UNIQUE MANUFACTURING & MARKETING LIMITED

ANNUAL REPORT AND ACCOUNTS 2013-2014

UNIQUE MANUFACTURING & MARKETING LTD.
ANNUAL REPORT AND ACCOUNTS
2013-2014

BOARD OF DIRECTORS
B. K. DAGA
MOULISHREE MOHTA
B. L. BAGARIA

BANKERS
UCO BANK
RATNAKAR BANK LTD.
HDFC BANK

AUDITORS
SINGHI & CO.
Chartered Accountants

REGISTERED OFFICE
15, MAHARANA PRATAP SARANI, 3RD FLOOR
(FORMERLY : INDIA EXCHANGE PLACE)
KOLKATA - 700 001

SUBSIDIARY COMPANY
SANJAY ESTATES PRIVATE LIMITED

REGISTRAR & SHARE TRANSFER AGENT
MAHESHWARI DATAMATICS PVT. LTD.
6, MANGOE LANE, 2ND FLOOR
KOLKATA - 700 001
PHONE : 033-2243 5809 / 5029
FAX : 033-2248 4787
E-MAIL : mdpl@cal.vsnl.net.in

NOTICE

NOTICE is hereby given that the 39th Annual General Meeting of the Members of Unique Manufacturing & Marketing Limited will be held on Tuesday, 30th September, 2014 at 3.00 P.M. at the Registered Office of the Company at 15, India Exchange Place, 3rd Floor, Kolkata-700001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss Account for the financial year ended on that date and the Reports of the Boards of Directors and Auditors thereon.

2. To appoint a Director in place of Smt. Moulishree Mohta (holding DIN No. 02496033) who retires by rotation in term of Section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.

3. To consider and if thought fit to pass, with or without modification(s) the following Resolution as an Ordinary Resolution :-

   "**RESOLVED THAT** pursuant to provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act,2013 (corresponding to Section 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s Singhi & Co.,(Registration No.302049E) Chartered Accountants, be and are hereby reappointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company to be held in the calendar year 2017 and by ratification by Members every year and that their remuneration for the said period be determined by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

SPECIAL BUSINESS

4. To consider and if thought fit to pass , with or without modification(s) the following Resolution as a Special Resolution :-

   "**RESOLVED THAT** pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any statutory modifications or re-enactments thereof that the Board of Directors of the Company be and are hereby authorized and empowered to borrow money in excess of the aggregate of the paid up capital and free reserves of the Company provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained or to be obtained from the Company's bankers in the Ordinary course of business , shall not be in excess of Rs.2 crores (Rupees Two crores).

"RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things and to take all such steps as may be necessary, proper or expedient to give effect to the aforesaid Resolution."

Registered Office :
15, India Exchange Place, 3rd Floor
Kolkata - 700 001
Dated : 14th August, 2014

By Order of the Board

B. K. DAGA
Director

NOTES :

1. ***A Member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company not less than 48 hours before the commencement of the meeting.***

   In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of 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 the Company carrying voting rights may appoint a single person as proxy such person shall not act as a proxy for any person or shareholder.

2. Members who hold shares in Dematerialized form are requested to bring their Client ID and DP ID nos. for easier identification of attendance at the meeting.

3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

4. The Register of Members and Share Transfer Books of the Company will remain closed from **27/09/2014 to 30/09/2014** (both days inclusive).

5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 (corresponding to Section 154 of the Companies Act, 1956), a member desirous of obtaining any information concerning the accounts and operation of the Company is requested to send his queries to the Company at least 7 days before the date of the meeting, so that the information required by the member is made available at the meeting.

6. Members attending the meeting are requested to bring their copy of the Annual Report with them to the meeting.

7. As per the provisions of the Companies Act, 1956, as amended, facility for making nomination is available to individual shareholder. The prescribed form can be obtained from the Company.

8. Ministry of Corporate Affairs vide its circular no.17/2011 dated 21/04/2011 & 18/2011 dt.29/04/2011 has taken Green Initiative in the Corporate Governance by allowing the companies to send various notices/documents including audited financial results, directors report, auditors report, general meeting notices to the members through electronic mode to the registered email addresses of the shareholders. Members are therefore requested to register their email addresses with the Company and also keep a note to inform any change in your email address. As per SEBI`s circular in respect of transaction involving transfer of shares in physical form of a listed company, it is mandatory for the transferee(s) to furnish copy of PAN card for registration of transfer of Shares.

9. **Voting through Electronic Means:** In due compliance of revisêd Clause 35B of Listing Agreement Section 108 of the Companies Act,2013 and Rule20 of Companies (Management & Administration Rules), 2014 the Company is pleased to offer e-voting facilities to the members to enable them to cast their votes electronically to enable increased participation. The Company has engaged the services of CDSL to provide e-voting facilities to its members. The process and manner of voting by electronic means, the time period during which the votes may be cast and all other necessary instructions and information in this respect has been given in a separate sheet hereto forming part of this Notice. The Company has appointed Mr. K.C. Dhanuka, Practicing Company Secretary, C.P. No. 1247 as Scrutinizer for the said purpose.

