

26th

**ANNUAL REPORT
2017-2018**



Unisys SOFTWARES
& Holding INDUSTRIES Ltd.

BOARD OF DIRECTORS

Jagdish Prasad Purohit	Chairman & Managing Director
Sushil Kumar Purohit	Non-Executive Director
Johar Pal Singh	Independent Director
Saroj Devi Kothari	Independent Director

CHIEF FINANCIAL OFFICER

Naresh Sharma

Company Secretary & Compliance Officer

Ms. Kanchan Jhawar

REGISTERED OFFICE

75C, Park Street
Kolkata-700 016

BANKERS

Kotak Mahindra Bank Ltd.
Axis Bank Ltd.
IDBI Bank Ltd.

AUDITORS

B. S. Kedia & Co.
Chartered Accountants
8/1, Lal Bazar Street, 1st Floor,
Room No. 8, Kolkata - 700 001

Corporate Identification No. :

L51909WB1992PLC056742

REGISTRAR & SHARE TRANSFER AGENT

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

ANNUAL GENERAL MEETING

Date : 27th September 2018
Time : 3.30 P.M.
Venue : "Palki", Narayanpur Main Road,
Partha Nagori Bus Stop,
Near Lal Kuthi,
Kolkata - 700 136



C o n t e n t s

- ☞ Notice
- ☞ Directors' Report
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- ☞ Auditors' Certificate on Corporate Governance
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- ☞ Statement of Profit & Loss
- ☞ Statement of Cash Flow
- ☞ 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 26th Annual General Meeting of the members of UNISYS SOFTWARES & HOLDING INDUSTRIES LTD. will be held on Thursday, the 27th day of September 2018 at 3.30 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 consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2018 along with the reports of the Board of Directors and the Auditors thereon.

SPECIAL BUSINESS :

2. Appointment of Statutory Auditors to fill casual vacancy

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 M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN - 317159E) due to completion of their term of 5 years, M/s. S. Gattani & Co., Chartered Accountants, Kolkata (FRN - 326788E), 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 26th Annual General Meeting up to the conclusion of the 31st consecutive Annual General Meeting (subject to ratification by the members at every subsequent AGM) at a remuneration plus out of pocket expenses at actuals, as may be decided by the Board of Directors of the Company."

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 Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), approval of the members be and is hereby accorded for appointment of Mr. Jagdish Prasad Purohit (DIN : 00083125) as Chairman & Managing Director of the Company, for a period of 3 years commencing from April 1, 2018 up to March 31, 2021 upon the terms and conditions as set out in the Explanatory Statement and the Agreement submitted to this meeting, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall deemed to include any Committee of Directors for the time being authorized by the Board of Directors) to alter and vary the terms and conditions of the said appointment and/or Agreement in such manner as may be agreed to between the Board and Mr. Jagdish Prasad Purohit and is liable to retire by rotation."

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Kolkata, May 29, 2018

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

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

Kanchan Jhawar
Company Secretary

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. Corporate Member intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the relevant Board Resolution together with specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
4. Members, Proxies and Authorised Representatives are requested to bring to the Meeting, the Attendance Slip enclosed herewith, duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. Duplicate Attendance Slip or copies of the Report and Accounts will not be made available at the Annual General Meeting ("AGM") venue.
5. A brief resume of each of the Directors proposed to be re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter se as stipulated under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other requisite information as per Clause 1.2.5 of Secretarial Standards-2 on General Meetings, are provided in Annexure 1.
6. The Register of Member and the Share Transfer Books of the Company will remain closed from 21st September 2018 to 27th September 2018 (both days inclusive).
7. 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.
8. 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.

9. 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.
10. The Shares of the Company are mandated by the Securities & Exchange Board of India (SEBI) for trading in dematerialized form by all investors.
11. 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.
12. 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.
13. 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.
14. 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.
15. 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.
16. 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.
17. 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.
18. Copies of Annual Report 2018 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 2018 are being sent by the permitted mode.

19. The Notice for the 26th 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.
20. Members may also note that the Notice of the 26th AGM and the Annual Report for 2017-2018 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
21. A route map showing directions to reach the venue of the 26th Annual General Meeting is given at the end of the Report.
22. 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.
23. 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 26, 2018.
24. 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 her on or before September 24, 2018 by 5.00 p.m. Any Ballot Form received after the said date and time, shall be treated as invalid.
25. 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 26th AGM by electronic means and the business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL).
26. The facility of voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 26th 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.

27. 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.
28. The Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
29. Details of Scrutinizer: Gayatri Bhide, Practising Company Secretary (ACS No. 31886), M/s. G. S. Bhide & Associates, Vapi (Gujarat). E-mail: gayatribhideandco@gmail.com.
30. Voting through Electronic means -
- a) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- b) The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.
- c) The Notice of the Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.unisyssoftwares.com
- d) The e-voting period commences on Monday, September 24, 2018 (9:00 am) and ends on Wednesday, September 26, 2018 (5:00 pm). During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- e) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 26, 2018. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 26, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or purvashr@mtnl.net.in.
- f) The facility for voting through ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
31. The procedure to login to e-Voting website consists of two steps as detailed hereunder:
- Step 1 : Log-in to NSDL e-Voting system
- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com>.
- ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. cast your vote electronically.
- iv. Your User ID details will be as per details given below :
 - a. For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****).
 - b. For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12***** then your user ID is 12*****).
 - c. For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***).
- v. Your password details are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 1. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 2. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- vi. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
 - ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
 - iii. Select “EVEN” of the Company.
 - iv. Now you are ready for e-Voting as the Voting page opens.
 - v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
 - vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
32. General Guidelines for shareholders:
- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gayatribhideandco@gmail.com with a copy marked to evoting@nsdl.co.in.
 - ii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
33. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

Explanatory Statement pursuant to Section 102 of the Companies Act 2013

ITEM NO. 2

The Members of the Company in at its 22nd Annual General Meeting held on 30th September 2014, had appointed M/s B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) as the Statutory Auditors of the Company to hold office from the conclusion of 22nd AGM till the conclusion of the Annual General Meeting to be held in the year 2018, subject to ratification of the appointment by the Members at every AGM held after the 22nd AGM of the Company.

M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) vide their letter dated 29th May, 2018 have resigned from the position of Statutory Auditors of the Company after the conclusion of forthcoming Annual General Meeting, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 13th August, 2018, as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. S. Gattani & Co., Chartered Accountants, Kolkata (FRN – 326788E), to hold office as the Statutory Auditors of the Company after the conclusion of 26th Annual General Meeting till the conclusion of 31st AGM in order to fill the casual vacancy caused due to the resignation of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E), subject to the approval by the members at the 26th Annual General Meeting of the Company, at such remuneration, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/s. S. Gattani & Co., Chartered Accountants, Kolkata (FRN – 326788E), to act as Statutory Auditors of the Company in place of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 2 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors, Key Managerial Personnel and their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid Ordinary Resolution.

The Board recommends an Ordinary Resolution set out in the Item No. 2 of Notice for approval by the Members.

ITEM NO. 3

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

The Board at its meeting held on 6th April 2018, re-appointed Mr. Jagdish Prasad Purohit as Managing Director of the Company with effect from 1st April 2018.

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

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

Mr. Jagdish Prasad Purohit is interested in the resolutions set out respectively at Item No. 3 of the Notice with regard to his respective appointment.

The relatives of Mr. Jagdish Prasad Purohit may be deemed to be interested in the resolutions set out respectively at Item No. 3 of the Notice, to the extent of his shareholding interest, if any, in the Company.

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

The Board recommends the resolutions set forth in the Item No. 3 of the Notice for approval of the members.

Further details of Mr. Jagdish Prasad Purohit have been provided in Annexure 1.

Name of Director	Mr. Jagdish Prasad Purohit
Directors' Identification No. (DIN)	00083125
Date of Birth	24 th February 1958
Date of Appointment on Board	1 st June 1995
Qualification	B. Com, LLB
Experience	More than 38 years experience in Accounting, Taxation, Company Law, Capital & Money Market etc.
Terms & Conditions of appointment	3 Years commencing from 1 st April 2018
Remuneration details	Nil
Shareholding in Company	Self – Nil Relatives – 45.444 Lakh Shares or 19.76% of Paid-up Capital
Relationship with the Company & Other Directors	Part of Promoter Group
No. of Board Meeting attended during the year	6 (Six)
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	· Warner Multimedia Ltd. · JMD Ventures Limited
Memberships / Chairmanships of Audit and Stakeholders' relationship Committees across Public Companies	Committee Chairmanship – Nil Committee Membership – 5

Kolkata, May 29, 2018

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

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

Kanchan Jhawar
Company Secretary

Directors' Report

To
The Members,

Your Directors have pleasure in presenting the 26th Annual Report of your Company together with the Audited Statements of Accounts for the year ended 31st March 2018.

