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	20828998	2171202	23000200	100.00	20681198	2319002	23000200	100.00	-

ii) Shareholding of Promoters							
Shareholders Name	Shareholding at the beginning of the year			Shareholding during and at the end of the year			% change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Sushil Kr. Purohit	1,072,900	4.665%	Nil	1,072,900	4.665%	Nil	-
Jagdish Prasad Purohit	1,298,100	5.644%	Nil	1,298,100	5.644%	Nil	-
Pawan Kr. Purohit	1,044,300	4.540%	Nil	1,044,300	4.540%	Nil	-
Kailash Prasad Purohit	1,031,000	4.483%	Nil	1,031,000	4.483%	0.217%	-
Bimal Joshi	53,000	0.230%	Nil	53,000	0.230%	Nil	-
Dolly Purohit	30,000	0.130%	Nil	30,000	0.130%	Nil	-
Priyanka Purohit	30,000	0.130%	Nil	30,000	0.130%	Nil	-
Balchand Purohit	100	0.000%	Nil	100	0.000%	Nil	-

iii) Change in Promoters' Shareholding (Please specify, if there is no change)						
Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year		Date of Changes	Reason for Changes
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company		
At the beginning of the year	4559400	19.82%	4559400	19.82%	Not Applicable	
At the end of the Year	4559400	19.82%	4559400	19.82%		

iv) Shareholding of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs & ADRs)					
For Each of the Top 10 For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date wise increase/ decrease in Shareholding	Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of total shares of the Company
Sahayta Financial Consultancy Services India Pvt. Ltd.	1,000,000	4.35%	No Change	1,000,000	4.35%
Anratma Tradelink Pvt. Ltd	1,000,000	4.35%	No Change	1,000,000	4.35%
Hamsafar Marketing Pvt. Ltd.	746,200	3.24%	No Change	746,200	3.24%
Decent Vincom Private Limited	640,656	2.79%	No Change	640,656	2.79%
Archana Mittal	616,501	2.68%	No Change	616,501	2.68%
Forum Suppliers Private Limited	562,838	2.45%	No Change	562,838	2.45%
Sankalp Vincom Private Limited	547,304	2.38%	No Change	547,304	2.38%
SKM Travels Private Limited	539,031	2.34%	No Change	539,031	2.34%
Religare Finvest Limited	468,000	2.03%	No Change	468,000	2.03%
Class Commercial Private Limited	399,101	1.74%	No Change	399,101	1.74%

v) Shareholding of Directors and Key Managerial Personnel				
For Each of Directors & KMP	Shareholding at the beginning of the year		Shareholding during the year and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Jagdish Prasad Purohit				
At the beginning of the year / at the end of the year	15000	0.07	15000	0.07
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable (As there is no change in Shareholding during the year)			
Sushil Kr. Purohit				
At the beginning of the year / at the end of the year	74900	0.33	74900	0.33
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Not Applicable (As there is no change in Shareholding during the year)			

V. INDEBTEDNESS				
In Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans Excluding deposits ₹ in Crore	Unsecured Loans ₹ in Crore	Deposits ₹ in Crore	Total Indebtedness ₹ in Crore
Indebtedness at the beginning of the financial year				
i. Principal Amount	Nil	14.2554	Nil	14.2554
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
• Addition	Nil	Nil	Nil	Nil
• Reduction	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year	Nil	Nil	Nil	Nil
i. Principal Amount	Nil	14.2554	Nil	14.2554
ii. Interest due but not Paid	Nil	Nil	Nil	Nil
iii. Interest Accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	14.2554	Nil	14.2554

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL					
Sr. No.	Particulars of Remuneration	Jagdish Prasad Purohit (MD)	Naresh Sharma (CFO)	Vijay Laxmi Purohit (Co. Secretary)	Kanchan Jhawar (Co. Secretary)
1.	Gross Salary	Nil	₹ 2,40,000/-	₹ 63,000/-	₹ 21,000/-
2.	Value of Perquisites	Nil	Nil	Nil	Nil
3.	Stock Options	Nil	Nil	Nil	Nil
4.	Sweat Equity	Nil	Nil	Nil	Nil
5.	Commission	Nil	Nil	Nil	Nil
6.	Others (Please specify)	Nil	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give details)
A. Company					
Penalty			No Instance		
Punishment					
Compounding					
B. Directors					
Penalty			No Instance		
Punishment					
Compounding					
C. Other Officers in Default					
Penalty			No Instance		
Punishment					
Compounding					

ANNEXURE TO THE DIRECTORS' REPORT

CORPORATE GOVERNANCE

Pursuant to Regulation 34(3) read with Schedule V of SEBI LODR Regulations, 2015 (hereinafter referred as "Listing Regulations") along with other requirements as specified in Schedule V of these regulations, Compliance with the requirements of Corporate Governance is set out below -

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

GOVERNANCE STRUCTURE

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

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

BOARD OF DIRECTORS

Size & Composition of Directors

The 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.

The composition and category of the Board of Directors as at March 31, 2017, the number of other Directorships/ Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

Name	Designation	DIN	Date of Joining	Committee Membership in other Listed Cos.	Committee Chairmanship in other Listed Cos.	No. of Directorship in other Listed Cos.
Jagdish Prasad Purohit*	Chairman & Managing Director	00083125	1 st June 1995	2	Nil	2
Sushil Kr. Purohit	Non-Executive Director	00073684	15 th Feb. 1996	2	Nil	1
Johar Pal Singh	Independent Director	01734863	13 th Aug 2010	4	2	3
Saroj Devi Kothari	Independent Director	01312905	4 th Jan 2017	4	2	7

*Chairman of the Committee

Notes:

1. Directorships exclude Private Limited Companies, Foreign Companies and Section 8 Companies.
2. Chairmanship/Membership of Committee only includes Audit Committee and Stakeholders' Relationships Committee in Indian Public Limited companies other than M/s. Unisys Softwares & Holding Industries Limited.
3. Members of the Board of the Company do not have membership of more than ten Board-level Committees or Chairperson of more than five such Committees.
4. Except Mr. Jagdish Prasad Purohit and Mr. Sushil Kr. Purohit, who are brothers in relation; no other Directors are related with each other.

Board Independence

The Non-Executive Independent Directors fulfill the conditions of independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

Board Meetings

The Board meets at regular intervals to discuss and decide on business strategies/policies and review the financial performance of the Company and its subsidiaries. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, the Board's calls the meeting as pre requirements of prevailing Act.

The notice and detailed agenda along with the relevant notes and other material information are sent in advance separately to each Director and in exceptional cases tabled at the Meeting with the approval of the Board. This ensures timely and informed decisions by the Board. The Board reviews the performance of the Company.

Information placed before the Board

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

Post Meeting Mechanism

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

Board Support

The Company Secretary attends the Board meetings and advises the Board on Compliances with applicable laws and governance.

Familiarization Programme for Directors

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

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

Details of Board Meetings

The Board of Directors met 8 times on 13th April, 30th May, 1st July, 12th August and 11th November in year 2016 and on 4th January, 14th February and 7th March in the year 2017 during the financial year 2016-2017.

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

Name	Designation	Attendance at the AGM	Meetings Attended
Jagdish Prasad Purohit*	Chairman & Managing Director	Yes	8
Sushil Kr. Purohit	Non-Executive Director	Yes	8
Johar Pal Singh	Independent Director	Yes	8
Mohit Jhunjunwala	Independent Director	Yes	7
Renu Kedia	Independent Director	Yes	6
Saroj Devi Kothari	Independent Director	N. A.	2

*Chairman of the Board

AUDIT COMMITTEE

Audit Committee of the Board of Directors ("the Audit Committee") is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the Listing Regulations. All members of the Audit Committee are financially literate and bring in expertise in the fields of Finance, Taxation, Economics, Risk and International Finance. It functions in accordance with its terms of reference that defines its authority, responsibility and reporting function.

TERMS OF REFERENCE

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting system, internal controls system, discussion on financial results, interaction with Statutory and Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory Auditors and their remuneration, recommendation for the appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions and 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 provisions of section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. 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.

FUNCTIONS OF AUDIT COMMITTEE

The Audit Committee, while reviewing the Annual Financial Statements also reviews the applicability of various Accounting Standards (AS) referred to in Section 133 of the Companies Act, 2013. Compliance of the Accounting Standards as applicable to the Company has been ensured in the preparation of the Financial Statements for the year ended March 31, 2017.

The Audit Committee bridges the gap between the Internal Auditors and the Statutory Auditors. To ensure good Governance, the Company has been rotating Partners of Statutory Auditors. The Statutory Auditors are responsible for performing Independent audit of the Company's financial statements in accordance with the generally accepted auditing practices and issuing reports based on such audits, while the Internal Auditors are responsible for the internal risk controls.