   The e-voting period commences on September 24, 2014 (9:00 am) and ends on September 26, 2014 (6:00 pm), both days inclusive. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 14, 2014, may cast their vote electronically.

   The e-voting module shall be disabled by CDSL for voting thereafter.

10. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.

11. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

12. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.

13. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.

14. The Company's Equity Shares are listed on The Calcutta Stock Exchange Ltd. and upto date listing fees have been paid in time.

15. Members who are holding Shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the Share Certificates for consolidating their holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.

16. Electronic copy of the Annual Report 2014 and Notice are being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice 2014 are being sent in the permitted mode.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 4

Pursuant to the Notification issued by the Ministry of Corporate Affairs on September 12, 2013, Section 180(1) (c) of the Companies Act, 2013 have come into force with effect from September 12, 2013. Accordingly the limits approved by the Members of the Company under Section 293(1)(d) of the Companies Act, 1956, is valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. Your Directors are of the view that the business would steadily grow in future and as a result of which, the mobilization of fund may increase. Therefore, it is considered desirable to enhance the limit of borrowing to Rs 2 Crores apart from temporary loans obtained / to be obtained by the Company's Bankers in ordinary course of business. In order to comply with the provisions of the Companies Act, 2013, approval of Shareholders by way of Special Resolution to enhance the limit of borrowing of the Company up to the said borrowing limits have to be obtained and hence the Resolution are placed for your approval.

None of the Directors or Key Managerial Personnel or their relatives is in any way concerned or interested in the proposed Resolution.

E-VOTING INSTRUCTION SHEET

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "UNQUE MANUFACTURING & MARKETING LIMITED" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. - Sequence number is communicated in the Attendance Slip/ Covering Letter.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "UNIQUE MANUFACTURING & MARKETING LIM ITED" on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.co.in and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on 23 rd September,2014 (9 A.M.)and ends on 25th September,2014 (6 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 14th August,2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Registered Office :
15, India Exchange Place, 3rd Floor
Kolkata - 700 001
Dated : 14th August, 2014

By Order of the Board

B. K. DAGA
Director

DIRECTORS' REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 39th Annual Report of the Company together with the Audited Accounts for year ended 31st March, 2014.

FINANCIAL RESULTS

The highlights of the financial results for the year ended 31st March, 2014 are as under:

PARTICULARS	For the period ended 31st March, 2014	For the period ended 31st March, 2013
Revenue from Operations	1,620,228.00	1,620,028.00
Less: Total Expenses	1,697,317.00	1,705,926.00
Profit/(Loss) before Tax	(77,089.00)	(85,898.00)
Provision for Taxation	-	-
Net Profit/(Loss) for the Year	(77,089.00)	(85,898.00)

DIVIDEND

In the view of losses, the Company does not recommend any dividend for the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT -Pursuant to Section 217 (2AA) of the Companies Act, 1956, with respect to the Directors' Responsibility Statement, it is hereby confirmed:

1. that in the preparation of the Annual Accounts, the applicable accounting standards had been followed and no material departures had been made from the same;
2. that the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the period under review;
3. that the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the Directors had prepared the annual accounts on a `going concern basis.

COMPLIANCE CERTIFICATE U/S 383A OF THE COMPANIES ACT, 1956

As required under the provisions of Section 383A of the Companies Act, 1956, Certificate from a Practicing Company Secretary forming part of this Report is attached herewith.

DIRECTORS

In accordance with Articles of Association of the Company Smt Moulishree Mohta (DIN No. 02496033) retires by rotation at the forthcoming Annual General Meeting and being eligible, offers herself for re-appointment.

SUBSIDIARY

Sanjay Estates Pvt. Ltd., Kolkata continues to remain as subsidiary of the Company.

AUDITORS

The Statutory Auditors of the Company, M/s. Singhi & Co. Chartered Accountants, retire in accordance with the provisions of the Companies Act, 1956 and are eligible for re-appointment. M/s Singhi & Co., Chartered Accountants, have sought the re-appointment and have confirmed that their re-appointment, if made, shall be within limits prescribed under Companies Act, 2013. The Board of Directors recommends the re-appointment of M/s Singhi & Co., Chartered Accountants, as the Statutory Auditors of the Company to hold the office from the conclusion of the ensuing Annual General Meeting till the Conclusion of 42nd Annual General Meeting.

AUDITORS' REPORT

The Report of the Auditors read with significant accounting policies and notes on the accounts, as annexed are self explanatory and need no elaboration.

PARTICULARS OF EMPLOYEES

The company had no employee of the category specified under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The nature of the Company's activities does not entail energy consumption. However, the Company continues to use latest technology.

Foreign exchange outgo - Nil

Foreign exchange inflow - Nil

CHANGES IN COMPANY LAW

The Companies Act, 2013 ('the Act') has been passed replacing the age old Companies Act, 1956 and a large portion of the Act has already become effective.

Several Rules under various Section of the Act have also been notified. Your Company is taking necessary steps to comply with the requirements of the new Act. Steps are in hand to implement various other provisions of the Act to ensure compliance at the appropriate time.

CORPORATE GOVERNANCE

As per Listing Agreement, Corporate Governance is not applicable to the Company because paid-up share capital of the Company is less than Rs 3 Crores.