(₹ in Lakh)

Financial Results	Year Ended 31.03.2018	Year Ended 31.03.2017
Gross Revenue for the year	24791.44	51092.89
Profit/(Loss) before Tax & Extraordinary Items	(2925.54)	13.47
Less : Provision for Taxation (Including Deferred Tax)	3.66	4.41
Profit/(Loss) after Tax	(2921.79)	9.06
Add : Prior Period Adjustments	(0.32)	1.14
Profit available for appropriation	(2921.47)	7.92
Less : Transfer to General Reserves	-	1.58
Add : Profit brought forward from Previous Year	466.68	460.34
Balance carried forward	(2454.79)	466.68

OVERVIEW OF ECONOMY

The year 2017 was marked by a number of key structural initiatives to build strength across macro-economic parameters for sustainable growth in the future. The growth in the first half of the year suffered despite global tailwinds. However, the weakness seen at the beginning of 2017, seems to have bottomed out as 2018 set in. Currently, the economy seems to be on the path to recovery, with indicators of industrial production, stock market index, auto sales and exports having shown some uptick (shown below). We believe that India's economic outlook remains promising for FY17-18 and is expected to strengthen further in FY18-19. However, the signs of green shoots should not be taken for granted as downside risks remain.

The biggest challenges for 2018 are as to how the economy can maintain its recovery in the face of increasing inflationary pressures, coupled with a higher fiscal deficit as well as an increasing debt burden. The key to this conundrum lies in the revival of consumer demand and private investment.

OVERALL PERFORMANCE & OUTLOOK

Gross revenue from operations during the year stood at ₹ 24,791.44 lakh in comparison to last years revenue of ₹ 51,092.89 lakh whereas Net Profit from after tax and Extra-Ordinary Items stood at ₹ (2921.47) lakh in comparison to last years' profit of ₹ 7.92 lakh.

The Company has suffered a significant loss during the current financial year for the reason of sale of part of its Investments in equity shares as the Company wanted to clean its Balance Sheet rather than betting or waiting for price to come.

The economic scenario of the stock market (particularly in the mid-cap and small-cap segment) was very bad for the Company due to the fall in the shares of Small Cap and added surveillance measures imposed by regulators. The Company feels that the pain will be continuing for current year also as sentiments are yet to

improve. Even the pain in mid-cap also started to show panic among investors and erosion in the investments of investors. In case of investment in unlisted shares, categorization of most of companies in to the "Shell Company" has added more difficulties to the Company as the Company is not able to encash its investments and thus feeling heat of lack of working capital. The Company is looking to all aspects to revive and to come out of difficult phase.

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, continued slide in the price of scrip in the small cap and mid capsegment may be a cause of concern for the company.

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.

DIVIDEND AND RESERVES

Due to huge losses the Company has suffered in current year and 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 ₹ Nil were transferred to General Reserves.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2018 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, 2018, 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 2018.

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 2017-18.

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 2017-18 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

There is no change in composition of Board during the year under review.

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.	-	-	-	-

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)I of the Companies Act, 2013:

1. that in the preparation of the Annual Accounts for the year ended March 31, 2018, 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, 2018 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 examined 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

At the 22nd Annual General Meeting held on Tuesday, 30th September, 2014, M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) were appointed as the Statutory Auditors of the Company to hold office from the conclusion of 26th AGM till the conclusion of the Annual General Meeting to be held in the year 2018, subject to ratification of the appointment by the Members at every AGM held after the 22nd AGM of the Company.

B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) vide their letter dated 29th May, 2018 have resigned from the position of Statutory Auditors of the Company after the conclusion of forthcoming 26th Annual General Meeting, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Company is looking to fill the casual vacancy caused due to the resignation of M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) effective from the conclusion of 26th Annual General Meeting.

The Audit Report given by M/s. B. S. Kedia & Co., Chartered Accountants, Kolkata (FRN – 317159E) (erstwhile Statutory Auditors) for the financial year 2017-18, forming part of this Annual Report.

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, 2018 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, 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 29, 2018

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

The past year has been marked by some major reforms. The transformational Goods and Services Tax (GST) was launched in July 2017. With a policy change of such scale, scope, and complexity, the transition unsurprisingly encountered challenges of policy, law, and information technology systems, which especially affected the informal sector. Expeditious responses followed to rationalize and reduce rates, and simplify compliance burdens.

Macroeconomic developments this year have been marked by swings. In the first half, India's economy temporarily "decoupled," decelerating as the rest of the world accelerated – even as it remained the second-best performer amongst major countries, with strong macroeconomic fundamentals. The reason lay in the series of actions and developments that buffeted the economy: demonetization, teething difficulties in the new GST, high and rising real interest rates, an intensifying overhang from the TBS challenge, and sharp falls in certain food prices that impacted agricultural incomes.

In the second half of the year, the economy witnessed robust signs of revival. Economic growth improved as the shocks began to fade, corrective actions were taken, and the synchronous global economic recovery boosted exports. Reflecting the cumulative actions to improve the business climate, India jumped 30 spots on the World Bank's Ease of Doing Business rankings, while similar actions to liberalize the foreign direct investment (FDI) regime helped increase flows by 20 percent. And the cumulative policy record combined with brightening medium-term growth prospects received validation in the form of a sovereign ratings upgrade, the first in 14 years.

OPPORTUNITIES

Non-Banking Financial Companies (NBFCs) have played a critical role in stimulating the growth of the Indian economy and have made a significant contribution towards supporting the government's agenda of extending financial inclusion. In fact, they have emerged as key financiers to businesses, especially the high-potential, credit-hungry MSME sector.

RBI data shows that, in FY17, NBFCs and housing finance companies cumulatively extended Rs 2.59 lakh crore in credit to commercial enterprises, meeting 18 percent of their total credit needs. This marked a year-on-year increase of 28 percent in NBFC lending from FY16 – a sharp contrast to the banking system, which has been grappling with a mountain of bad loans for quite some time now.

This shift in borrower sentiment has unlocked a tremendous opportunity for NBFCs to capitalise on. In the last two years, NBFCs have registered multi-fold growth to double their market share in SME and wholesale loan categories, in addition to making significant inroads into other consumer loan categories.

On the other hand, SEBI initiatives to clean stock market is certainly positive for long term prospective. Regulators are on the mission of curbing black money, identifying Shell Companies. They are also applying new surveillance measures for the Companies who are having high pricing with low profitability and non-regular business activities. Such measures will certainly clean the stock market environment and thus will increase investor's faith in Stock market. We feel that all these steps will certainly benefit to the market participants, particularly investors category, with a long term prospectus.

On the Computer software and hardware front, new innovations and rapid developments will certainly benefit to both the traders and consumers and is bound to boost the profitability, if traders matches with the rapid pace of developments.

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.

On the Capital market front, additional surveillance and fast action of regulators will certainly pressurize traders and investors to stay away from market for the time being unless they are not able to match the pace of such quick reforms. Identification and categorization of shares in to Large, Mid and Small-cap segment will add risk and pressure for investors in near term as all additional surveillance are meant for Mid and Small-cap segment, where small investors have more investments. Investors would have been happier, if such steps were being taken after thorough research and keeping out quality stocks from the requirements of additional margin, putting them in to T2T category and allowing trading in near circuit filter of 5 or 2%.

HUMAN RESOURCES

The Company recognizes that its success is deeply embedded in the success of its human capital. During 2017-2018, 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 29, 2018

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. 2-ff 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	o Loans and advances in the nature of loans to subsidiaries by name and amount	Not applicable
		o Loans and advances in the nature of loans to associates by name and amount	Not applicable
		o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	JMD Sounds Limited – ₹1Lakh
2.	Subsidiary	o Loans and advances in the nature of loans to subsidiaries by name and amount	Not applicable
		o Loans and advances in the nature of loans to associates by name and amount	Not applicable
		o Loans and advances in the nature of loans to Firms/Companies in which directors are interested by name and amount	Not applicable
3.	Holding Company	o Investment by the loanee in the shares of parent Company and subsidiary Company has made a loan or advance in the nature of loan.	Not applicable

Kolkata, May 29, 2018

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 2018

[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, 2018, 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, 2018 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. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given below –
- a. Acts as prescribed under Direct Tax and Indirect Tax
 - b. Acts as prescribed under Shop and Establishment Act of various local authorities.
7. We have also examined compliance with the applicable clauses of the following:
- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
 - b) 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;

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 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 the Company has not passed any special resolutions which are having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

Place : Kolkata
Date : May 29, 2018

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

Annexure A to the Secretarial Audit Report

The Members,
Unisys Softwares & Holding Industries Limited
Kolkata

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 29, 2018

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

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2018
[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

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 & Trading / Investment in Shares & Securities	66110	70.86%
Trading in Computer Software & Hardware	47413	29.14%