Besides the above, Chairman and Managing Director, Chief Financial Officer, the representatives of the Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings. The Company Secretary acts as a Secretary to the Committee as required by Regulation 18(1)(e) of the Listing Regulations.

The Company follows best practices in financial reporting. The Company has been reporting on quarterly basis, the Un-audited Financial Results as required by the Regulation 33 of the Listing Regulations. The Company's quarterly Un-audited Standalone Financial Results are made available on the web-site www.unisyssoftwares.com and are also sent to the Stock Exchanges where the Company's equity shares are listed for display at their respective websites.

The Audit Committee also oversees and reviews the functioning of a vigil mechanism (implemented in the Company as a Whistle Blower Policy) and reviews the finding of investigation into cases of material nature and the actions taken in respect thereof.

INTERNAL CONTROLS AND GOVERNANCE PROCESSES

The Company continuously invests in strengthening its internal control and processes. The Audit Committee along with the CFO formulates a detailed plan to the Internal Auditors for the year, which is reviewed at the Audit Committee Meetings. The Internal Auditors attend the meetings of Audit Committee at regular intervals and submit their recommendations to the Audit Committee and provide a road map for the future.

CONSTITUTION AND MEETINGS OF AUDIT COMMITTEE

The committee was re-constituted in the meeting of Board of Directors held on 7th March 2017 wherein Mrs. Saroj Devi Kothari has been appointed as member of Audit Committee in place of Mr. Mohit Jhunjhunwala who has resigned from the Board on that date.

The members of Audit Committee met four times on 30th May, 12th August and 11th November in year 2016 and on 14th February in year 2017 during the financial year ended on 31st March 2017.

Name	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit	4	4
Mr. Johar Pal Singh*	4	4
Mr. Mohit Jhunjhunwala	4	4
Mrs. Saroj Devi Kothari	-	-

*Chairman of Committee

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Non-executive, Independent Directors. All members of the Nomination and Remuneration Committee are financially literate and they have accounting or related financial management expertise. The Composition of Remuneration and Nomination Committee is pursuant to the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations.

Terms of Reference

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulations, which are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- Delegation of any of its powers to any Member of the Committee or the Compliance Officer.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

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

Criteria of selection of Non-Executive Directors

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

Remuneration

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

CEO & Managing Director – Criteria for selection / appointment

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

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

Remuneration for the CEO & Managing Director

- At the time of appointment or re-appointment, the CEO & Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the CEO & Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- The remuneration of the CEO & Managing Director is paid by way of salary, allowances, perquisites, amenities and retirement benefits.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of the Listing Regulations, the Board has carried out the annual evaluation of its own performance, its Committees and Directors individually. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The performance evaluation of the Chairman and Managing Director and the Non Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

MEETINGS OF NOMINATION & REMUNERATION COMMITTEE

The committee was re-constituted in the meeting of Board of Directors held on 7th March 2017 wherein Mrs. Saroj Devi Kothari has been appointed as chairman (in place of Mr. Johar Pal Singh who has become member of Committee) of N&R Committee in place of Mr. Mohit Jhunjunwala who has resigned from the Board on that date.

The members of Nomination & Remuneration Committee met two times on 1st July in year 2016 and on 4th January in year 2017 during the financial year ended on 31st March 2017.

Mr. Sushil Kr. Purohit	2	2
Mr. Mohit Jhunjunwala	2	2
Mr. Johar Pal Singh*	2	2

*Chairman of the Committee

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee is constituted in line with the provisions of Regulation 20 of the SEBI LODR Regulations 2015, read with Section 178 of the Act and rules made thereunder.

The terms of reference of the Committee are:

- transfer/transmission of shares/debentures and such other securities as may be issued by the Company from time to time;
- issue of duplicate share certificates for shares/debentures and other securities reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates / certificates relating to other securities;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to grant Employee Stock Options pursuant to approved Employees' Stock Option Scheme(s), if any, and to allot shares pursuant to options exercised;
- to issue and allot debentures, bonds and other securities, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance / other Officers of the Share Department to attend to matters relating to non receipt of annual reports, notices, non receipt of declared dividend / interest, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The Secretarial Department of the Company and the Registrar and Share Transfer Agent, Purva Shareregistry (India) Private Limited attend to all grievances of the shareholders received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. The Minutes of the Stakeholders' Relationship Committee Meetings are circulated to the Board and 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 updated telephone numbers and e-mail addresses to facilitate prompt action.

Compliance Officer

The Company has appointed Ms. Kanchan Jhavar, Company Secretary as a Compliance Officer within the meaning of requirements of Regulation 6 of Listing Regulations.

Composition of Committee and Meetings attended

The committee was re-constituted in the meeting of Board of Directors held on 7th March 2017 wherein Mrs. Saroj Devi Kothari has been appointed as member of Stakeholders' Relationship Committee in place of Mr. Mohit Jhunjhunwala who has resigned from the Board on that date.

During the year, four meetings of the Stakeholders' Relationship Committee were held on 11th November in year 2016 during the financial year 2016-2017.

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

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

DETAILS OF SHAREHOLDERS' COMPLAINTS

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

As required under Regulation 40(9) of Listing Regulations, 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 unisys.softwares@gmail.com to lodge Investor complaints. Apart from this, the SEBI has also facilitated Investors to lodge complaints directly on SCORES on SEBI website for faster addressing and resolutions of Investor Complaints.

Independent Directors' Meeting

During the year under review, the Independent Directors met on March 28, 2017, inter alia, to discuss:

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

All the Independent Directors were present at the Meeting.

GENERAL BODY MEETINGS

Location & time for the last three Annual General Meetings:

Annual General Meeting	Date & Time	Venue
24 th Annual General Meeting	29 th September 2016, 2.30 PM	"Palki", Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136
23 rd Annual General Meeting	30 th September 2015, 2.30 PM	"Palki", Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136
22 nd Annual General Meeting	30 th September 2014, 2.30 PM	P-27, Princep Street, 3rd Floor, Kolkata - 700 072.

SPECIAL RESOLUTION PASSED AT LAST THREE ANNUAL GENERAL MEETINGS:

Company has passed following Special Resolution in pursuance of the above referred Laws, Rules, Regulations, Guidelines, Standards, etc. in the Annual General Meeting held in year 2015 -

- Adoption of new set of Articles of Association of the Company as per Section 14 of the Companies Act, 2013

Apart from the above, no special resolution has been passed in remaining two out of last three Annual General Meeting.

PASSING OF RESOLUTION BY POSTAL BALLOT:

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

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

EXTRA-ORDINARY GENERAL MEETING

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

BOARD DISCLOSURES

Compliance with Governance Framework

The Company is in compliance with all mandatory requirements under Listing Regulations, 2015.

STRICTURES AND PENALTIES

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

DISCLOSURE OF ACCOUNTING TREATMENT

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

RISK MANAGEMENT

Risk management is embedded in your Company's operating framework. Your Company believes that managing risks helps in maximizing returns. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically by the Board and the Audit Committee.

SEBI / STOCK EXCHANGE COMPLIANCE

The Company has complied with all requirements of the Listing Agreement entered into with Stock Exchanges and also SEBI Listing Regulations (effective from 1st December 2015). Consequently there were no strictures or penalties imposed either by SEBI or Stock Exchange or any Statutory Authority for non-compliance of any matter related to the Capital Markets during the last three years.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations); with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. The Company Secretary is responsible for implementation of the Code.

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

DISCLOSURES

- (a) There are no transactions with related party i.e. with Promoters, Directors, Management, Subsidiaries or Relatives that may have potential conflict of interest with the Company at large.
- (b) There has been no instance of non-compliance by the Company on any matter related to Capital Markets and hence the question of penalties or strictures being imposed on the Company by the Stock Exchanges or SEBI or any Statutory Authority does not arise.
- (c) In Compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 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:** - As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This

audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges where the company's shares are Listed the audit confirms that the total Listed and Paid-up Capital is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

CODE OF BUSINESS CONDUCT & ETHICS

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

CONFLICT OF INTEREST

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to Section 177(9) and (10) of the Companies Act, 2013, and Regulation 22 of the Listing Regulations, the Company has formulated Whistle Blower Policy for vigil mechanism of Directors and employees to report to the management about the unethical behavior, fraud or violation of Company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The Whistle Blower Policy is displayed on the Company's website viz. www.unisyssoftwares.com

COMMUNICATION WITH THE MEMBERS/SHAREHOLDERS

- The unaudited quarterly / half yearly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within sixty days from the close of the financial year as per the requirements of the Listing Regulations.
- The approved financial results are forthwith sent to the Stock Exchanges and are published in a national English newspaper and in local language (Bengali) newspaper, within forty-eight hours of approval thereof. Presently the same are not sent to the shareholders separately.
- The Company's financial results and official press releases are displayed on the Company's Website- www.unisyssoftwares.com.
- Any presentation made to the institutional investors or/and analysts are also posted on the Company's website.
- Management Discussion and Analysis forms part of the Annual Report, which is sent to the shareholders of the Company.
- The Company also informs, by way of intimation to BSE and CSE, all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members.
- In compliance with Listing Regulations, quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE are filed electronically on BSE's on-line portal. Filing with CSE is done via emailing the same from its official email Id. The Company has complied with filing submissions through BSE's BSE Online Portal.