ACKNOWLEDGEMENTS

The Directors place on record their gratitude to the bankers, media, Government and other agencies for their assistance, cooperation and encouragement extended to the Company. The Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinted efforts of investors and employees during the year under review.

For and on behalf of the Board
BASANT KUMAR DAGA
BANWARILAL BAGARIA
Directors

Place : Kolkata
Date : 30th May, 2014

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF UNIQUE MANUFACTURING AND MARKETING LIMITED

Report on the financial statements

We have audited the accompanying financial statements of **UNIQUE MANUFACTURING AND MARKETING LIMITED** (the Company), which comprise the balance sheet as at 31st March, 2014, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

Basis for Qualified Opinion

(i) ***The company has not made any provision for diminution in the value of Non Current investments in the equity shares of its subsidiary company to the extent of Rs. 154.54 lacs (Refer Note no. 9 of Notes to Financial Statements).***

(ii) ***The company has not reversed the outstanding interest income already booked on Loan or Advances to its Subsidiary prior to such loans becoming NPA. No provision has been made for principal amount of loan and interest accrued thereon, (already booked as income,) amounting to RS.25.03 Lacs in total. (Refer Note no 10 of Notes to Financial Statements).***

(iii) ***As the company has not complied with the requirements of guidelines applicable to non banking financial companies as prescribed by Reserve Bank of India, we are unable to comment on the same.***

Had the items stated above been considered, the Loss after tax for the year would have been Rs. 180.34 lacs (as against the reported loss after tax figure of Rs. 0.77 lacs), Reserves & Surplus would have been (Rs. 145.70) lacs (as against the reported figure of Rs. 33.88 lacs) and Long Term Loans & Advances would have been Rs. 4.70 lacs (as against the reported figure of Rs. 19.06 lacs) and Other Non-Current Assets would have been Rs. NIL (as against the reported figure of Rs. 10.67 lacs) and Investment would have been Rs. 8.08 lacs (as against the reported figure of Rs. 162.62 lacs)

Qualified Opinion

1. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion Paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

a) In the case of the balance sheet, of the state of affairs of the company as at 31st March, 2014

b) In the case of the statement of profit and loss, of the Loss for the year ended on that date, and

c) In the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on other legal and regulatory requirements

As required by the Companies (Auditor's Report) Order, 2003 ("the Order") as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

2 As required by section 227(3) of the Act, we report that:

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) In our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.

c) The balance sheet, statement of profit and loss and cash flow statement dealt with this report are in agreement with the books of account.

d) *Except for the effects of the matter described In the Basis for Qualified Opinion paragraph,* in our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013.

e) On the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For SINGHI & CO.
Chartered Accountants
Firm Registration No. 302049E

Place : Kolkata
Dated : the 30th day of May, 2014

(Aditya Singhi)
Partner
Membership No. 305161

Annexure referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: UNIQUE MANUFACTURING & MARKETING LIMITED (the Company)

i) In respect of its fixed assets:-

a) The Company does not have any fixed assets, accordingly, the clause (i) (a) & (b) of the order is not applicable.

c) However, going concern assumption of the company has remained unaffected

ii) In respect of its inventories: -

a) The stock of Shares & Debentures have been physically verified by the Management at reasonable intervals during the year. The same has been accepted by us as certified by the management.

b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of Shares & Debentures followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.

c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its Shares & Debentures and no material discrepancies were noticed on physical verification by the management as compared to book records, *except in case of Pee Bee Steel Industries Limited, where shortfall of 4800,shares were observed and is under reconciliation.*

iii) a) According to information and explanations given to us the Company has not granted any new secured/unsecured loans to any party covered in the Register maintained under section 301 of the Act during the year. *However the company has granted loan in the past to one company and the maximum amount outstanding at any time during the year is Rs.25.03 lacs and the year end balance is Rs.25.03 lacs which is repayable on demand and the rate of interest and other terms and conditions of such loan are, prima facie, prejudicial to the interest of the company.*

b) The receipt of interest on loan is regular except from loan to subsidiary and principal amount is repayable on demand. The Company has not taken any reasonable step for recovery of outstanding interest of more than Rs. 1 lac due from its Subsidiary.

c) The Company has not taken any loans, secured or unsecured from companies, firms and other parties covered in the Register maintained under section 301 of the Act. Therefore sub-clause (f) and (g) of this clause is not applicable.

iv) In our opinion and according to the information's and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase and sale of Shares & Debentures.

v) a) To the best of our knowledge and belief and according to the information and explanations given to us, the transactions that need to be entered in the register maintained under section 301 of the Companies Act, 1956, has been so entered.

b) In our opinion and according to the information and explanations given to us, the company has not entered into any contract/arrangement exceeding Rs.5 lacs in value in respect of any party in which the directors are interested, as recorded in the register maintained under section 301 of the Companies Act, 1956.

vi) In our opinion, the Company has not accepted deposits from public during the year to which the provision of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under apply.

vii) *The Company does not have internal audit system.*

viii) According to the information and explanations given to us, the maintenance of cost records has not been prescribed by Central Govt. under section 209 (l)(d) of the Companies Act, 1956.