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	4544300	100	4544400	19.76	0.06
b) Central Govt. (s)	-	-	-	-	-	-	-	-	-
c) State Govt. (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / Fis	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub Total A(1)	4559300	100	4559400	19.82	4544300	100	4544400	19.76	0.06
(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	100	4559400	19.82	4544300	100	4544400	19.76	0.06

B. Public Shareholding									
(1) Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds / UTI	-	-	-	-	-	-	-	-	-
b) Banks / FI	100	-	100	0.00	100	-	100	0.00	-
c) Central Govt. (s)	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
Sub Total B(1)	100	-	100	0.00	100	-	100	0.00	-
(2) Non-Institutions									
a) Bodies Corporate									
i. Indians	11929223	2165500	14094723	61.29	11079232	2165500	13244732	57.58	3.71
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 2 lakh	370296	153402	523698	2.28	414854	151902	566756	2.46	0.18
ii. Individual Shareholders holding nominal share capital in excess of ₹ 2 lakh	3485271	-	3485271	15.15	3563248	-	3563248	15.49	0.34
c) Others (Specify)									
i. HUF	146484	-	146484	0.64	110446	-	110446	0.48	0.16
ii. Clearing Members	179751	-	179751	0.78	939955	-	939955	4.09	3.31
iii. Trust	90	-	90	0.00	90	-	90	0.00	-
iv. NRI	10683	-	10683	0.05	24373	-	24373	0.10	0.05
v. NBFC	-	-	-	-	100	-	100	0.00	0.00
vi. LLP	-	-	-	-	6000	-	6000	0.03	0.03
Sub Total B(2)	16121798	2318902	18440700	80.18	16138298	2317402	18455700	80.18	-
Total Public Shareholding B = B(1) + B(2)	16121898	2318902	18440800	80.18	16138398	2317402	18455800	80.18	-
Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	20828998	2171202	23000200	100.00	20682698	2317502	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 Share	% of total shares of the company	% of Shares Pledged encumbered to total shares	No. of Shares	% of Shares shares of the company	% of Shares Pledge / encumbered to total shares	
Kailash Prasad Purohit A/c (Kritika Trust)	981000	4.27%	Nil	981000	4.27%	Nil	-
Sushil Kumar Purohit A/c (Meenakshi Trust)	998000	4.34%	Nil	998000	4.34%	Nil	-
Jagdish Prasad Purohit A/c (Pratigya Trust)	995700	4.33%	Nil	995700	4.33%	Nil	-
Jagdish Prasad Purohit A/c (Priyanka Vinyas Trust)	287400	1.25%	Nil	287400	1.25%	Nil	-
Pawan Kumar Purohit A/c (Prerna Trust)	994300	4.32%	Nil	994300	4.32%	Nil	-
Sushil Kr. Purohit	74,900	0.33%	Nil	74,900	0.33%	Nil	-

Jagdish Prasad Purohit	15,000	0.07%	Nil	-	-	-	0.07%
Pawan Kr. Purohit	50,000	0.22%	Nil	50,000	0.22%	Nil	-
Kailash Prasad Purohit	50,000	0.22%	50,000	50,000	0.22%	50,000	-
Vimal Joshi	53,000	0.23%	Nil	53,000	0.23%	Nil	-
Dolly Purohit	30,000	0.13%	Nil	30,000	0.13%	Nil	-
Priyanka Purohit	30,000	0.13%	Nil	30,000	0.13%	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%	3 rd Aug 2017	Sale of Shares
At the end of the Year	4559400	19.82%	4544400	19.76%		

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

For Each of the Top 10	Shareholding at the beginning of the year		Date wise increase decrease in Shareholding	Cumulative shareholding during and the end of the year	
	No. of Shares	% of total shares of the Company		No. of Shares	% of Total shaes 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%	Refer Note 1 below	561,994	2.44%
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%

Note 1 : The Company does not procure Beneficiary Positions (BENPOS) on daily basis form Depositories and due to this reason the Company is unable to provide details of date wise change in Shareholding of top 10 shareholders during the current financial year.

v) Shareholding of Directors and Key Managerial Personnel

For Each of Directors & KMP	Shares holding at the beginning of the year		Cumulative Shareholding during and at the end of the year	
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
Jagdish Prasad Purohit				
At the beginning of the year / at the end of the year	15000	0.07	Nil	-
Date wise Increase/Decrease in shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	Date of decrease : 3 rd August 2017 No. of Shares : 15,000 Reason : Sale of Shares			
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 Rs. in Lac	Unsecured Loans Rs. in Lac	Deposit Rs. in Lac	Total Indebtedness Rs. in Lac
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	0.2500	Nil	0.2500
Indebtedness at the end of the financial year				
i. Principal Amount	Nil	14.0054	Nil	14.0054
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	14.0054	Nil	14.0054

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL			
Particulars of Remuneration	Jagdish Prasad Purohit (MD) (in Rs.)	Kanchan Jhavar (Co. Secretary) (in Rs.)	Naresh Sharma (CFO) (inRs.)
1. Gross Salary	Nil	₹ 1,44,000/-	₹ 2,40,000/-
2. Value of Perquisites	Nil	Nil	Nil
3. Stock Options	Nil	Nil	Nil
4. Sweat Equity	Nil	Nil	Nil
5. Commission	Nil	Nil	Nil
6. Others (Please specify)	Nil	Nil	Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the	Brief Description	Details of Penalty / Punishment/ Compounding	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 DIRECTORS' REPORT**CORPORATE GOVERNANCE**

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2018, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. Corporate Governance has become a buzzword in the corporate world. Globalizations, widespread of shareholders, changing ownership structure, greater expectations, etc. have made a good Corporate Governance sin-quo-nun of modern management.

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 ommittees 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, 2018, 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 Co.	Committee Chairman-ship in other Listed Co.	No. of Directorship in all Listed Co.
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	00113986	13 th Aug 2010	4	2	3
Saroj Devi Kothari	Independent Director	01312905	4 th Jan 2017	4	2	6

*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.

Chairman and Managing Director

His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.

- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

Non-Executive Directors (including Independent Directors) play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

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. In case he/she is serving as a Whole-Time Director in any listed company, does not hold the position of Independent Director in more than three 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 per 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 6 times on 6th April, 30th May, 14th August, 11th November and 13th November in year 2017 and on 13th February in the year 2018 during the financial year 2017-2018.

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	6
Sushil Kr. Purohit	Non-Executive Director	Yes	6
Johar Pal Singh	Independent Director	Yes	6
Saroj Devi Kothari	Independent Director	Yes	6

*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, 2018.

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 members of Audit Committee met four times on 30th May, 14th August, 11th November and 13th November in year 2017 and on 13th February in year 2018 during the financial year ended on 31st March 2018.

Name	Positions	Number of Meetings Held	Meetings Attended
Mr. Jagdish Prasad Purohit	Member	5	5
Mr. Johar Pal Singh	Chairman	5	5
Mrs. Saroj Devi Kothari	Member	5	5

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Directors which is the combination of Non-Executive and 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 members of Nomination & Remuneration Committee met once i.e. on 14th August in year 2017 during the financial year ended on 31st March 2018.

Name	Positions	Number of Meetings Held	Meetings Attended
Mr. Sushil Kr. Purohit	Member	1	1
Mrs. Saroj Devi Kothari	Member	1	1
Mr. Johar Pal Singh	Chairman	1	1

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 nauthori 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 Sharegistry (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

During the year, three meetings of the Stakeholders' Relationship Committee were held on 14th August in year 2017, on 3rd January and 13th February in year 2018 during the financial year 2017-2018.

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	3
Mr. Jagdish Prasad Purohit	Member	Executive, Managing Director	3
Mrs. Saroj Devi Kothari	Member	Independent, Non-Executive	3

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 complaint 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 Practising 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 29, 2018, 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
25 th Annual General Meeting	25 th September 2017, 2.30 PM	"Palki", Narayanpur Main Road, Partha Nagori Bus Stop, Near Lal Kuthi, Kolkata – 700 136
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

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:

A resolution has been passed on 19th March 2018 for regularization of appointment of M/s. B. S. Kedia & Co. as Statutory Auditors of the Company due to resignation of existing Auditors of the Company for the reason of their other assignments.

No Resolution has been passed during last two out of three financial years by way of Postal Ballot.

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 examined 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 chairman of the Audit Committee in exceptional cases. None of the personnel of the Company have 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 26th Annual General Meeting for the financial year ended on 31st March 2018 is as follows :-

Date	:	27 th September 2018
Time	:	3.30 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 2019 :

Subject Matter	Tentative Dates
Financial Reporting of 1 st Quarter ended on 30 th June 2018	Mid of August, 2018
Financial Reporting of 2 nd Quarter ended on 30 th September 2018	Mid of November, 2018
Financial Reporting of 3 rd Quarter ended on 31 st December 2018	Mid of February 2019
Financial Reporting of 4 th Quarter ended on 31 st March 2019	During May 2019
Date of Annual General Meeting	During September 2019

d. Date of Book Closure : September 21 to September 27, 2018 (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

In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) (IEPF Rules) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPF) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares.

Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

Details of Unclaimed Dividend and Due Dates for transfer are as follows as on March 31, 2018:

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 has 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 2017	32.20	31.10	20,972	30,184.22	29,241.48
May 2017	30.50	26.95	7,55,526	31,255.28	29,804.12
June 2017	27.45	23.45	16,45,326	31,522.87	30,680.66
July 2017	24.35	22.55	1,75,770	32,672.66	31,017.11
August 2017	23.50	22.55	1,03,063	32,686.48	31,128.02
September 2017	-	-	-	32,524.11	31,081.83
October 2017	-	-	-	33,340.17	31,440.48
November 2017	-	-	-	33,865.95	32,683.59
December 2017	-	-	-	34,137.97	32,565.16
January 2018	-	-	-	36,443.98	33,703.37
February 2018	23.05	22.90	15,775	36,256.83	33,482.81
March 2018	22.45	21.65	51	34,278.63	32,483.84

- 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 2018

Categories	No. of Shares	% of Shareholding
Promoters, Directors & Relatives & Person acting in concert	4544400	19.76
Indian Bank	100	0.00
Trust	90	0.00
NRI/OCBS	24373	0.11
Private Corporate Bodies	13244732	57.59
Indian Public	4130004	17.96
Hindu Un-divided Families	110446	0.48
NBFC	100	0.00
LLP	6000	0.03
Clearing Members	939955	4.09
Total	23000200	100.00

p. Distribution of Shareholding as on 31st March 2018

No. of Equity Shares held	No. of Share holders	% of Total Holders	No. of Shares Held	% of Total Holding
1-5000	1190	80.46	187761	0.82
5001-10000	61	4.12	49579	0.22
10001-20000	24	1.62	36719	0.16
20001-30000	7	0.47	18387	0.08
30001-40000	6	0.41	22444	0.10
40001-50000	7	0.47	33575	0.15
50001-100000	26	1.76	198562	0.86

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 authorize 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 2018.

r. Consolidation of Folios and avoidance of multiple mailing

In order to enable the Company to reduce costs and duplicity of efforts for providing services to investors, members who have more than one folio in the same order of names are requested to consolidate their holdings under one folio. Members may write to the Registrars and Transfer Agents indicating the folio numbers to be consolidated along with the original shares certificates to be consolidated.

s. Compliance with Secretarial Standards

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on various aspects of corporate law and practices. The Company has complied with each one of them.

t. 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.

u. 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.

v. 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).

w. 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.

x. 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."

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

No Fund was being raised during last three years.

z. Investors Correspondence

COMPLIANCE OFFICER

Ms. Kanchan Jhavar
Company Secretary & Compliance Officer
Tel : +91-33-22299198 & 22295359
Email : unisys.softwares@gmail.com

RTA

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

REGISTERED OFFICE

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

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

Not Any

bb. 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.

cc. 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

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:
- b) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- c) 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.
- d) 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.
- e) I/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.
- f) we have indicated to the auditors and the Audit committee
- g) significant changes, if any, in internal control over financial reporting during the year;
- h) 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
- i) 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 29, 2018

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, 2018.

Place : Kolkata
Date : May 29, 2018

For Unisys Softwares & Holding Industries Ltd.
S/d-
Jagdish Prasad Purohit
(DIN : 00083125)
Chairman & Managing Director

Auditors' Certificate on Corporate Governance

To
The Members of
Unisys Softwares & Holding Industries Ltd.

1. This certificate is issued in accordance with the terms of our engagement letter with the Company.
2. We have examined the compliance of conditions of corporate governance by Unisys Softwares & Holding Industries Limited (the 'Company') for the year ended 31st March 2018, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the 'ICAI'), and the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2018.

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.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

Place : Kolkata

Date : May 29, 2018

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

**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 **Unisys Softwares & Holding Industries Limited**, which comprise the Balance Sheet as at 31st March, 2018, 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, 2018 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:
- 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.
 - 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.
 - 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.
 - 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.
 - On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, from being appointed as a director in terms of Section 164(2) of the Act.
 - 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”.
 - 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 to the explanations given to us, we report that :
 - 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.
 - 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.
 - There has been no requirement in transferring amounts, to the Investor Education and Protection Fund by the Company.

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

Place : Kolkata
Date : May 29, 2018

Vikash Kedia
Proprietor
Membership No.066852

Annexure "A" to the Independent Auditors' Report

Referred to in paragraph 9 of the Independent Auditors' Report of even date to the members of Unisys Softwares & Holding Industries Limited on the standalone financial statements for the year ended March 31, 2018 –

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

- 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 29, 2018

Vikash Kedia
Proprietor
Membership No.066852

Annexure “B” to the Independent Auditors’ Report

Referred to in paragraph 10(f) of the Independent Auditors’ Report of even date to the members of Unisys Softwares & Holding Industries Limited on the standalone financial statements for the year ended March 31, 2018

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 Unisys Softwares & Holding Industries Limited (“the Company”) as of March 31, 2018 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 nauthorized 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, 2018, 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 29, 2018

Vikash Kedia
Proprietor
Membership No.066852

BALANCE SHEET AS AT 31st MARCH, 2018

PARTICULARS	Note No.	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2.1	23,00,02,000	23,00,02,000
Reserves and Surplus	2.2	7,04,39,636	36,25,86,741
		30,04,41,636	59,25,88,741
NON-CURRENT LIABILITIES			
Short Term Borrowings	2.3	14,00,53,530	14,25,53,530
CURRENT LIABILITIES			
Trade Payables	2.4	18,92,05,734	1,97,38,72,902
Other Current Liabilities	2.5	37,20,614	32,30,001
Short-Term Provisions	2.6	-	9,69,580
		19,29,26,348	1,97,80,72,483
TOTAL		63,34,21,514	2,71,32,14,754
ASSETS			
NON-CURRENT ASSETS			
Fixed Assets	2.7	26,74,085	40,10,927
Deferred tax assets (net)		14,82,041	11,16,361
Other Non Current assets	2.8	6,56,037	8,92,037
		48,12,163	60,19,325
CURRENT ASSETS			
Inventories	2.9	7,16,76,546	2,08,80,11,769
Trade Receivables	2.10	29,89,519	3,42,91,601
Cash and Bank Balances	2.11	24,96,072	9,84,834
Short-Term Loans & Advances	2.12	53,93,52,905	57,47,72,398
Other Current Assets	2.13	1,20,94,309	91,34,827
		62,86,09,351	2,70,71,95,429
TOTAL		63,34,21,514	2,71,32,14,754
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

For & On behalf of Board of Directors

Vikash Kedia
Partner
M. No : 066852
Place : Kolkata
Date : 29th May 2018

Jagdish Prasad Purohit
DIN : 00083125
Managing Director

Sushil Kr. Purohit
DIN : 00073684
Director

Naresh Sharma
CFO

Kanchan Jhawar
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2018

PARTICULARS	Note No.	31st March,2018 Rs.	31st March,2017 Rs.
INCOME			
Revenue from Operations	2.14	2,46,48,07,423	5,09,32,89,379
Other Operating Revenue	2.15	1,43,37,023	1,59,99,831
Closing Stock	2.16	7,16,76,546	2,08,80,11,769
TOTAL INCOME		2,55,08,20,992	7,19,73,00,980
EXPENSES			
Opening Stock	2.17	2,08,80,11,769	2,39,78,12,724
Purchases	2.18	74,44,12,222	4,79,08,91,169
Payment & Perquisites to Employees	2.19	17,98,438	16,84,760
Depreciation Expenses	2.7	13,36,842	20,05,313
Other Expenses	2.20	33,91,218	35,59,739
NPA Provisions		44,15,601	-
TOTAL EXPENSES		2,84,33,66,090	7,19,59,53,706
PROFIT BEFORE TAXATION		(29,25,45,098)	13,47,274
Tax Expenses :	2.21		
Current Tax		-	9,69,580
Deferred Tax		(3,65,680)	(5,28,558)
Extra-Ordinary Items		(32,313)	1,13,854
NET PROFIT / (LOSS) FOR THE YEAR		(29,21,47,105)	7,92,398
Earnings per Equity Share:			
Basic and Diluted (Face Value of ₹ 10/- each, Previous Year ₹ 10/- each)		(12.70)	0.03
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

For & On behalf of Board of Directors

Vikash Kedia
Partner
M. No : 066852
Place : Kolkata
Date : 29th May 2018

Jagdish Prasad Purohit
DIN : 00083125
Managing Director

Sushil Kr. Purohit
DIN : 00073684
Director

Naresh Sharma
CFO

Kanchan Jhawar
Company Secretary

Statement of Cash Flow Annexed to the Balance Sheet as at 31st March, 2018

(in Rs.)