- A separate dedicated section under ‘Corporate Governance’ on the Company’s website gives information on unclaimed dividends (if any), Notices of Board Meetings, quarterly compliance reports / communications with the Stock Exchanges and other relevant information of interest to the investors / public.

NON-MANDATORY REQUIREMENTS

- Adoption of non-mandatory requirements of Listing Regulations is being reviewed by the Board from time-to-time.

SHAREHOLDERS’ INFORMATION

a. Next Annual General Meeting

The information regarding 25th Annual General Meeting for the financial year ended on 31st March 2017 is as follows :-

Date	: 25 th September 2017
Time	: 2.30 P.M.
Venue	: “Palki”, Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136

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

c. Future Calendar for financial year ending 31st March 2018 :

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2017	Mid of August, 2017
Financial Reporting of 2 nd Quarter ended on 30 th September 2017	Mid of November, 2017
Financial Reporting of 3 rd Quarter ended on 31 st December 2017	Mid of February 2018
Financial Reporting of 4 th Quarter ended on 31 st March 2018	During May 2018
Date of Annual General Meeting	During September 2018

- d. **Date of Book Closure** : September 19 to September 25, 2017 (both days inclusive)
- e. **Dividend Payment** : No Dividend has been recommended for the year under review.
- f. **Dividend History for last 10 Years** : The Company has not paid any Dividend during last 10 Financial Years.

g. Unclaimed Dividend / Share Certificates

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company along with interest accrued, if any to the Investor Education and Protection Fund (‘the IEPF’), a fund established under sub-section (1) of section 125. The details of unclaimed/unpaid dividend are available on the website of the Company viz. www.unisyssoftwares.com

Section 124(6) of the Companies Act, 2013 mandates transfer of all those shares, in respect of which Unpaid or Unclaimed dividend has been transferred by the Company to the IEPF.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2017:

Sr. No.	Year of Declaration of Dividend	Date of Declaration of Dividend	Unclaimed Amount ₹	Due Date for transfer to IEPF Account
1.	N.A.	-	Nil	-

Further, as required to be disclosed under Regulation 34(3) read with Schedule V of Listing Regulations, Nil Shares are lying at the beginning or at the close of financial year in the Suspense Account. Further the Company did not moved in/out any Equity Share in said Suspense Account during the current financial year.

- h. **Listing of Shares** : BSE and CSE.
- i. **Listing Fees Payment** : Annual Listing Fees for Financial year 2017-2018 have been paid to BSE.
- j. **Stock Code** : 531831 on BSE, 10013102 on CSE
- k. **Depository (ISIN) Code** : INE574C01012 on both NSDL & CDSL.
- l. **Market Price Data :**

Month	Price on BSE ₹ & Volume			S&P BSE Sensex	
	High	Low	Volume	High	Low
April 2016	44.95	44.95	276	26,100.54	24,523.20
May 2016	-	-	-	26,837.20	25,057.93
June 2016	46.05	44.80	4,440	27,105.41	25,911.33
July 2016	-	-	-	28,240.20	27,034.14
August 2016	45.10	45.10	3	28,532.25	27,627.97
September 2016	46.90	45.10	116	29,077.28	27,716.78
October 2016	45.20	45.10	923	28,477.65	27,488.30
November 2016	45.10	44.20	2,012	28,029.80	25,717.93
December 2016	44.95	44.95	1	26,803.76	25,753.74
January 2017	44.75	40.80	2,151	27,980.39	26,447.06
February 2017	41.60	38.45	6,098	29,065.31	27,590.10
March 2017	39.10	31.85	1,02,862	29,824.62	28,716.21

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

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

9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011
 Tel : 022-2301 6761 / 2301 8261, Fax : 022-2301 2517, Email : purvashr@mtnl.net.in
 Website : www.purvashare.com

n. **Share Transfer Systems**

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

o. **Shareholding Pattern as on 31st March 2017**

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	4559400	19.82
Indian Bank	100	0.00
Trust	90	0.00
NRI/OCBS	10683	0.05
Private Corporate Bodies	14094723	61.29
Indian Public	4008969	17.43
Hindu Un-divided Families	146484	0.64
Clearing Members	179751	0.78
Total	23000200	100.00

p. Distribution of Shareholding as on 31st March 2017

No. of Equity Shares held	No. of Share holders	% of Total Holders	No. of Shares Held	% of Total Holding
1-5000	1178	81.13	187376	0.81
5001-10000	49	3.37	40109	0.17
10001-20000	21	1.45	31667	0.14
20001-30000	7	0.48	18387	0.08
30001-40000	6	0.41	23207	0.10
40001-50000	6	0.41	28575	0.12
50001-100000	30	2.07	228484	0.99
100001 and Above	155	10.67	22442395	97.57
Total ...	1452	100.00	23000200	100.00

q. Dematerialization of Shares & Liquidity

The Company has entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders have an option to dematerialise their shares with either of the Depositories.

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

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

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

The Shares of Company are listed on BSE and CSE. 89.92% of the Company's Equity Share Capital held under Public category has been dematerialized up to 31st March 2017.

r. Nomination

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

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

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

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

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

u. Electronic Clearing Service

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

v. Service of Documents through Electronic Mode

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

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

No Fund was being raised during last three years.

x. Investors Correspondence

Compliance Officer	RTA	Registered Office
Ms. Kanchan Jhawar Company Secretary & Compliance Officer Tel : +91-33-22299198 & 22295359 Email : unisys.softwares@gmail.com	Purva Sharegistry (India) Pvt. Ltd. 9, Shiv Shakti Ind. Estate, Ground Floor, J. R. Boricha Marg, Lower Parel, Mumbai-400 011 Tel : 022-2301 6761 / 2301 8261, Fax : 022-2301 2517, Email : purvashr@mtnl.net.in Website : www.purvashare.com	75C Park Street, Basement, Kolkata-700 016 Tel : +91-33-22299198 & 22295359; Fax : +91-33-22349712 Email : unisys.softwares@gmail.com ; URL : www.unisyssoftwares.com

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

Not Any

z. 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.

aa. 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.unisyssoftwares.com

Chairman & Managing Director's Declaration on Code of Conduct**CEO / CFO CERTIFICATION**

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/s. Unisys Softwares & Holding Industries Limited ("the Company") to the best of our knowledge and belief certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief, we certify that:
 - (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) We further state that 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, if any, in internal control over financial reporting during the year;
 - (ii) significant changes, if any, 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.

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

S/d-

Naresh Sharma

Chief Financial Officer

Kolkata, May 30, 2017

For **Unisys Softwares & Holding Industries**

Ltd.

S/d-

Jagdish Prasad Purohit

(DIN : 00083125)

Chairman & Managing Director

ANNUAL CERTIFICATE UNDER REGULATION 26(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As provided under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with M/s. Unisys Softwares & Holding Industries Limited, Code of Business Conduct and Ethics for the year ended March 31, 2017.

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

S/d-

Jagdish Prasad Purohit

(DIN : 00083125)

Chairman & Managing Director

Place : Kolkata

Date : May 30, 2017

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
M/s. Unisys Softwares & Holding Industries Ltd.

We have examined the compliance of conditions of Corporate Governance by M/s. Unisys Softwares & Holding Industries Ltd. (The Company), for the year ended March 31, 2017 as stipulated in Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of Chartered Accountants of India and was limited to 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 opinion on the financial statements 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 SEBI Listing Regulations, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which 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, 2017

Vikash Kedia
Proprietor
Membership No.066852

INDEPENDENT AUDITORS' REPORT

To

The Members of Unisys Softwares & Holding Industries Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of M/s. **Unisys Softwares & Holding Industries Limited**, which comprise the Balance Sheet as at 31st March, 2017, 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

2. The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
4. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. 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 auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, of the state of affairs of the Company as at March 31, 2017 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by “the Companies (Auditor’s Report) Order, 2016 (“the Order”)”, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the “Order”), and on the basis of such checks of the books and records of the Company as we consider appropriate and according to the information and explanation given to us, we give in the Annexure “A” a statement on the matters specified in the paragraph 3 and 4 of the Order.
10. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure “B”.
 - g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and according the explanations given to us, we report that :
 - i. The Company has disclosed the impact of pending litigations, if any, on its financial position in its financial statements; however there isn’t any litigations pending against the name of the company so far, as appeared from the records and has been told to us by the management.
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts; however, no such losses are been foreseeable in near future by the company’s management.
 - iii. There has been no requirement in transferring amounts, to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as

dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note 2.23 to the standalone Ind AS financial statements.