ix) According to the information and explanations given to us in respect of Statutory and other dues:

a) The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, wealth tax and any other statutory dues as applicable with the appropriate authorities during the year.

b) As at 31st March, 2014 there were no dues of, income tax, wealth tax, Service Tax and any other statutory dues which have not been deposited on account of dispute.

x) The Company does not have accumulated losses as at the end of the year and it has incurred cash loss in the immediately preceding financial year and in current financial year.

xi) No loan was taken by the Company from Financial Institutions, banks and Debenture holders. Accordingly, clause 4(xi) of the Order is not applicable.

xii) According to the information and explanations given to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii) The provisions of any special statute as applicable to Chit Fund/Nidhi/Mutual benefit Fund / Societies are not applicable to the company.

xiv) In our opinion and according to the information and explanations given to us, the company is engaged in the business of dealing and trading of securities and commodity. The company has maintained proper records of the transactions and contracts for the share, securities, debentures and other investments dealt in by company and timely entries have been made thereon. The company held in its investments in its own name.

xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

xvi) To the best of our knowledge and belief and according to the information and explanations given to us, no term loans availed by the Company during the year.

xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, fund raised on short-term basis have not been used for long term investments.

xviii) Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956, during the year.

xix) According to the information and explanations given to us, the company has not issued any debentures during the year.

xx) The Company has not raised any money by public issues during the year.

xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For SINGHI & CO.
Chartered Accountants
Firm Registration No. 302049E

Place : Kolkata
Dated : the 30th day of May, 2014

(Aditya Singhi)
Partner
Membership No. 305161

vii) *The Company does not have internal audit system.*

viii) According to the information and explanations given to us, the maintenance of cost records has not been prescribed by Central Govt. under section 209 (I)(d) of the Companies Act, 1956.

ix) According to the information and explanations given to us in respect of Statutory and other dues:

a) The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, wealth tax and any other statutory dues as applicable with the appropriate authorities during the year.

b) As at 31st March, 2014 there were no dues of, income tax, wealth tax, Service Tax and any other statutory dues which have not been deposited on account of dispute.

x) The Company does not have accumulated losses as at the end of the year and it has incurred cash loss in the immediately preceding financial year and in current financial year.

xi) No loan was taken by the Company from Financial Institutions, banks and Debenture holders. Accordingly, clause 4(xi) of the Order is not applicable.

xii) According to the information and explanations given to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.

xiii) The provisions of any special statute as applicable to Chit Fund/Nidhi/Mutual benefit Fund / Societies are not applicable to the company.

xiv) In our opinion and according to the information and explanations given to us, the company is engaged in the business of dealing and trading of securities and commodity. The company has maintained proper records of the transactions and contracts for the share, securities, debentures and other investments dealt in by company and timely entries have been made thereon. The company held in its investments in its own name.

xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.

xvi) To the best of our knowledge and belief and according to the information and explanations given to us, no term loans availed by the Company during the year.

xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, fund raised on short-term basis have not been used for long term investments.

xviii) Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956, during the year.

xix) According to the information and explanations given to us, the company has not issued any debentures during the year.

xx) The Company has not raised any money by public issues during the year.

xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

For SINGHI & CO.
Chartered Accountants
Firm Registration No. 302049E

Place : Kolkata
Dated : the 30th day of May, 2014

(Aditya Singhi)
Partner
Membership No. 305161

BALANCE SHEET AS AT 31ST MARCH, 2014

		Note No.	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
A.	**Equity and liabilities**			
	Shareholder's funds			
	Share capital	2	**13,850,200**	13,850,200
	Reserves and surplus	3	**3,387,605**	3,464,694
	Non-current liabilities			
	Long term provisions	4	**16,450**	16,450
	Current liabilities			
	Short term borrowings	5	**900,000**	800,000
	Trade payable	6	**195,226**	292,011
	Other current liabilities	7	**2,060,035**	1,972,236
	Short-term provisions	8	**63,856**	63,856
	TOTAL		**20,473,372**	20,459,447
B.	**Assets**			
	Non-current assets			
	Non-current investments	9	**16,262,806**	16,262,806
	Long term loans and advances	10	**2,068,524**	1,906,524
	Other Non- current Assets	11	**1,067,385**	1,067,385
	Current assets			
	Inventories	12	**389,470**	360,708
	Trade receivables	13	**141,902**	280,088
	Cash and cash equivalents	14	**93,285**	131,936
	Short-term loans and advances	10	**450,000**	450,000
	Other Current Assets	11	-	-
	TOTAL		**20,473,372**	20,459,447
	Significant accounting policies and notes to accounts	1 to 26		

The accompanying notes are an integral part of the financial statements.