	As at 31st March 2018	As at 31st March 2018
A. <u>Cash Flow from Operating Activities</u>		
<i>Net Profit before Tax and Extra-ordinary Items</i>	(29,25,45,098)	13,47,274
Adjustments for		
Interest Received	1,43,37,023	1,59,98,229
Depreciation	13,36,842	20,05,313
Operating profit before working Capital Changes	(27,68,71,233)	1,93,50,816
Adjustments for Capital Changes		
Decrease (Increase) in Inventories	2,01,63,35,223	30,98,00,955
Decrease (Increase) in Trade and other Receivables	3,13,02,082	50,04,52,797
Decrease (Increase) Loan & Advances	3,54,19,493	6,96,11,156
other current Assets	(29,59,482)	(11,27,742)
Increase (Decrease) in Short Term Borrowings	(25,00,000)	-
Increase (Decrease) in Current Liabilities	(1,78,51,46,135)	(89,16,60,189)
Cash Generated from Operations	29,24,51,181	(1,29,23,023)
Income Tax Liability For The Year	-	(9,69,580)
Extra-ordinary Items	32,313	(1,13,854)
Net Cash From Operating Activates (A)	1,56,12,261	53,44,359
B. <u>Cash Flow From Investing Activities</u>		
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. <u>Cash Flow From Financing Activities</u>		
Interest Received	(1,43,37,023)	(1,59,98,229)
Net Cash used in Financing Activities (C)	(1,43,37,023)	(1,59,98,229)
	15,11,238	(1,04,17,870)
Net Increase/(Decrease) in cash and Cash Equivalents (A+B+C)	(15,11,238)	1,04,17,870
<i>Opening Balance of Cash & Cash Equivalents</i>	9,84,834	1,14,02,705
<i>Closing Balance of Cash & Cash Equivalents</i>	24,96,072	9,84,834

As per our Report of even date

For B. S. Kedia & Co.

Chartered Accountants

ICAI Registration No. 317159E

For & On behalf of Board of Directors

Vikash Kedia

Partner

M. No : 066852

Place : Kolkata

Date : 29th May 2018

Jagdish Prasad Purohit

DIN : 00083125

Managing Director

Naresh Sharma

CFO

Sushil Kr. Purohit

DIN : 00073684

Director

Kanchan Jhawar

Company Secretary

Notes on Financial Statement for the year ended 31st March 2018**1. OVERVIEW****a) Background**

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.

2. SIGNIFICANT ACCOUNTING POLICIES**b) Basis of accounting and preparation of financial statements**

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

All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

c) Advances

The advances are classified as standard, substandard and doubtful assets as per companies policy approved by the board. The rates applied for making provisions on NPA are higher than those require by the relevant RBI guidelines. Interest on NPA is transferred to the Interest suspense account and not recognised in the statement of profit and loss account until received.

d) General

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

e) 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.

f) 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.

g) 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 is provided on a pro-rata basis using written down value method using the estimated life as prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:

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

h) Intangible Assets & Amortisation

Depreciation on tangible assets is calculated on a pro-rata basis. Depreciation is charged over the estimated useful life of the fixed assets on a Written Down Value Method prescribed under Schedule II to the Companies Act, 2013 with the exception of the following:-

Assets	Estimated useful life as estimated by the company	Estimated useful life under s chedule II of Companies Act, 2013
Computer	3-6 years	6 years

i) Inventories

The company has converted its investments into its stock-in-trade on the first date of the financial year. The inventories have been valued at the method prescribed in the Accounting Standards.

j) 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.

Income from arbitrage comprises profit / loss on sale of securities held as stock-in-trade and profit / loss on equity derivative instruments is accounted as per following:

- i. Profit / loss on sale of securities are determined based on the FIFO cost of the securities sold.
- ii. Profit / loss on FNO Segment and Commodity transactions is accounted for as explained below:

Initial and additional margin paid over and above initial margin for entering into contracts for Equity Index / Stock Futures / Commodity Spot Trading/ Currency Futures and or Equity Index / Stock Options / Currency Options, which are released on final settlement / squaring-up of underlying contracts, are disclosed under “Other current assets”. Mark-to-market margin-Equity Index / Stock Futures / Currency Futures representing the amounts paid in respect of mark to market margin is disclosed under “Other current assets”.

“Equity Index / Stock Option / Currency Option Premium Account” represents premium paid or received for buying or selling the Options, respectively.

On final settlement or squaring up of contracts for Equity Index / Stock Futures / Currency Future, the realized profit or loss after adjusting the unrealized loss already accounted, if any, is recognized in the Statement of Profit and Loss. On settlement or squaring up of Equity Index / Stock Options / Currency Option, before expiry, the premium prevailing in “Equity Index / Stock Option / Currency Option Premium Account” on that date is recognized in the Statement of Profit and Loss.

As at the Balance Sheet date, the Mark to Market / Unrealised Profit / (Loss) on all outstanding arbitrage portfolio comprising of Securities and Equity / Currency Derivatives positions is determined on scrip basis with net unrealized losses on scrip basis being recognized in the Statement of Profit and Loss and the net unrealized gains on scrip basis are ignored.

k) 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.

l) Purchases

Purchase is recognized on passing of ownership in share based on broker’s purchase note.

m) Expenditure

Expenses are accounted for on accrual basis and provision is made for all known losses and liabilities.

n) Employees Benefit

Gratuity

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

Provident Fund

The provisions of the Employees Provident Fund are not applicable to the company since the numbers of employees employed during the year were less than the minimum prescribed for the benefits.

Leave Salary

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

o) Loan Origination Cost

Brokerage, commission, incentive to employee etc. paid (if any) at the time of acquisition of loans are charged to revenue

p) Provision on receivable on Financing Activities

The company assesses all receivable for their revocability and accordingly recognised provision for non-performing and doubtful assets as per approved companies policy and guidelines. The company ensures the provision made or not lower than as stipulated by RBI guidelines

q) 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.

r) Investments

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

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

s) 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.

t) Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there is a change in the estimated recoverable value.

u) Provisions, Contingent Liabilities & Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the company has possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent Assets are neither recognised nor disclosed in the financial statements.

v) 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.

w) Related Parties

Parties are considered to be related if at any time during the reporting period one party has the ability to control the other party or exercise significant influence over the other party in making financial and/or operating decisions.

As required by AS-18 “Related Party Disclosure” only following related party relationships are covered:

- i. Enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise (this includes holding Companies, subsidiaries and fellow subsidiaries);
- ii. Associates and joint ventures of the reporting enterprise and the investing party or venture in respect of which the reporting enterprise is an associate or a joint venture;
- iii. Individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual;
- iv. Key management personnel (KMP) and relatives of such personnel; and
- v. Enterprises over which any person described in (iii) or (iv) is able to exercise significant influence.

x) Stock In Trade

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

Units of Mutual Funds are valued at cost or market value whichever is lower. Net asset value of units declared by mutual funds is considered as market value for non-exchange traded Mutual Funds.

y) Fair Value Hierarchy

Level 1 – Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 – Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

z) Financial Risk Management Objectives and Policies:

The Company’s activities are exposed to a variety of Financial Risks from its Operations. The key financial risks include Market risk, Credit risk and Liquidity risk.

i. Market Risk:

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly three types of risk, foreign currency risk, Interest rate risk and other price risk such as Equity price risk and Commodity Price risk.

ii. Foreign Currency Risk:

There are no Foreign Currency transactions during the financial year.

iii. Foreign Currency Sensitivity:

There are no Foreign Currency transactions during the financial year.

iv. Credit Risk:

Credit risk is the risk that counterparty might not honor its obligations under a financial instrument or customer contract, leading to a financial loss. The company is exposed to credit risk from its operating activities (primarily trade receivables).

v. Trade Receivables:

Customer credit risk is managed based on company's established policy, procedures and controls. The company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Credit risk is reduced by receiving pre-payments and export letter of credit to the extent possible. The Company has a well-defined sales policy to minimize its risk of credit defaults. Outstanding customer receivables are regularly monitored and assessed. The Company follows the simplified approach for recognition of impairment loss and the same, if any, is provided as per its respective customer's credit risk as on the reporting date.

vi. Liquidity Risk:

Liquidity risk is the risk, where the company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The company's approach is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due.

aa) Provisions and Contingencies

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.

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

bb) Taxation

Income tax expense represents the sum of current and deferred tax –

Current Tax :-

Current income tax assets and liabilities are measured at the amount to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are according to the prevailing Law on the reporting date. Income tax expense is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income, in such cases the tax is recognised directly in equity or in other comprehensive.