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

Chartered Accountants

ICAI Registration No. 317159E

Place : Kolkata

Date : May 30, 2017

Vikash Kedia

Proprietor

Membership No.066852

ANNEXURE “A” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 9 of the Independent Auditors’ Report of even date to the members of M/s. Unisys Softwares & Holding Industries Limited on the standalone financial statements for the year ended March 31, 2017 –

- 1)
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b) These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;
- 2)
 - a) The management has conducted physical verification of inventory at reasonable intervals during the year.
 - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification.
- 3) The Company has not granted any loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013 and hence clauses (b) & (c) are not applicable.
- 4) The Company has not granted loans or made investment or given any guarantee or security as covered in the provisions of section 185 and 186 of the Companies Act, 2013 therefore, Clause (IV) of the order is not applicable to the company.
- 5) The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
- 6) The requirement of maintaining Cost Records as specified by the Central Government under section 148(1) of the Companies Act, 2013 is not applicable to the company.
- 7)
 - a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees’ state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
 - b) According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees’ state insurance, income-tax, wealth-tax, service tax, customs duty, excise duty cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, the dues outstanding of income tax, sales-tax, service tax, duty of customs, duty of excise or value added tax, which have not been deposited on account of any dispute, are as follows:

Name of the Statute	Nature of Dues	Disputed Amount (₹)	Financial Year for which it relates	Forum where dispute is pending
Income Tax Act, 1961	Income Tax	75,00,980/-	2012-13	Income Tax Appellate Tribunal

Income Tax Act, 1961	Income Tax	26,55,090/-	2013-14	Income Tax Appellate Tribunal
Income Tax Act, 1961	Income Tax	3,04,30,430	2014-15	Income Tax Appellate CIT

- d) The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
- 8) The Company has not taken loan from any financial institution or bank therefore, Clause (VIII) of the order is not applicable to the company.
- 9) According to the information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer, hence not commented upon.
- 10) Based on the Audit procedures performed for the purpose of reporting the true and fair view of financial statements and according to the information and explanations provided to us, we report that no material fraud by the Company or on the Company by the officers and employees of the Company has been noticed or reported during the year.
- 11) According to the information and explanations given to us, the managerial remuneration has been paid and provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V of the Act.
- 12) In our opinion, the Company is not a nidhi company. Therefore the provisions of Clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- 13) According to the information and explanations given to us, transactions with related parties are in compliances with section 177 and 188 of the Act where applicable and details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, and on overall examination of Balance Sheet, the Company has not made any Preferential Allotment or private placement of Shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) are not applicable to the Company, and not commented upon.
- 15) According to the information and explanations given to us, the Company has not entered into any non-cash transactions with Directors or persons connected with him.
- 16) The Company is already registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Place : Kolkata
Date : May 30, 2017

Vikash Kedia
Proprietor
Membership No.066852

ANNEXURE “B” TO INDEPENDENT AUDITORS’ REPORT

Referred to in paragraph 10(f) of the Independent Auditors’ Report of even date to the members of M/s. Unisys Softwares & Holding Industries Limited on the standalone financial statements for the year ended March 31, 2017

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of M/s. Unisys Softwares & Holding Industries Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

2. The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors’ Responsibility

3. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing deemed to be prescribed under section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

6. A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that –
 - a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

- b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- c) provides reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

- 7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

- 8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place : Kolkata
Date : May 30, 2017

Vikash Kedia
Proprietor
Membership No.066852

Balance Sheet as at 31st March 2017

PARTICULARS	Note No.	As At 31.03.2017 ₹	As At 31.03.2016 ₹
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	2300,02,000	2300,02,000
Reserves and Surplus	2.2	3625,86,741	3617,94,342
		5925,88,741	5917,96,342
NON-CURRENT LIABILITIES			
Short Term Borrowings	2.3	1425,53,530	1425,53,530
CURRENT LIABILITIES			
Trade Payables	2.4	19724,63,644	28642,36,803
Other Current Liabilities	2.5	32,30,001	44,96,510
Short-Term Provisions	2.6	9,69,580	9,99,359
		19766,63,225	28697,32,672
TOTAL		27118,05,496	36040,82,545
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets	2.7	40,10,927	60,16,240
Other Non Current assets	2.8	20,08,398	17,15,840
		60,19,325	77,32,080
CURRENT ASSETS			
Inventories	2.9	20880,11,769	23978,12,724
Trade Receivables	2.10	328,82,342	5347,44,397
Cash and Bank Balances	2.11	9,84,834	114,02,705
Short-Term Loans & Advances	2.12	5747,72,398	6443,83,554
Other Current Assets	2.13	91,34,827	80,07,085
		27057,86,171	35963,50,466
TOTAL		27118,05,496	36040,82,545

Significant Accounting Policies and Notes to Accounts

1

As per our Report of even date

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Vikash Kedia

Partner

M. No : 066852

For & On behalf of the Board of Directors

Jagdish Prasad Purohit

DIN : 00083125

Director

Sushil Kr. Purohit

DIN : 00073684

Director

Place : Kolkata

Date : 30th May 2017

Kanchan Jhawar

Company Secretary

Naresh Sharma

CFO

Statement of Profit & Loss for the Year Ended 31st March, 2017

PARTICULARS	Note No.	As At 31.03.2017 ₹	As At 31.03.2016 ₹
INCOME			
Revenue from Operations	2.14	50932,89,379	45568,35,446
Other Operating Revenue	2.15	159,99,831	210,88,013
Closing Stock	2.16	20880,11,769	23978,12,724
TOTAL INCOME		71973,00,980	69757,36,184
EXPENSES			
Opening Stock	2.17	23978,12,724	23925,02,601
Purchases	2.18	47908,91,169	45731,75,975
Finance Cost	2.19	-	10,41,525
Payment & Perquisites to Employees	2.20	16,84,760	16,16,000
Depreciation Expenses	2.7	20,05,313	30,07,669
Other Expenses	2.21	35,59,739	30,60,521
TOTAL EXPENSES		71959,53,706	69744,04,290
PROFIT BEFORE TAXATION		13,47,274	13,31,893
Tax Expenses :	2.22		
Current Tax		9,69,580	9,99,359
Deferred Tax		(5,28,558)	(5,87,803)
Extra-Ordinary Items		1,13,854	47,838
NET PROFIT / (LOSS) FOR THE YEAR		7,92,398	8,72,499
Earnings per Equity Share:			
Basic and Diluted (Face Value of ₹ 10/- each, Previous Year ₹ 10/- each)		0.03	0.04

Significant Accounting Policies and Notes to Accounts

1

As per our Report of even date

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Vikash Kedia

Partner

M. No : 066852

For & On behalf of the Board of Directors

Jagdish Prasad Purohit

DIN : 00083125

Director

Sushil Kr. Purohit

DIN : 00073684

Director

Place : Kolkata

Date : 30th May 2017

Kanchan Jhavar

Company Secretary

Naresh Sharma

CFO

Statement of Cash Flow as at 31st March, 2017

PARTICULARS	As At 31.03.2017 ₹	As At 31.03.2016 ₹
A. Cash Flow from Operating Activities		
<i>Net Profit before Tax and Extra-ordinary Items</i>	13,47,274	13,31,893
Adjustments for		
Interest Received	159,98,229	210,88,013
Finance Cost	-	(10,41,525)
Depreciation	20,05,313	30,07,669
Operating profit before working Capital Changes	193,50,816	243,86,050
Adjustments for Capital Changes		
Decrease (Increase) in Inventories	3098,00,955	(53,10,123)
Decrease (Increase) in Trade and other Receivables	5018,62,055	447,30,396
Decrease (Increase) Loan & Advances other current assets Assets	696,11,156	430,77,310
	(11,27,742)	(13,74,157)
Increase (Decrease) in Short Term Borrowings	-	(149,62,628)
Increase (Decrease) in Current Liabilities	(8930,69,447)	(603,00,359)
Cash Generated from Operations	(129,23,024)	58,60,439
Income Tax Liability For The Year	(9,69,580)	(9,99,359)
Extra-ordinary Items	(1,13,854)	(47,838)
Net Cash From Operating Activities (A)	53,44,359	291,99,292
B. Cash Flow From Investing Activities		
Decrease / (Increase) in Fixed Assets	-	-
Decrease / (Increase) in Investments	-	-
Miscellaneous Expenditure	2,36,000	2,36,000
Prior Period Adjustments	-	-
Sale of Investments (Office)	-	-
Net Cash from Investing Activities (B)	2,36,000	2,36,000
C. Cash Flow From Financing Activities		
Interest Received	(159,98,229)	(210,88,013)
Finance Cost	-	10,41,525
Net Cash used in Financing Activities (C)	(159,98,229)	(200,46,488)
	(104,17,871)	93,88,804
Net Increase / (Decrease) in cash and Cash Equivalents (A+B+C)	(104,17,871)	93,88,804
<i>Opening Balance of Cash & Cash Equivalents</i>	114,02,705	20,13,901
<i>Closing Balance of Cash & Cash Equivalents</i>	9,84,834	114,02,705