As per our report of even date
FOR SINGHI & CO.
Firm Registration No. 302049E
Chartered Accountants
ADITYA SINGHI
Partner
Membership No. 305161

1-B, Old Post Office Street
Kolkata - 700 001

Date : 30th day of May, 2014

B. K. DAGA] Directors
B. L. BAGARIA]

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2014

	Note No.	**For the Year ended 31st March, 2014 Rs.**	For the year ended 31st, March, 2013 Rs.
Revenue From Operation	15	**228**	28
Other income	16	**1,620,000**	1,620,000
Total revenue (I)		**1,620,228**	1,620,028
Expenses			
Purchases of Shares & Debentures		-	6,900
Changes in stock in trade	17	**(28,762)**	4,726
Finance Cost	18	**107,375**	77,764
Other Expenses	19	**1,618,704**	1,616,536
Total (II)		**1,697,317**	1,705,926
Profit/(Loss) before tax (I)-(II)		**(77,089)**	(85,898)
Tax expenses			
Current tax		-	-
Income Tax pertaining to previous year		-	-
Total tax expense		-	-
Profit/(Loss) for the year		**(77,089)**	(85,898)
Earnings per share [(Basic & diluted			
(Nominal value per share Rs.10/-)]	21	**(0.06)**	(0.06)

The accompanying notes are an integral part of the financial statements.

As per our report of even date

FOR SINGHI & CO.
Firm Registration No. 302049E
Chartered Accountants
ADITYA SINGHI
Partner
Membership No. 305161

1-B, Old Post Office Street
Kolkata - 700 001

Date : 30th day of May, 2014

B. K. DAGA
B. L. BAGARIA] Directors

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

		For the Year ended 31st March, 2014 Rs.	For the year ended 31st, March, 2013 Rs.
A.	**Cash Flow from Operating Activities**		
	Net Profit/(Loss) before tax	(77,089)	(85,898)
	Adjustments for:		
	Depreciation	-	-
	Interest Expense	107,375	77,764
	Liability No Longer Required Written Back	-	-
	Operating Profit before Working Capital Changes	30,286	(8,134)
	Increase/(Decrease) in Short Term Provisions	-	-
	Increase/(Decrease) in Trade Payables	(96,785)	188,258
	Increase/(Decrease) in Other Current Liabilities	(8,838)	27,811
	Decrease/(Increase) in Trade Receivables	138,186	(173,564)
	Decrease/(Increase) in Inventories	(28,762)	4,726
	Decrease/(Increase) in Loans & Advances	-	-
	Decrease/(Increase) in Other Assets	-	-
	Cash generated from Operating activities	34,087	39,097
	Taxes Paid #	(162,000)	(162,000)
	Net Cash from Operating Activities	(127,913)	(122,903)
B.	**Cash Flow from Investing Activities**		
	Purchase of Fixed Assets	-	-
	Interest Received	-	-
	Net Cash from Investing activities	-	-
C.	**Cash Flow from Financing Activities**		
	Issue of Capital & its redemption .	-	-
	Interest paid	(10,738)	(12,399)
	Borrowings & its repayment	100,000	150,000
	Net Cash Flow from Financing Activities	89,262	137,601
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(38,651)	14,698
	Opening Cash and Cash Equivalents	131,936	117,238
	Closing Cash and Cash Equivalents	93,285	131,936

Notes:

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.
2. Cash and Cash equivalent at the end of the year consist of:

	As at 31st March, 2014	As at 31st March, 2013
a) Cash in hand	1,080	1,376
b) Balance with Banks in Current Account	92,205	130,560
	93,285	131,936

1-B, Old Post Office Street
Kolkata - 700 001

Date : 30th day of May, 2014

FOR SINGHI & CO.
Firm Registration No. 302049E
Chartered Accountants
ADITYA SINGHI
Partner
Membership No. 305161

B. K. DAGA
B. L. BAGARIA] Directors

1. SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Accounting

The Company follows the mercantile system of accounting and recognizes income and expenses on accrual basis unless otherwise stated. The accounts are prepared on historical cost basis as a 'going concern' and are consistent with generally accepted accounting principles.

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 VI to the Companies' Act, 1956. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has assumed its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(B) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The cost of an Asset comprises its purchase price and any directly attributable cost of bringing the asset to working condition for its intended use.

(C) Depreciation on tangible fixed assets

Depreciation of Fixed Assets is provided on WDV at the rates prescribed in Schedule XIV of the Companies Act, 1956. However depreciation is charged only up to 95% of Original cost.

(D) Investments

Investments, which are readily realizable and 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 long-term investment.

Current investments are carried in the financial statements at lower of cost and fair value. Long-term investments are carried at cost. Provision for diminution in value is made if the decline in value is other than temporary in nature in the opinion of the management.

(E) Inventories

Quoted Shares/Securities and Commodities are valued at cost or market price which ever is lower and unquoted Shares/ Securities are valued at cost or break up value whichever is lower except debentures, which are valued at cost.

(F) Revenue Recognition

All expenses and income to the extent considered payable and receivable respectively, are accounted for on accrual basis except dividend income which is considered on cash basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(G) Taxes on Income

a) Current Tax would be payable based on the computation of tax as per taxation laws under the Income Tax Act 1961.

b) Deferred Tax is recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

c) Tax credit for Minimum Alternate Tax (MAT) is recognized when there is convincing evidence of its realisability against future normal tax liability.

(H) Provisions, Contingent Liabilities and Contingent Assets

a) Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

b) Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote.

c) Contingent Asset is neither recognized nor disclosed in the financial statements.