Deferred Tax:

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognized for all deductible temporary differences, Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and deferred tax liabilities are off set, and presented as net. The carrying amount of deferred tax asset / liability is reviewed at each reporting date and necessary adjustments made in the books of accounts accordingly.

cc) Earnings per Share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

(₹ in Lakh)

	31.03.2018	31.03.2017
Net Profit/(Loss) after Tax available for Shareholders	(2921.47)	8.72
No. of Equity Shares (Face Value of ₹ 10/-)	2,30,00,200	2,30,00,200
Basis & Diluted Earnings Per Share (₹)	(12.70)	0.03

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

dd) Summary of Significant Accounting Policies General

- Contingent Liabilities & Commitments - Nil
- Additional Information disclosed as per Part II of The Companies Act, 2013 – Nil

ee) Segment Reporting –

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:-

- i. Trading in Software & Hardware Products
- ii. Investments in Capital Market & Mutual Fund related activities

Segment Revenue

(₹ in Lakh)

Sl. No.	Particulars	2017-2018	2016-2017
1.	Segment Revenue		
a)	Sale of Software & Hardware	7,182.72	46,381.39
b)	Investment Activities	17,608.73	4,711.50
c)	Other Un-allocable activities	-	-
	Total Income from Operations	24,791.45	51,092.89
2.	Segment Profit/(Loss) before Interest & Tax		
a)	Sale of Software & Hardware	(651.57)	18.32
b)	Investment Activities	(2,273.88)	(4.85)
c)	Other Un-allocable activities	-	-
	Profit before Tax	(2,925.45)	13.47

ff) Related Party Transactions

1. List of Related Parties & their Relations & details of Key Managerial Person:

Name	Nature of Relation	Transaction Value (Rs.)
Mr. Jagdish Prasad Purohit	Managing Director	-
Mr. Sushil Kr. Purohit	Non-Executive Director	-
Mr. Naresh Sharma	Chief Financial Officer	2,40,000/-
Ms. Kanchan Jhawar	Company Secretary & Compliance Officer	1,44,000/-

2. Subsidiary Company – Not Any

3. Group Companies or Companies under same management and details of transactions carried with during the year :

Name of Related Party	Nature of Transaction	Value (Rs.)
Blue Circle Services Limited	Not Any	-
Prime Capital Market Limited	Not Any	-
JMD Ventures Limited	Sundry Creditor	11,62,35,121
JMD Sounds Limited	Not Any	-
Scan Infrastructures Limited	Not Any	-
Warner Multimedia Limited	Not Any	-
V B Industries Limited	Loan Received & Repaid	27,00,000
Popular Tradecom Private Limited	Purchase of Shares	7,00,000

gg) Details of Loans given, Investments made, guarantees given covered under Section 186(4) of The Companies Act, 2013

Since your Company is one of the RBI registered NBFC (Non-deposit taking Company), provision of Section 186 of the Companies Act, 2013 are not applicable to the Company.

hh) Remuneration to Auditors

Particulars	31.03.2018	31.03.2017
Remuneration to Auditors for Audit purpose Rs.	88,500	39,000

- ii) 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, 2018. 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.

jj) Other Notes to Accounts

- i. 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, 2018. 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.
- ii. In the opinion of the management, current assets, loans and advances and other receivables are approximately of the value stated, if realized in the ordinary course of business. The provisions of all known liability are ascertained.
- iii. Previous year figures have been restated to confirm the classification of the current year.
- iv. 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.

As per our report of even date

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

Vikash Kedia
Partner
M. No : 066852
Place : Kolkata
Date : 29th May 2018

For & On behalf of Board of Directors

Jagdish Prasad Purohit
DIN : 00083125
Managing Director

Sushil Kr. Purohit
DIN : 00073684
Director

Naresh Sharma
CFO

Kanchan Jhawar
Company Secretary

Notes forming part of the Financial Statements for the year ended March 31, 2018

2.1 SHARE CAPITAL

Particulars	As at 31st March 2018		As at 31st March 2017	
	Number	₹	Number	₹
Authorised Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	2,50,00,000	25,00,00,000	2,50,00,000	25,00,00,000
Issued, Subscribed & Paid Up: Equity Shares of ₹ 10/- each (Previous Year ₹ 10/-)	2,30,00,200	23,00,02,000	2,30,00,200	23,00,02,000
Total	2,30,00,200	23,00,02,000	2,30,00,200	23,00,02,000

Reconciliation of number of shares.

Particulars	As at 31st March 2018		As at 31st March 2017	
	Number	₹	Number	₹
Shares Outstanding at the beginning of the year	2,30,00,200	23,00,02,000	2,30,00,200	23,00,02,000
Add : Further Shares issued during the Year	-	-	-	-
Shares Outstanding at the end of the year	2,30,00,200	23,00,02,000	2,30,00,200	23,00,02,000

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 31st March 2018		As at 31st March 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Not Any	-	-	-	-

2.2 RESERVES AND SURPLUS

Particulars	As at 31st March 2018		As at 31st March 2017	
		Rs		Rs
Securities Premium Reserves				
Opening Balance		30,64,14,500		30,64,14,500
Add : Additions for the Year		-		-
Closing Balance at the end of the Year		30,64,14,500		30,64,14,500
General Reserves				
Opening Balance		95,04,070		93,45,590
Add: Transferred From Statement of Profit & Loss		-		1,58,480
Closing Balance at the end of the Year		95,04,070		95,04,070
Surplus in Statement of Profit & Loss				
Opening Balance		4,66,68,171		4,60,34,252
Add : Prior Period Adjustments		-		-
Add : Net Profit for the Year		(29,21,47,105)		7,92,398
Less : Amount Transferred to General Reserve		-		1,58,480

Surplus available at the end of Financial Year	(24,54,78,934)	4,66,68,171
Total	7,04,39,636	36,25,86,741

2.3 SHORT TERM BORROWING

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Unsecured Loan		
From Body Corporate	14,00,53,530	14,25,53,530
Total	14,00,53,530	14,25,53,530

2.4 TRADE PAYABLES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Dues of Micro Enterprises & Small Enterprises	-	-
Dues to Creditors other than Micro Enterprises & Small Enterprises	18,92,05,734	1,97,38,72,902
Total	18,92,05,734	1,97,38,72,902

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.

2.5 OTHER CURRENT LIABILITIES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Other Payables		
Provision for Expenses	31,25,031	28,08,406
Gst payable	1,80,000	-
FBT Payable	3,040	3,040
TDS Payable	-	11,249
MVAT Payable	4,12,543	4,07,306
Total	37,20,614	32,30,001

2.6 SHORT TERM PROVISIONS

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Provision for Income Tax	-	9,69,580
Total	-	9,69,580

2.8 OTHER NON CURRENTS ASSETS

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Deferred Revenue Expenses	4,83,000	6,44,000
Share Issue Expenses	1,73,037	2,48,037
Total	6,56,037	8,92,037

2.9 STOCK-IN-TRADE

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Stock In Trade		
Stock of Shares & Securities as per Schedule 2.9A	3,15,56,546	1,99,29,00,428
Hardwares and Softwares	4,01,20,000	9,51,11,341
Total	7,16,76,546	2,08,80,11,769