As per our Report of even date

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Vikash Kedia

Partner

M. No : 066852

For & On behalf of the Board of Directors

Jagdish Prasad Purohit

DIN : 00083125

Director

Sushil Kr. Purohit

DIN : 00073684

Director

Place : Kolkata

Date : 30th May 2017

Kanchan Jhavar

Company Secretary

Naresh Sharma

CFO

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

Unisys Softwares & Holding Industries Limited (referred to as “Company”) has been incorporated on 1st October 1992 vide CIN L51909WB1992PLC056742 having registered office at 75-C, Park Street, Kolkata-700 016. It is a Public limited company by its shares.

The Company is one of the RBI registered NBFC. Besides carrying financing activities, the company also operates in Capital Market. The activities of the company includes financing, trading, investing in shares & other securities and other related activities of capital market. The Company is also doing trading activities in Computer Hardware and Software.

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

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, 2013 and the guidelines issued by the Securities and Exchange Board of India (SEBI) to the extent applicable. The financial statements are presented in Indian rupees rounded off to the nearest rupee.

Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles require judgment estimates and assumptions to be made that affect the reported amount of assets and liabilities, revenues and expenses and disclosure of contingent liability on the date of the financial statements and results of operations during the reporting year end. Differences between the actual result and estimates are recognized in the period in which the results are known/materialize. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

Cash Flow Statement

As required by Accounting Standard-3 “Cash Flow Statement” issued by “The Institute of Chartered Accountants of India” the Cash Flow for the period is reported using indirect method. The Cash and Cash Equivalent of the Company comprises of Cash in hand and Current account with Scheduled Banks.

Fixed Assets & Depreciation on Tangible Assets

All assets held with the intention of being used for the purpose of providing services and not for sale in the normal course of business are recognized as Fixed Assets and are stated at cost less accumulated depreciation after considering lease adjustment account. All costs including finance cost attributable to fixed assets till assets are ready for intended use are capitalized.

Depreciation and Amortisation of Tangible Assets

Depreciation on tangible assets is calculated on a pro-rata basis on the Written Down Value Method at the rates prescribed under Schedule II to the Companies Act, 2013 with the exception of the following :-

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

Intangible Assets & Amortisation

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

Revenue Recognition

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

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

Other Income Recognition

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

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

Foreign Currency Transactions

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

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

Borrowing Cost :

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

Retirement and other Employees benefits :

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

Post Employment Benefits

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

Inventories

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

Investments

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

Long-term Investments are carried individually at cost less provision for diminution, other than temporary, in the value of such Investments.

Current investments are carried individually at the lower of cost and fair value. Costs of investments include acquisition charges such as brokerage, fees and duties.

Cash & Cash Equivalents

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

Impairment of Assets

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

Taxes on Income

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

Earnings per Share

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

Stock In Trade

Stock-in-trade of tradable goods and shares are valued at cost.

Contingent Liabilities & Provisions

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

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

Other Notes & Additional Information Forming Part of Financial Statements

- a) In the opinion of the management, current assets, loans and advances and other receivables have realizable value of at least the amounts at which they are stated in the accounts.

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

Provisions, Contingent Liabilities & Contingent Assets

- Disclosures in terms of Accounting Standards (AS 29) Provisions, Contingent Liabilities and Contingent Assets issued by the Institute of Chartered Accountants of India :
- 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.
- 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.
- Contingent Assets are neither recognized nor disclosed.

Segment Report

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

Segment Revenue

₹ in Lakh

Sl. No.	Particulars	2016-2017	2015-2016
	Segment Revenue		
a)	Sale of Software & Hardware	50,932.89	45,568.35
b)	Investment Activities	160.00	210.88
c)	Other Un-allocable activities	-	-
	Total Income from Operations	51,092.89	45,779.23
2.	Segment Profit/(Loss) before Interest & Tax		
a)	Sale of Software & Hardware	18.32	31.57
b)	Investment Activities	(4.85)	(18.25)
c)	Other Un-allocable activities	-	-
	Profit before Tax	13.47	13.32

- 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

- Contingent Liabilities not provided for – ₹ Nil

Related Party Transactions

8. Key Management Personnel –
- Mr. Jagdish Prasad Purohit - Managing Director
 - Mr. Sushil Kr. Purohit - Director
 - Mr. Naresh Sharma - CFO
 - Ms. Kanchan Jhawar - Company Secretary & Compliance Officer
9. Subsidiary Company –
Not Any
10. Group Companies or Companies under same management –
- Blue Circle Services Limited
 - Prime Capital Market Limited
 - JMD Ventures Limited
 - JMD Sounds Limited
 - Scan Infrastructures Limited
 - Warner Multimedia Limited

11. Details of transactions with related parties –

Transaction with related parties	Subsidiary Companies	Key Management Personnel & Relatives
Remuneration	-	Nil
	(-)	(Nil)
Investments:		
Investment in Subsidiary	-	1. Jagdish Prasad Purohit 2. Sushil Kr. Purohit
	(-)	
Investment in Group Cos.	₹ 2711.72 lakh	-
	(₹ 2447.72 lakh)	(-)

Deferred Tax on Income

12. Deferred Tax Asset (Net) for the year ended 31st March 2017 amounts to ₹ 11.16 lakh.
13. Remuneration to Auditors

Particulars	31.03.2017	31.03.2016
Remuneration to Auditors for Audit Purpose (in ₹)	39,000	39,000

Earning per Equity Share

- 14.

	Unit	31.03.2017	31.03.2016
Net Profit after Tax available for Shareholders	₹ in Lakh	7.92	8.72
No. of Equity Shares (Face Value of ₹ 10/-)	No.	2,30,00,200	2,30,00,200
Basis & Diluted Earnings Per Share (₹)	₹	0.03	0.04

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

15. Sundry Debtors and creditors are subject to confirmation and reconciliation.
16. There are no Micro and Small Scale Business Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as at March 31, 2017. This information as required to be disclosed under Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.
17. Previous years' figures have been regrouped, rearranged wherever necessary to make them comparable with those of current year.

As per our report of even date

For & on behalf of the Board of Directors

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

Jagdish Prasad Purohit

(DIN : 00083125)

Director

Sushil Kr. Purohit

(DIN : 00073684)

Director

Vikash Kedia

Partner

Membership No. 066852

Naresh Sharma

CFO

Kanchan Jhawar

Company Secretary

Kolkata, May 30, 2017

Notes to the Financial Statements as at & for the year ended March 31, 2017

Note 2.1 SHARE CAPITAL

Particulars	As At 31.03.2017		As At 31.03.2016	
	Number	₹	Number	₹
Authorised				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	250,00,000	2500,00,000	250,00,000	2500,00,000
Issued, Subscribed & Paid Up:				
Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	230,00,200	2300,02,000	230,00,200	2300,02,000
Total	230,00,200	2300,02,000	230,00,200	2300,02,000

Reconciliation of number of shares.