Notes to financial statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
2. Share capital		
Authorised Shares		
14,00,000 (previous year 14,00,000) equity shares of Rs. 10/- each	14,000,000	14,000,000
	14,000,000	14,000,000
Issued, subscribed and fully paid-up shares		
13,85,020 (previous year 13,85,020) equity shares of Rs. 10/- each fully paid-up (includes 4,95,020 shares issued for consideration other than cash)	13,850,200	13,850,200
	13,850,200	13,850,200

A. Reconcillation of the shares outstanding at the beginning and at the end of the reporting period :

Equity Shares	As at 31st March, 2014		As at 31st March, 2013	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the period	1,385,020	13,850,200	1,385,020	13,850,200
Outstanding at the end of the period	1,385,020	13,850,200	1,385,020	13,850,200

B. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. No Dividend is proposed by the company in the Current year as well as in the Last Year.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

C. Details of shareholders bolding more than 5% shraes in the company

	As at 31st March, 2014		As at 31st March, 2013	
	Numbers	% holding in the Class	Numbers	% holding in the Class
Equity Shares of Rs. 10 each fully paid				
Mr. Prakash Kumar Mohta	185,625	13.40%	664,170	47.95%
Pratibha Manufacturing & Marketing limited	-	-	114,250	8.25%
Pratibha Khaitan	190,275	13.74%	214,750	15.51%
Moulishree Mohta	117,150	8.46%	143,700	10.38%
Jayantika Mohta	115,000	8.30%	-	-
Maitreyi Kandoi	120,660	8.71%	-	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes to financial statements for the year ended 31st March, 2014

D. No shares in the company are being held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company as at the Balance Sheet date.

E. No shares have been reserved for issue under options and contracts / commitments for the sale of shares / disinvestment as at the Balance Sheet date.

F. No shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash or by way of Bonus shares or has been bought back by the company during the period of five years preceeding the date as at which the Balance Sheet is prepared.

G. No convertible security has been issued by the company during the year.

H. No calls are unpaid by any director and officer of the company during the year.

		As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
3.	**Reserves and surplus**		
	General reserve		
	Balance as per last financial statements	1,200	1,200
	Closing Balance	**1,200**	1,200
	Surplus/(Deficit) in the Statement of Profit & Loss		
	Balance as per last financial statements	3,463,494	3,549,392
	Profit/(Loss) for the year	(77,089)	(85,898)
	Net surplus in the Statement of profit and loss	3,386,405	3,463,494
	Total Reserves and Surplus	3,387,605	3,464,694
4.	**Long Term Provisions**		
	Others provisions		
	Provision for Income Tax { net of payment }	16,450	16,450
		16,450	16,450
5.	**Short Term Borrowings**		
	Loans & Advances from Related Parties (Unsecured)		
	Loan From Body Corporate*	900,000	800,000
		900,000	800,000

*Loan taken from Related Parties are repayable on demand.

6.	**Trade payable**		
	For services :		
	Auditors remuneration	13,483	13,483
	Licence Fees	122,243	243,028
	Professional Fees	11,500	11,500
	Rent	48,000	24,000
		195,226	292,011

Notes to financial statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
7. Other current liabilities		
Interest accrued and due on borrowings	**1,513,197**	1,416,560
Security Deposit	**512,500**	512,500
Statutory dues	**34,338**	43,176
	2,060,035	1,972,236
8. Short Term Provisions		
Others provisions		
Provision for Wealth Tax { net of payments }	**63,856**	63,856
	63,856	63,856

9. Non Current Investments

Non Trade Investments (Valued at Cost unless stated otherwise)

Name of the Company	Paid up Value Rs.	As at 31st March, 2014 No. of Shares	As at 31st March, 2014 Book Value Rs.	As at 31st March, 2013 No. of Shares	As at 31st March, 2013 Book Value Rs.
Investment in Equity Instruments (Unquoted Fully paid up)					
Sanjay Estates Pvt Ltd					
(Subsidiary Company)*	10	20100	15,454,431	20100	15,454,431
		(A)	15,454,431		15,454,431
Other Investments					
Jewellery (Loose& Polished Diamonds)			808,375		808,375
(As taken Valued and certified by the management)		(B)	808,375		808,375
		Total(A+B)	16,262,806		16,262,806
Aggregate Book Value of					
Unquoted Investments					
In equity instruments			15,454,431		15,454,431
In other investments			808,375		808,375
			16,262,806		16,262,806
Market Value of Jewellery			9,385,552		9,385,552
			9,385,552		9,385,552

* The Non Current Investments of the Company in its subsidiary namely, Sanjay Estates Pvt. Ltd. having Land & Building, whose present value is much more than its cost in the accounts. Hence in the opinion of the Management provision in respect of diminution in value of investment in its subsidiary to the tune of Rs.154.54 lacs is not required.

Notes to financial statements for the year ended 31st March, 2014

10. Loans and advances

	Non-Current		Current	
	As at 31 March, 2014	As at 31 March, 2013	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.	Rs.	Rs.
Security deposit				
Unsecured, considered good	-	-	450,000	450,000
(A)	-	-	450,000	450,000
Loans & Advances to Related Parties				
To Subsidiary Company*	1,436,056	1,436,056	-	-
(Unsecured, considered good)				
(B)	1,436,056	1,436,056	-	-
Other loans and advances				
Advance Income Tax & TDS {net of provisions}	632,468	470,468	-	-
(C)	632,458	470,468	-	-
Total (A+B+C)	2,068,524	1,906,524	450,000	450,000

*Loans & Advances to Subsidiary Company amounting to Rs14.36 Lacs and interest receivable thereon amounting to Rs 10.36 Lacs has been considered good as in the opinion of the management they are realisable and considered good.