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

Particulars	Numbers	Face Value Rs.	As at 31st	As at 31st
			March 2018 Rs	March 2017 Rs
(1) IN FULLY PAID-UP EQUITY SHARES (QUOTED)				
Market Price at cost which ever is lower				
Arshiya Limited	10,000	10.00	-	13,43,340
Axon Infotech Ltd	8,00,000	10.00	20,56,000	1,60,00,000
Bhushan Steel Limited	112	10.00	-	52,260
Chisel & Hammer (Mobel) Limited	3,322	10.00	16,245	6,31,596
Scan Steel Ltd	1,70,000	10.00	37,06,000	54,74,644
Denim Developers Limited	14,89,000	10.00	74,45,000	1,48,90,000
Dhenu Buildcon Infra Ltd.	10,01,561	10.00	27,24,246	5,88,06,448
Geefcee Finance Ltd.	23,000	10.00	3,25,910	4,30,000
Global Infratech Finance Ltd	3,70,900	1.00	27,46,515	3,10,20,727
Gujrat Venture Capital Limited	60,000	10.00	36,000	5,15,760
Kavveri Telecom Products Ltd.	20,000	10.00	-	23,00,879
Mideast Integrated Steels Limited	50,000	10.00	-	7,50,000
Nouveau Global Ventures Ltd.	11,000	10.00	1,58,070	19,75,744
Odyssey Corporation Ltd.	7,500	10.00	10,350	4,08,270
Rad Fort Global Limited	20,000	10.00	1,11,200	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
Suntek Wealthmax Investments Limited	35,529	10.00	-	3,55,290
Suryo Foods & Industries Ltd.	50,000	10.00	4,10,000	5,00,000
	41,80,572		1,97,45,536	14,77,97,433
(2) IN EQUITY SHARES OF GROUP COS./COMMON DIRECTORSHIP (QUOTED)				
Blue Circle Services Ltd	76,600	1.00	25,31,010	40,54,837
JMD Telefilms Industries Limited	4,00,000	1.00	85,80,000	12,63,18,487
			1,11,11,010	13,03,73,324
(3) IN EQUITY SHARES OF GROUP COS./COMMON DIRECTORSHIP (UN-QUOTED)				
Limited	7,89,893	10.00	-	JMD Sounds 10,06,99,170
Popular Tradecom Pvt	70,000	10.00	7,00,000	
Laxmiputra Commotrade Pvt. Ltd.	10,000	10.00	-	1,00,000
Nirnidhi Consultant Pvt. Ltd.	1,00,000	10.00	-	4,00,00,000
	9,69,893		7,00,000	14,07,99,170
(4) OTHERS (UN-QUOTED)				
Abhijeet Power Limited	32,823	10.00	-	49,23,500
Alex Finvest Consultant Pvt. Ltd.	4,960	10.00	-	1,24,00,000
Amity Dealcom Pvt. Ltd.	3,840	10.00	-	96,00,000
Arrissan Power Limited	3,27,000	10.00	-	3,27,00,000
Astha Tie-Up Pvt. Ltd.	53,000	10.00	-	53,00,000
Atribute Shares & Securities Pvt. Ltd.	35,000	10.00	-	3,50,00,000
Basukinath Commodities Pvt. Ltd.	42,575	10.00	-	85,15,000
Bhubaneswar Sale Pvt. Ltd.	1,400	10.00	-	35,00,000
BNR Consultancy Services Pvt. Ltd.	20,000	10.00	-	50,00,000
BNS Steel Trading Pvt. Ltd.	20,000	10.00	-	50,00,000
Brijwashi Distributors Pvt. Ltd.	3,79,000	10.00	-	7,58,00,000
Celeste Merchandise Limited	2,00,000	10.00	-	2,00,00,000
Cherish Tradecom Pvt. Ltd.	4,200	10.00	-	1,05,00,000
Destiny Dealtrade Pvt. Ltd.	4,120	10.00	-	1,03,00,000

Devatma Distributors Pvt. Ltd.	5,000	10.00	-	1,25,00,000
Dhenkanal Finvest Limited	20,000	10.00	-	50,00,000
Efficient Dealcom Pvt. Ltd.	1,25,000	10.00	-	2,50,00,000
Elect Venture Pvt. Ltd.	73,000	10.00	-	1,46,00,000
Empire Advisory Services Pvt. Ltd.	2,10,000	10.00	-	2,10,00,000
Eshan Financial Services Pvt. Ltd.	65,500	10.00	-	1,80,12,500
Evergreen Mining & Minerals Pvt. Ltd.	20,000	10.00	-	10,00,000
Excellent CommoSale Pvt. Ltd.	6,400	10.00	-	1,61,00,000
Forever Flourishing Fin & Inv Pvt. Ltd.	15,000	10.00	-	1,50,00,000
Golden Meadows Exports Pvt. Ltd.	18,000	10.00	-	1,80,00,000
Hilltop Sales Pvt. Ltd.	2,33,000	10.00	-	4,66,00,000
Himland Commodities Pvt. Ltd.	50,000	10.00	-	50,00,000
Jaganmata Sales Pvt. Ltd.	2,920	10.00	-	73,00,000
Jalashree Mercantile Pvt. Ltd.	1,79,000	10.00	-	1,79,00,000
Jasmin Steel Trading Limited	25,000	10.00	-	1,25,00,000
JLD Cement Limited	18,00,000	10.00	-	1,80,00,000
Kailashpati Vinimay Pvt. Ltd.	5,080	10.00	-	1,27,00,000
Kaizen Power Pvt. Ltd.	1,50,000	10.00	-	1,50,00,000
Kanupriya Enclave Pvt. Ltd.	50,000	10.00	-	50,00,000
Khazana Tradelinks Limited	6,56,250	10.00	-	5,25,00,000
Lakshya Energy Pvt. Ltd.	5,42,500	10.00	-	5,42,50,000
Lavanya Distributors Pvt. Ltd.	45,000	10.00	-	45,00,000
Laxmiramuna Investments Pvt. Ltd.	12,000	10.00	-	1,20,00,000
Loha Ispat Limited	93,500	10.00	-	93,50,000
Mansoul Commercial Pvt. Ltd.	50,000	10.00	-	5,00,00,000
Megacity Enclave Pvt. Ltd.	4,50,000	10.00	-	4,50,00,000
Megacity Niwas Pvt. Ltd.	2,21,860	10.00	-	2,21,86,000
Mohanty Traders Pvt. Ltd.	35,795	10.00	-	35,79,500
Mridul Vincom Pvt. Ltd.	1,25,000	10.00	-	2,50,00,000
Nagarjuna Fertilizer Pvt. Ltd.	7,00,000	10.00	-	7,00,00,000
Natraj Vinimay Limited	1,00,000	10.00	-	5,00,00,000
Neelkanth Commodities Pvt. Ltd.	59,600	10.00	-	2,98,00,000
Pleasure Vinimay Pvt. Ltd.	34,800	10.00	-	87,00,000
Pratik Merchants Pvt. Ltd.	30,000	10.00	-	30,00,000
Prince Tradecom Limited	40,00,000	10.00	-	4,00,00,000
Ratnakar Commodeal Pvt. Ltd.	50,000	10.00	-	1,00,00,000
Reaward Dealer Pvt. Ltd.	2,49,625	10.00	-	99,85,000
Rockhard Engineering Pvt. Ltd.	2,00,000	10.00	-	2,00,00,000
Saltlake Vyapaar Limited	1,50,000	10.00	-	1,50,00,000
Sargam Tradelink Pvt. Ltd.	1,95,640	10.00	-	1,95,64,000
Sargam Vintrade Pvt. Ltd.	2,21,000	10.00	-	4,42,00,000
Satabdi Tracom Pvt. Ltd.	1,50,000	10.00	-	3,00,00,000
Satabdi Tradelink Limited	6,85,000	10.00	-	68,50,000
Scania Steel Pvt. Ltd.	21,250	10.00	-	4,90,00,000
Sherawali Yarns Pvt. Ltd.	70,000	10.00	-	70,00,000
Shneha Vinimay Pvt. Ltd.	5,440	10.00	-	1,36,00,000
Shree Ganesh Sugar Mills Limited	2,03,000	10.00	-	2,03,00,000
Snapshot Merchant Pvt. Ltd.	1,00,000	10.00	-	50,00,000
Sudhanil Vanijya Limited	1,50,000	10.00	-	1,50,00,000
Tandem Commercial Pvt. Ltd.	2,00,000	10.00	-	2,00,00,000
Taral Vincom Pvt. Ltd.	1,80,000	10.00	-	1,80,00,000
Thunders Traders Limited	2,00,000	10.00	-	2,00,00,000
Timeframe Infrastructure Pvt. Ltd.	40,000	10.00	-	2,00,00,000

Topgrain Agency Pvt. Ltd.	2,00,000	10.00	-	2,00,00,000
Trunkey Infrastructure Pvt. Ltd.	31,99,900	10.00	-	3,19,99,000
Vanshidhar Tie-Up Pvt. Ltd.	2,00,000	10.00	-	2,00,00,000
Vulcan Power Pvt. Ltd.	40,15,000	10.00	-	4,01,50,000
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	-	1,00,00,000
Parampita Vinimay Pvt Ltd	75,000	10.00	-	1,50,00,000
Aakruti Marketing Pvt Ltd	50,000	10.00	-	1,00,00,000
Diyajyoti Steel Pvt Ltd	50,000	10.00	-	1,25,00,000
Sacania Iron & Steel	50,000	10.00	-	2,50,00,000
Dicord Vinimay Pvt Ltd	3,00,000	10.00	-	2,83,66,000
Satabdi Tracom Pvt Ltd	50,000	10.00	-	1,00,00,000
Welcan Vinimay Pvt. Ltd.	2,20,000	10.00	-	-
			-	1,57,39,30,500
	2,31,47,978			
(5) HARDWARE & SOFTWARE			4,01,20,000	9,51,11,341
Total			7,16,76,546	1,99,29,00,427

2.10 TRADE RECEIVABLES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
(Unsecured, Considered Good)		
Outstanding for a period of Exceeding 6 Months	29,89,519	3,42,91,601
Other Debts	-	-
Total	29,89,519	3,42,91,601

2.11 CASH AND BANK BALANCES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
Cash and Cash Equivalents		
Balances with Banks		
In Current Accounts	23,71,533	7,45,957
Cash in hand	1,24,539	2,38,877
Total	24,96,072	9,84,834