Particulars	As At 31.03.2016		As At 31.03.2015	
	Number	₹	Number	₹
Shares Outstanding at the beginning of the year	230,00,200	2300,02,000	230,00,200	2300,02,000
Add : Further Shares issued during the Year	-	-	-	-
Shares Outstanding at the end of the year	230,00,200	2300,02,000	230,00,200	2300,02,000

Rights, Preference and Restrictions attached to Equity Shares

The Company has one class of Equity Shares having at 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	As At 31.03.2017		As At 31.03.2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Not Any	-	-	-	-

Note 2.2 RESERVES AND SURPLUS

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Securities Premium Reserves		
Opening Balance	3064,14,500	3064,14,500
Add : Additions for the Year	-	-
Closing Balance at the end of the Year	3064,14,500	3064,14,500
General Reserves		
Opening Balance	93,45,590	91,71,090
Add: Transferred From Statement of Profit & Loss	1,58,480	1,74,500
Closing Balance at the end of the Year	95,04,070	93,45,590

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Surplus in Statement of Profit & Loss		
Opening Balance	460,34,252	453,36,253
Add : Prior Period Adjustments	-	-
Add : Net Profit for the Year	7,92,398	8,72,499
Less : Amount Transferred to General Reserve	1,58,480	1,74,500
Surplus available at the end of Financial Year	466,68,171	460,34,252
Total	3625,86,741	3617,94,342

Note 2.3 SHORTTERM BORROWING

Unsecured Loan		
From Body Corporate	1425,53,530	1425,53,530
Total	1425,53,530	1425,53,530

Note 2.4 TRADE PAYABLES

Dues of Micro Enterprises & Small Enterprises	-	-
Dues to Creditors other than Micro Enterprises & Small Enterprises	19724,63,644	28642,36,803
Total	19724,63,644	28642,36,803

Note : No amount is payable to Small Scale Industrial Undertakings. The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Act, 2006 and hence disclosures, if any relating to amounts unpaid as at the year end together with interest paid/payable as required under the Act can not be furnished.

Note 2.5 OTHER CURRENT LIABILITIES

Other Payables		
Provision for Expenses	28,08,406	27,86,331
Trade Advances	-	13,28,216
FBT Payable	3,040	3,040
TDS Payable	11,249	1,15,402
MVAT Payable	4,07,306	2,63,521
Total	32,30,001	44,96,510

Note 2.6 SHORTTERM PROVISIONS

Provision for Income Tax	9,69,580	9,99,359
Total	9,69,580	9,99,359

Note 2.7 FIXED ASSETS

	Cost/ Book Val- ue as at 1st April 2016	Addi- tions during the year	Deduc- tions/ Adjust- ments during the year	Cost/ Book Value as at 31st March 2017	Depre- ciation on Cost / Book Val- ue as at 1st April 2016	Deduc- tions / Adjust- ments during the year	Depreci- ation for the year	Deprecia- tion on Cost /Book Value as at 31st March 2017	Balance as at 31st March 2017	Balance as at 31st March 2016
Computer										
Software	381,61,000	-	-	381,61,000	321,44,760	-	20,05,313	341,50,073	40,10,927	60,16,240
TOTAL ...	381,61,000	-	-	381,61,000	321,44,760	-	20,05,313	341,50,073	40,10,927	60,16,240
Previous Year	381,61,000	-	-	381,61,000	291,37,091	-	30,07,669	291,37,091	60,16,240	-

Note 2.8 MISCELLANEOUS EXPENSES

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Deferred Revenue Expenses	6,44,000	8,05,000
Provision for Deferred Tax Assets	11,16,361	5,87,803
Share Issue Expenses	2,48,037	3,23,037
Total	20,08,398	17,15,840

Note 2.9 STOCK-IN-TRADE

Stock In Trade		
Stock of Shares & Securities as per Schedule 2.9A	19929,00,428	23027,01,383
Hardwares and Softwares	951,11,341	951,11,341
Total	20880,11,769	23978,12,724

Note 2.9A STOCK-IN-TRADE (Break-up)

Particulars	Numbers	Face Value	As At	As At
			31.03.2017	31.03.2016
		₹	₹	₹
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
Arshiya Limited	10,000	10.00	13,43,340	13,43,340
Axon Infotech Ltd	8,00,000	10.00	160,00,000	160,00,000
Bhushan Steel Limited	112	10.00	52,260	52,260
Chisel & Hammer (Mobel) Limited	3,322	10.00	6,31,596	6,31,596
Scan Steel Ltd	1,70,000	10.00	54,74,644	54,74,644
Denim Developers Limited	14,89,000	10.00	148,90,000	148,90,000
Dhenu Buildcon Infra Ltd.	10,01,561	10.00	588,06,448	588,06,448
Geefcee Finance Ltd.	23,000	10.00	4,30,000	4,30,000
Global Infratech Finance Ltd	3,70,900	1.00	310,20,727	477,48,000
Gujrat Venture Capital Limited	60,000	10.00	5,15,760	5,15,760
Himachal Futuristic Communications Ltd.	1,00,000	10.00	-	21,13,782
Kaveri Telecom Products Ltd.	20,000	10.00	23,00,879	23,00,879
Mideast Integrated Steels Limited	50,000	10.00	7,50,000	7,50,000
North Eastern Carrying Corporation Ltd.	7,500	10.00	-	5,17,796
Nouveau Global Ventures Ltd.	11,000	10.00	19,75,744	19,75,744
Odyssey Corporation Ltd.	7,500	10.00	4,08,270	4,08,270
Red Fort Global Limited	20,000	10.00	16,01,981	16,01,981
PS IT Infrastructure Ltd	12,525	10.00	69,00,000	-
K.M.Sugar	13,600	10.00	4,08,769	-
Spice Mobile Limited	32,523	10.00	34,31,725	34,31,725
Sujana Towers Limited	10,00,000	1.00	-	70,75,664
Suntek Wealthmax Investments Limited	35,529	10.00	3,55,290	3,60,000
Suryo Foods & Industries Ltd.	50,000	10.00	5,00,000	5,00,000
			1477,97,434	1669,27,889

(2) IN EQUITY SHARES OF GROUP COS. / COMMON DIRECTORSHIP (QUOTED)				
Blue Circle Services Ltd	7,06,007	1.00	40,54,837	40,54,837
JMD Telefilms Industries Limited	40,00,000	1.00	1263,18,487	1263,18,487
			1303,73,324	1303,73,324
(3) IN EQUITY SHARES OF GROUP COS. / COMMON DIRECTORSHIP (UN-QUOTED)				
JMD Sounds Limited	7,89,893	10.00	1006,99,170	742,99,170
Laxmiputra Commotrade Pvt. Ltd.	10,000	10.00	1,00,000	1,00,000
Nirnidhi Consultant Pvt. Ltd.	1,00,000	10.00	400,00,000	400,00,000
			1407,99,170	1143,99,170
(4) OTHERS (UN-QUOTED)				
Abhijeet Power Limited	32,823	10.00	49,23,500	500,00,000
Alex Finvest Consultant Pvt. Ltd.	4,960	10.00	124,00,000	124,00,000
Amity Dealcom Pvt. Ltd.	3,840	10.00	96,00,000	96,00,000
Aradhana Impex Pvt. Ltd.	5,55,000	10.00	-	555,00,000
Arrissan Power Limited	3,27,000	10.00	327,00,000	327,00,000
Astha Tie-Up Pvt. Ltd.	53,000	10.00	53,00,000	53,00,000
Attribute Shares & Securities Pvt. Ltd.	35,000	10.00	350,00,000	350,00,000
Basukinath Commodities Pvt. Ltd.	42,575	10.00	85,15,000	85,15,000
Bhubaneswar Sale Pvt. Ltd.	1,400	10.00	35,00,000	35,00,000
BNR Consultancy Services Pvt. Ltd.	20,000	10.00	50,00,000	50,00,000
BNS Steel Trading Pvt. Ltd.	20,000	10.00	50,00,000	50,00,000
Brijwashi Distributors Pvt. Ltd.	3,79,000	10.00	758,00,000	758,00,000
Celeste Merchandise Limited	2,00,000	10.00	200,00,000	200,00,000
Cherish Tradecom Pvt. Ltd.	4,200	10.00	105,00,000	105,00,000
Chopra Strips Limited	77,700	10.00	-	1150,00,000
Concord Vincom Pvt. Ltd.	3,000	10.00	-	3,00,000
Denim Merchantile Pvt. Ltd.	6,20,000	10.00	-	620,00,000
Denim Merchants Pvt. Ltd.	40,000	10.00	-	40,00,000
Destiny Dealtrade Pvt. Ltd.	4,120	10.00	103,00,000	103,00,000
Devatma Distributors Pvt. Ltd.	5,000	10.00	125,00,000	125,00,000
Dhenkanal Finvest Limited	20,000	10.00	50,00,000	50,00,000
Eagal Dealtrade Pvt. Ltd.	5,440	10.00	-	136,00,000
Efficient Dealcom Pvt. Ltd.	1,25,000	10.00	250,00,000	250,00,000
Elect Venture Pvt. Ltd.	73,000	10.00	146,00,000	146,00,000
Empire Advisory Services Pvt. Ltd.	2,10,000	10.00	210,00,000	210,00,000
Eshan Financial Services Pvt. Ltd.	65,500	10.00	180,12,500	180,12,500
Evergreen Mining & Minerals Pvt. Ltd.	20,000	10.00	10,00,000	10,00,000
Excellent CommoSale Pvt. Ltd.	6,400	10.00	161,00,000	161,00,000
Forever Flourishing Fin & Inv Pvt. Ltd.	15,000	10.00	150,00,000	150,00,000
Golden Meadows Exports Pvt. Ltd.	18,000	10.00	180,00,000	180,00,000
Hilltop Sales Pvt. Ltd.	2,33,000	10.00	466,00,000	466,00,000
Himland Commodities Pvt. Ltd.	50,000	10.00	50,00,000	50,00,000
Jaganmata Sales Pvt. Ltd.	2,920	10.00	73,00,000	73,00,000
Jagjyoti Commodities Pvt. Ltd.	7,760	10.00	-	194,00,000