11. Other Assets

	Non-Current		Current	
	As at 31 March, 2014	As at 31 March, 2013	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.	Rs.	Rs.
Interest Receivable on Loans to Related Party	1,067,385	1,067,385	-	-
(Unsecured, Considered Good)				
(A)	1,067,385	1,067,385	-	-

Notes to financial statements for the year ended 31st March, 2014

12. Inventories

(As taken valued and certified by the management)

Name of the Company	Face Value Rs.	As at 31st March, 2014 No. of Shares	As at 31st March, 2014 Total Value Rs.	As at 31st March, 2013 No. of Shares	As at 31st March, 2013 Total Value Rs.
Equity Shares					
Quoted					
Avadh Mercentile Co. Ltd	10	24,000	32,570	24,000	32,570
Brownia Business Ltd*	10	50	1	50	1
Guest Keen &Williams Ltd	1	2	91	2	91
Graphite India Ltd (received as scheme of arrangement from Guest Keen & Williams Ltd.)	2	8	-	8	-
Hindustan Motors Ltd	10	58	420	58	505
Pratibha Mfg. & Mktg. Ltd	10	32,350	36,037	32,350	36,037
Pee Bee Steel Industries Ltd	10	67,100	263,845	67,100	263,845
Tata Chemicals Ltd.	10	20	5,737	20	6,432
Universal Prime Aluminium Ltd	10	17,894	48,851	17,894	20,220
Universal Enterprises Ltd	10	460	1,477	460	566
Uniworth International ltd	10	500	400	500	400
Uniworth Textile ltd*	10	75	1	75	1
Woolworth (India) ltd	10	50	38	50	38
Sub Total (A)			389,468		360,706
Unquoted					
Indo Asian Securities(P) Ltd**	10	21000	1	21000	1
MP United Polypropylene Ltd**	10	1000	1	1000	1
Sub Total (B)			2		2
Total (A+B)			389,470		

* Market rate as well as Break up Value of these share are not available, hence value considered at Re.1/-

**The net worth of unquoted share is negative, hence value considered at Re. 1/-..

Notes to financial statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
13. Trade Receivables		
Other Receivable	**141,902**	280,088
(Unsecured and Considered good unless otherwise stated)	**141,902**	280,088
14. Cash and Bank Balances		
Cash & Cash Equivalents		
Balances with banks :		
With Scheduled Banks		
In Current accounts	**92,205**	130,560
Cash in hand	**1,080**	1,376
	93,285	131,936
15. Revenue from Operations		
Dividend Received	**228**	28
	228	28
16. Other Income		
Licence fee Received	**1,620,000**	1,620,000
Miscellaneous Income	-	-
Interest received from Income Tax	-	-
	1,620,000	1,620,000
17. Changes in stock in trade		
Inventories at the beginning of the year (A)		
Shares & Debentures	**360,708**	365,434
Inventories at the end of the year (B)		
Shares & Debentures	**389,470**	360,708
Total (A-B)	**(28,762)**	4,726
18. Finance Cost		
Interest Expense	**107,375**	77,764
	107,375	77,764
19. Other Expenses		
Professional Fees	**32,743**	41,728
Rent	**24,000**	24,000
Rates & Taxes	**70,606**	70,806
Licence Fees	**1,416,000**	1,416,000
Prior Period Expenses	-	850
Interest paid on Income Tax	**354**	220
Expenses pertaining to Previous Year	**2,111**	
Interest & Penalty paid on Service Tax	**19,910**	101
Auditor's Remuneration		
As Audit Fee	**13,483**	13,483
As Tax Audit Fee	-	-
In Other Capacity	-	-
Other Expenses	**39,497**	49,348
	1,618,704	1,616,536

Notes to financial statements for the year ended 31st March, 2014

20. Contingent liabilities not provided for in the books amounts to Rs. NIL

21. Earnings per Share (EPS) :

		2013-14	2012-13
(a)	Profit/(Loss) after tax for the year (in Rs)	**(77089)**	(85,898)
(b)	Number of Equity Shares outstanding at the end of the year	**1385020**	1385020
(d)	Basic and diluted EPS (in Rs) - FV Rs 10 each	**(0.06)**	(0.06)

22 The Company's application for registration U/s.45IA of the Reserve Bank of India Act, 1934 has been rejected. While conveying this decision, the Reserve Bank of India has further advised that the company continues to be governed by the relevant provisions of the Reserve Bank of India Act, 1934 and various directions /instructions issued by the Reserve Bank of India from time to time until such time the object clause relating to the activities of Non-Banking Financial Institution listed in the Memorandum of Association of the Company is deleted and the entire amount of Public Deposits, if any, held by the Company is fully repaid with interest. It is relevant to mention here that the company has not accepted any public deposits and there are no such deposits held by it as at 31st march, 2014.