2.12 SHORT-TERM LOANS & ADVANCES

Particulars	As at 31st March 2018 Rs	As at 31st March 2017 Rs
(Unsecured, Considered Good)		
Share Application Money	97,000	97,000
Loans & Advances to Others	54,36,71,506	57,46,75,398
Less: NPA Provisions	44,15,601	-
Total	53,93,52,905	57,47,72,398

2.13 CURRENT ASSETS

Particulars	As at 31st March 2018 Rs.	As at 31st March 2017 Rs.
(Unsecured, Considered Good)		
Advance Tax Payment	74,39,335	50,00,000
Tax Deducted at Source	30,28,543	28,37,946
TDS Refundable	16,26,431	12,96,881
Total	1,20,94,309	91,34,827

2.7. FIXED ASSETS

	(Amt. in Rs.)									
	Cost/Book Value as at 1st April 2017	Additions during the year	Deductions/ Adjustments during the year	Cost/Book Value as at 31st March 2018	Depreciation on Cost/Book Value as at 1st April 2017	Deductions / Adjustments during the year	Depreciation for the year	Depreciation on Cost /Book Value as at 31st March 2018	Balance as at 31st March 2018	Balance as at 31st March 2017
Computer Software	3,81,61,000	-	-	3,81,61,000	3,41,50,073	-	13,36,842	3,54,86,915	26,74,085	40,10,927
TOTAL	3,81,61,000	-	-	3,81,61,000	3,41,50,073	-	13,36,842	3,54,86,915	26,74,085	40,10,927
Previous Year	3,81,61,000	-	-	3,81,61,000	3,21,44,760	-	20,05,313	3,41,50,073	40,10,927	-

2.14 Revenue form Operation

Particulars	31st March 2018 RS	31st March 2017 RS
Sale Proceeds		
Hardware & Softwares (Mumbai)	71,82,71,744	4,63,81,39,105
Sale of Shares	1,74,65,35,679	45,51,50,275
Total	2,46,48,07,423	5,09,32,89,379

2.15 Other Operating Revenue

Particulars	31st March 2018 RS	31st March 2017 RS
Interest on Loan	1,43,37,023	1,59,98,229
Dividend on Shares	-	1,602
Total	1,43,37,023	1,59,99,831

2.16 Break-up of Closing Stock

Particulars	31st March 2018 RS	31st March 2017 RS
Closing Stock		
Softwares & Hardwares (Mumbai)	4,01,20,000	9,51,11,341
Quoted Shares	3,08,56,546	27,81,70,758
Un-Quoted Shares	7,00,000	1,71,47,29,670
Total	7,16,76,546	2,08,80,11,769

2.17 Break-up of Opening Stock**Opening Stock**

Particulars	31st March 2018 RS	31st March 2017 RS
Softwares & Hardwares (Mumbai)	9,51,11,341	9,51,11,341
Equity Shares (Quoted)	27,81,70,758	29,73,01,213
Equity Shares (Un-Quoted)	1,71,47,29,670	2,00,54,00,170
Total	2,08,80,11,769	2,39,78,12,724

2.18 Break-up of Purchases

Particulars	31st March 2018 RS	31st March 2017 RS
Purchases		
Softwares & Hardwares (Mumbai)	71,69,99,222	4,62,97,42,400
Equity Shares	2,74,13,000	16,11,48,769
Total	74,44,12,222	4,79,08,91,169

2.19 Payment & Perquisites to Employees

Particulars	31st March 2018 RS	31st March 2017 RS
Salaries & Bonus	16,33,126	15,18,500
Staff Welfare Expenses	1,65,312	1,66,260
Total	17,98,438	16,84,760

2.20 Other Expenses

Particulars	31st March 2018	31st March 2017
	RS	RS
Payment to Auditors	88,500	39,000
RTA Fees	90,455	76,660
Conveyance & Travelling Expenses	3,09,195	3,01,899
Listing & Depository Fees	4,93,901	4,86,869
Postage & Courier Expenses	50,895	36,020
Professional Fees	2,95,896	2,96,159
Bank Charges	6,545	-
MCA Filing Fees	7,200	11,400
Printing & Stationery	67,690	68,044
Office Maintenance Expenses	3,14,075	2,95,956
Advertisement Expenses	16,180	35,702
Rent Expenses	3,30,000	2,10,000
Demat Charges	-	1,121
Freight, Coolie & Cartage	2,54,201	2,86,787
AGM & Board Meeting Expenses	11,750	57,001
Value Added Tax (VAT)	3,28,129	6,95,551
Professional Tax	2,500	7,500
Certification Charges	14,500	-
Subscription & Donation	-	1,60,000
Miscellaneous Expenses	1,95,814	1,93,240
Telephone Charges	62,985	64,830
Internal Audit Fee	10,000	-
Secretarial Audit fee	10,000	-
Goods & service tax	1,85,600	-
Sundry balance w/off	9,207	-
Deferred Revenue Expenditure W/off	1,61,000	1,61,000
Share Issue Expenses W/off	75,000	75,000
Total	33,91,218	35,59,739

2.21 Tax Expenses

Particulars	31st March 2018	31st March 2017
	RS	RS
Provision for Income Tax	-	9,69,580
Provision for Deferred Tax	(3,65,680)	(5,28,558)
Income Tax for Earlier Years	-	1,13,854
Total	(3,65,680)	5,54,876

		Amount Outstanding	
5)	Break-up of Investments : Current Investment : (Taken as stock in trade)		
	1. Quoted		
	(i) Shares : (a) Equity	3,08,56,546	
	(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	7,00,000	
	(b) Preference	NIL	
	(ii) Debentures & Bonds	NIL	
	(iii) Units of Mutual Funds	NIL	
	(iv) Government Securities	Nil	
	(v) Others (Hardwares & softwares)	4,01,20,000	
	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#	3,15,56,546	3,15,56,546
	3,15,56,546	3,15,56,546

** 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 26th Annual General Meeting of the Company, to be held on Thursday, 27th September 2018 at 3.30 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. 29 to the Notice dated 29th May 2018 of the 26th Annual General Meeting. The e-Voting period starts from 9.00 A.M. on 24.09.2018 and ends at 5.00 P.M. on 26.09.2018, the e-voting module shall be disabled by NSDL for voting thereafter.

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

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

(Pursuant to the section 105(6) of the Companies 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 Blue Circle Services 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 26th Annual General Meeting of the Company, to be held on Thursday, the 27th day of September 2018 at 3.30 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, 2018	<input type="checkbox"/>	<input type="checkbox"/>
Special Business :		
2. Appointment of M/s. S. Gattani & Co., Chartered Accountants, Kolkata as Auditors and to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Mr. Jagdish Prasad Purohit as Chairman & Managing Director for a term of 3 Years commencing from 1 st April 2018	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2018

Signature of Shareholder _____ Signature of Proxy _____

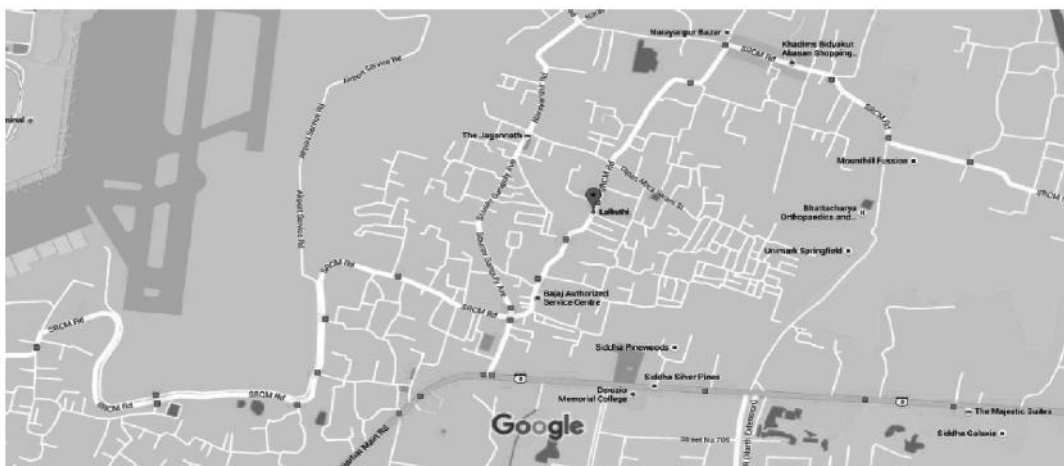
Affix
Revenue
Stamp
Rs. 1/-

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 26th Annual General Meeting.



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



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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 Jhawar

Company Secretary



If undelivered, please return to
Unisys Softwares & Holding Industries Ltd.
75-C, Park Street, Kolkata-700 016