Jalashree Mercantile Pvt. Ltd.	1,79,000	10.00	179,00,000	179,00,000
Jasmin Steel Trading Limited	25,000	10.00	125,00,000	125,00,000
JLD Cement Limited	18,00,000	10.00	180,00,000	180,00,000
Kailashpati Vinimay Pvt. Ltd.	5,080	10.00	127,00,000	127,00,000
Kaizen Power Pvt. Ltd.	1,50,000	10.00	150,00,000	150,00,000
Kanupriya Enclave Pvt. Ltd.	50,000	10.00	50,00,000	50,00,000
KBN Infrastructure Pvt. Ltd.	10,000	10.00	-	25,00,000
Khazana Tradelinks Limited	6,56,250	10.00	525,00,000	525,00,000
Lakshya Energy Pvt. Ltd.	5,42,500	10.00	542,50,000	542,50,000
Lavanya Distributors Pvt. Ltd.	45,000	10.00	45,00,000	45,00,000
Laxmi Vinimay Pvt. Ltd.	45,000	10.00	-	45,00,000
Laxmiramuna Investments Pvt. Ltd.	12,000	10.00	120,00,000	120,00,000
Loha Ispat Limited	93,500	10.00	93,50,000	93,50,000
Mansoul Commercial Pvt. Ltd.	50,000	10.00	500,00,000	500,00,000
Megacity Enclave Pvt. Ltd.	4,50,000	10.00	450,00,000	450,00,000
Megacity Niwas Pvt. Ltd.	2,21,860	10.00	221,86,000	221,86,000
Mohanty Traders Pvt. Ltd.	35,795	10.00	35,79,500	35,79,500
Mridul Vincom Pvt. Ltd.	1,25,000	10.00	250,00,000	250,00,000
Nagarjuna Fertilizer Pvt. Ltd.	7,00,000	10.00	700,00,000	700,00,000
Natraj Vinimay Limited	1,00,000	10.00	500,00,000	500,00,000
Neelkanth Commodities Pvt. Ltd.	59,600	10.00	298,00,000	298,00,000
Pleasure Vinimay Pvt. Ltd.	34,800	10.00	87,00,000	87,00,000
Pratik Merchants Pvt. Ltd.	30,000	10.00	30,00,000	30,00,000
Prince Tradecom Limited	40,00,000	10.00	400,00,000	400,00,000
Ratnakar Commodeal Pvt. Ltd.	50,000	10.00	100,00,000	100,00,000
Reaward Dealer Pvt. Ltd.	2,49,625	10.00	99,85,000	99,85,000
Rockhard Engineering Pvt. Ltd.	2,00,000	10.00	200,00,000	200,00,000
Saltlake Vyapaar Limited	1,50,000	10.00	150,00,000	150,00,000
Sargam Tradelink Pvt. Ltd.	1,95,640	10.00	195,64,000	195,64,000
Sargam Vintrade Pvt. Ltd.	2,21,000	10.00	442,00,000	442,00,000
Satabdi Tracom Pvt. Ltd.	1,50,000	10.00	300,00,000	300,00,000
Satabdi Tradelink Limited	6,85,000	10.00	68,50,000	68,50,000
Scania Steel Pvt. Ltd.	21,250	10.00	490,00,000	490,00,000
Sherawali Yarns Pvt. Ltd.	70,000	10.00	70,00,000	70,00,000
Shneha Vinimay Pvt. Ltd.	5,440	10.00	136,00,000	136,00,000
Shree Ganesh Sugar Mills Limited	2,03,000	10.00	203,00,000	203,00,000
Snapshot Merchant Pvt. Ltd.	1,00,000	10.00	50,00,000	50,00,000
Sudhanil Vanijya Limited	1,50,000	10.00	150,00,000	150,00,000
Tandem Commercial Pvt. Ltd.	2,00,000	10.00	200,00,000	200,00,000
Tara Vincom Pvt. Ltd.	1,80,000	10.00	180,00,000	180,00,000
Thunders Traders Limited	2,00,000	10.00	200,00,000	200,00,000
Timeframe Infrastructure Pvt. Ltd.	40,000	10.00	200,00,000	200,00,000
Topgrain Agency Pvt. Ltd.	2,00,000	10.00	200,00,000	200,00,000
Trunkey Infrastructure Pvt. Ltd.	31,99,900	10.00	319,99,000	319,99,000
Vanshidhar Tie-Up Pvt. Ltd.	2,00,000	10.00	200,00,000	200,00,000
Varaha Infra Limited	2,09,950	10.00	-	209,50,000

Vasundhara Consultants Pvt. Ltd.	1,85,000	10.00	-	185,00,000
Vinay Tie-Up Pvt. Ltd.	2,00,000	10.00	-	200,00,000
Vulcan Power Pvt. Ltd.	40,15,000	10.00	401,50,000	401,50,000
Warner Metaliks Pvt. Ltd.	2,74,100	10.00	-	274,10,000
Popular Tradecom Pvt	70,000	10.00	7,00,000	-
Baba Enterprises Pvt Ltd	2,10,000	10.00	21,00,000	-
Parampita traders pvt ltd	50,000	10.00	100,00,000	-
Parampita Vinimay Pvt Ltd	75,000	10.00	150,00,000	-
Aakruti Marketing Pvt Ltd	50,000	10.00	100,00,000	-
Diyajyoti Steel Pvt Ltd	50,000	10.00	125,00,000	-
Sacania Iron & Steel	50,000	10.00	250,00,000	-
Dicord Vinimay Pvt Ltd	3,00,000	10.00	283,66,000	-
Satabdi Tracom Pvt Ltd	50,000	10.00	100,00,000	-
Welcan Vinimay Pvt. Ltd.	2,20,000	10.00	-	220,00,000
			15739,30,500	18910,01,000
(5) HARDWARE & SOFTWARE			95,111,341	95,111,341
Total			19929,00,428	23027,01,383

Note 2.10 TRADE RECEIVABLE

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
(Unsecured, Considered Good)		
Outstanding for a period of Exceeding 6 Months	328,82,342	5347,44,397
Other Debts	-	-
Total	328,82,342	5347,44,397

Note 2.11 CASH AND BANK BALANCES

Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	7,45,957	113,90,817
Cash in hand	2,38,877	11,888
Total	9,84,834	114,02,705

Note 2.12 SHORT-TERM LOANS & ADVANCES

(Unsecured, Considered Good)		
Share Application Money	97,000	97,000
Loans & Advances to Others	5746,75,398	6442,86,554
Total	5747,72,398	6443,83,554

Note 2.13 CURRENT ASSETS

(Unsecured, Considered Good)		
Advance Tax Payment	50,00,000	39,00,000
Tax Deducted at Source	28,37,946	28,10,204
TDS Refundable	12,96,881	12,96,881
Total	91,34,827	80,07,085

Note 2.14 REVENUE FORM OPERATION

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Sale Proceeds		
Hardware & Softwares (Mumbai)	46381,39,105	43953,50,859
Sale of Shares	4551,50,275	1614,84,588
Total	50932,89,379	45568,35,446

Note 2.15 OTHER OPERATING REVENUE

Interest on Loan	159,98,229	210,88,013
Dividend on Shares	1,602	-
Total	159,99,831	210,88,013

Note 2.16 BREAK-UP OF OPENING STOCK

Opening Stock		
Softwares & Hardwares (Mumbai)	951,11,341	951,11,341
Equity Shares (Quoted)	2973,01,213	3753,99,260
Equity Shares (Un-Quoted)	20054,00,170	19219,92,000
Total	23978,12,724	23925,02,601

Note 2.17 BREAK-UP OF CLOSING STOCK

Closing Stock		
Softwares & Hardwares (Mumbai)	951,11,341	951,11,341
Quoted Shares	2781,70,758	2973,01,213
Un-Quoted Shares	17147,29,670	20054,00,170
Total	20880,11,769	23978,12,724

Note 2.18 BREAK-UP OF PURCHASES

Purchases		
Softwares & Hardwares (Mumbai)	46297,42,400	43869,77,805
Equity Shares	1611,48,769	1861,98,170
Total	47908,91,169	45731,75,975

Note 2.19 FINANCE COST

Interest Paid	-	10,41,525
Total	-	10,41,525

Note 2.20 PAYMENT & PERQUISITES TO EMPLOYEES

Salaries & Bonus	15,18,500	14,20,000
Staff Welfare Expenses	1,66,260	1,96,000
Total	16,84,760	16,16,000

Note 2.21 OTHER EXPENSES

Payment to Auditors	39,000	39,000
RTA Fees	76,660	29,939
Conveyance & Travelling Expenses	3,01,899	3,20,249

Particulars	As At	As At
	31.03.2017	31.03.2016
	₹	₹
Listing & Depository Fees	4,86,869	4,64,331
Postage & Courier Expenses	36,020	30,540
Professional Fees	2,96,159	1,25,865
Bank Charges	-	4,344
MCA Filing Fees	11,400	19,200
Printing & Stationery	68,044	30,870
Office Maintenance Expenses	2,95,956	3,05,390
Advertisement Expenses	35,702	25,904
Rent Expenses	2,10,000	2,10,000
Demat Charges	1,121	800
Freight, Coolie & Cartage	2,86,787	2,47,640
AGM & Board Meeting Expenses	57,001	50,750
Value Added Tax (VAT)	6,95,551	3,45,098
Professional Tax	7,500	2,500
VAT Audit Fee	-	45,493
Subscription & Donation	1,60,000	-
Miscellaneous Expenses	1,93,240	1,90,000
Telephone Charges	64,830	-
Bad Debts Written Off	-	3,36,608
Deferred Revenue Expenditure W/off	1,61,000	1,61,000
Share Issue Expenses W/off	75,000	75,000
Total	35,59,739	30,60,52

Note 2.22 Tax Expenses

Provision for Income Tax	9,69,580	9,99,359
Provision for Deferred Tax	(5,28,558)	(5,87,803)
Income Tax for Earlier Years	1,13,854	47,838
Total	5,54,876	4,59,394

Note 2.13 DISCLOSURE ON SPECIFIED BANK NOTES

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 30, 2017. The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification are as follows :

Particulars	SBNs *	Other Denomination Notes	₹ 1000/- and ₹ 500/-	Total
Closing cash in hand as on 08-11-2016	-	15,56,515	-	15,56,515
(+) Permitted receipts	-	-	-	-
(+) Amount Withdrawn from Bank	-	1,00,000	-	1,00,000
(-) Permitted payments	-	5,08,113	-	5,08,113
(-) Amount deposited in Banks	-	-	-	-
Closing cash in hand as on 30-12-2016	-	11,48,402	-	11,48,402

Schedule to the Balance Sheet as at 31st March 2017 of non-deposit taking Non-Banking Financial

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

Particulars	Amount Outstanding	Amount Overdue
Liabilities Side :		
1) Loans and advances availed by the NBFC inclusive of interest accrued thereon but not paid :		
(a) Debentures : Secured	NIL	NIL
Unsecured	NIL	NIL
(other than falling within the meaning of Public Deposit)		
(b) Deferred credits	NIL	NIL
(c) Terms Loans	NIL	NIL
(d) Inter-Corporate Loans & Borrowings	NIL	NIL
(e) Public Deposits*	NIL	NIL
(f) Other Loans	NIL	NIL
* Please see Note 1 at the end of format.		
2) Break-up of (1) (f) above (out -standing public deposits inclusive of interest accrued there on but not paid)		
(a) In the form of Unsecured Debentures	NIL	NIL
(b) In the form of partly Secured Debentures i.e. debentures there is a shortfall in the value of security	NIL	NIL
(c) Other public Deposits	NIL	NIL
* Please see Note 1 at the end of format.		
		Amount Outstanding
Assets Side :		
3) Break-up of Loans and advances including bills receivables [other than those included in (4) below] :		
(a) Secured		NIL
(b) Un-Secured		5746,75,398
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

	Amount Outstanding	
5) Break-up of Investments :		
Current Investment : (Taken as stock in trade)		
1. Quoted		
(i) Shares : (a) Equity		2781,70,758
(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		15739,30,500
(b) Preference		NIL
(ii) Debentures & Bonds		NIL
(iii) Units of Mutual Funds		NIL
(iv) Government Securities		951,11,341
(v) Others (Hardwares & softwares)		
Long Term Investment		
1. Quoted		
(i) Shares : (a) Equity		NIL
(b) Preference		NIL
(ii) Debentures & Bonds		NIL
(iii) Units of Mutual Funds		NIL
(iv) Government Securities		NIL
(v) Others (Please Specify)		NIL
2. Unquoted		
(i) Shares : (a) Equity		NIL
(b) Preference		NIL
(ii) Debentures & Bonds		NIL
(iii) Units of Mutual Funds		NIL
(iv) Government Securities		NIL
(v) Others (Please Specify)		NIL
6. Borrow group-wise classification of all leased assets, stock-on-hire and loans and advances		
Category	Secured	Unsecured
1) Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other than related parties	NIL	NIL
2) Other than related parties	NIL	NIL
Total	NIL	NIL

7) Investor group wise classification of all investments (Current and long term) in shares and securities (both quoted and unquoted)

Please see note 3 at the end of Format.

Category	Market Value/ Breakup or Fair Value or NAV	Book Value (Net of Provision)
1) Related Parties ** (a) Subsidiaries (b) Companies in the same group (c) Other than related parties	NIL	NIL
2) Other than related parties#	19929,00,428	23027,01,383
	19929,00,428	23027,01,383

** 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:

- As defined in paragraph 2(1) (xii) of the Non-Banking Financial Companies of acceptance of Public Deposits (Reserve Bank) Directons 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking (Non-Deposit Accepting or Holding) Financial Companies Prudential Norms (Reserve Bank) Directors 2007.
- All Accounting Standards and Guidance Notes issued by the ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However market value in respect of quoted investments and break-up / fair value/ NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term current in column (5) above.

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.

CIN : L51909WB1992PLC056742

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

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

ATTENDANCE SLIP

Regd. Folio / DP ID & Client ID		
	Name and Address of the Shareholder	

- I hereby record my presence at the 25th Annual General Meeting of the Company, to be held on Monday, 25th September 2017 at 2.30 P.M. at "Palki", Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136 and at any adjournment thereof.
- Signature of the Shareholder/Proxy Present
- Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
- Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Please hand it over at the Attendance Verification Counter at the Entrance of the Meeting Venue

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING VENUE

ELECTRONIC VOTING PARTICULARS

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- Where Bank Account Number is not registered with the Depositories or Company, please enter your User Id as mentioned in column (2) above.
- Please read the Instructions printed under the Item No. 28 to the Notice dated 30th May 2017 of the 25th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 22.09.2017 and ends at 5.00 P.M. on 24.09.2017, the e-voting module shall be disabled by CDSL for voting thereafter.

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

UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.

CIN : L51909WB1992PLC056742

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

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

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

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

Name of the Member _____

Registered Address _____

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

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

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

As my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Monday, the 25th day of September 2017 at 2.30 P.M. at “Palki”, Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata - 700 136 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Ordinary Business :		For	Against
1.	Adoption of Financial Statements for the year ended March 31, 2017		
2.	Appointment of M/s. Deepak Acharya & Associates, Chartered Accountants, Kolkata (FRN No. 329654E), as Auditors and to fix their remuneration.		
Special Business :			
3.	Appointment of Mrs. Saroj Devi Kothari as Independent Director for a term of 5 Years.		

Signed this _____ day of _____ 2017

Sign. of Shareholder _____ Sign. of Proxy _____

Affix
Revenue
Stamp
₹ 1/-

Notes :

1. This Form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 25th Annual General Meeting.

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Location Plan of Registered Office (Venue of AGM) of M/s. Unisys Softwares & Holding Industries Limited



UNISYS SOFTWARES & HOLDING INDUSTRIES LTD.

CIN : L51909WB1992PLC056742

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

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

Dear Shareholder(s),

This is to inform you that the company is in process of updation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE & CSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., Phone no. and E-mail id in our records. We would also like to update your current signature records in our system to have better services in future.

To achieve this we solicit your co-operation in providing the following details to us :

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following :

Folio No.	:		
PAN No.	:		
E-mail ID	:		
Telephone Nos. with STD Code	:	+91	
Name and Signatures	:	1	
		2	
		3	

Thanking you,

For Unisys Softwares & Holding Industries Ltd.

S/d-

Kanchan Jhavar
Company Secretary

BOOK-POST

If undelivered, please return to:

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