However, the company is in the process of taking necessary steps in this connection and in the meantime these accounts have been prepared on the principles of going concern.

23 The Company does not transfer 20% of its profit after Tax to the Reserve Fund as required by Section 45 IC of the Reserve Bank of India Act, 1934. In the opinion of the Management, the NBFC directions are not applicable on the Company. In doing so, the management has relied on Para 9 of the Non Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Direction, 1998 as per which such Directions are not applicable to certain types of Non Banking Financial Companies.

24 Related Party Disclosures as per Accounting Standard 18 :

(A) List of Related Parties :

(i) Key Management Personnel:

Shri B.K. Daga - Whole Time director

(ii) Parties where control exists:

a) Sanjay Estates Private Limited - Subsidiary company

(iii) Individual owning direct interest in the voting power

Shri P.K. Mohta alongwith relative (daughter) - Being Substantial Shareholder in the company holding 52.61% shares.

(iv) Enterprises owned or significantly influenced directly or indirectly by the individual owning direct interest in the voting power

Name of Companies

a. Universal Enterprises Limited
b. Avadh Mercantile Company Limited
c. Bhiragacha Finance Company Private Limited
d. Universal Autocrafts (P) ltd

Note : Related Parties are as identified by the company.

Notes to financial statements for the year ended 31st March, 2014

(B) The following transactions were carried out with the related parties in the ordinary course of business :

	Subsidiary Company	(Enterprieses over which individual owning direct interest in the voting power exercise significant influenece)		
Nature of Transaction	**Sanjay Estates Pvt. Ltd.**	**Universal Auto Pvt. Ltd.**	**Avadh Mercantile Company Ltd.**	**Bhiragacha Finance Company Private Limited**
Loan received	Nil	Nil	1,00,000/-	Nil
Loan Repaid	Nil	Nil	Nil	Nil
Margin Money Paid	Nil	Nil	Nil	Nil
License Fee Paid	Nil	14,16,000/-	Nil	Nil
Interest paid	Nil	Nil	47,375/-	60,000/-
Balance Outstanding as on 31/3/14				
Loans and advances (including interest)	25,03,440.50	Nil	Nil	Nil
Trade payable	Nil	1,22,243/-	Nil	Nil
Short Term Borrowings (including interest)	Nil	Nil	4,67,625/-	19,45,572/-
Balance Outstanding as on 31/3/13				
Loans and advances (including interest)	25,03,440.50	Nil	Nil	Nil
Trade payable	Nil	2,43,028/-	Nil	Nil
Short Term Borrowings (including interest)	Nil	Nil	3,24,988/-	18,91,572/-

Notes to financial statements for the year ended 31st March, 2014

25 In line with the Accounting Policy, Deferred Tax Assets related to brought forward loss has not been accounted for in the absence of virtual certainty. However, there are no other items to warrant provisions of Deferred Taxation as per Accounting Standard - 22 prescribed by the Companies (Accounting Standards) Rules, 2006.

26 Previous year's figures have been rearranged/ regrouped wherever necessary.

1-B, Old Post Office Street Kolkata - 700 001 Date : 30th day of May, 2014	FOR SINGHI & CO. Firm Registration No. 302049E Chartered Accountants ADITYA SINGHI Partner Membership No. 305161	B. K. DAGA B. L. BAGARIA] Directors

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of **UNIQUE MANUFACTURING & MARKETING LIMITED & ITS SUBSIDIARIES**

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of UNIQUE MANUFACTURING & MARKETING LIMITED ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at March 31, 2013, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated 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 accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Basis for Qualified Opinion

i) *As the company has not complied with the requirements of guidelines applicable to non banking financial companies as prescribed by Reserve Bank of India, we are unable to comment on the same.*

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the Basis for Qualified Opinion Paragraph, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-

(a) in the case of the consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;

(b) in the case of the consolidated Statement of Profit and Loss, of the loss for the year ended on that date; and

(c) in the case of the consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements of subsidiary, whose financial statements reflect total assets (net) of Rs. 21,26,393.79 as at March 31, 2014 and total revenues of Rs.1,20,000/- respectively for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

1-B, Old Post Office Street,
Kolkata
Dated : the 30th day of May, 2014

For SINGHI & CO.
Chartered Accountants
Firm Registration No. 302049E

(ADITYA SINGHI)
Partner
Membership No. 305161

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2014

	Note No.	As at 31st March 2014 Rs.	As at 31st March 2013 Rs.
A. EQUITY AND LIABILITIES			
Shareholder's Funds			
Share capital	2	**13,850,200**	13,850,200
Reserves and surplus	3	**2,772,388**	2,844,577
Non-current liabilities			
Long Term Provisions	4	**16,450**	16,450
Other Long term liabilities	5	**7,406**	20,000
Current liabilities			
Short term borrowings	6	**900,000**	800,000
Trade payable	7	**200,226**	292,011
Other current liabilities	8	**2,079,235**	1,983,736
Short-term provisions	9	**69,419**	67,169
TOTAL		**19,895,324**	19,874,143
B. Assets			
Non-current assets			
Fixed assets			
Tangible Assets	10A	**1,870,361**	1,870,361
Intangible Assets	10B	**15,253,431**	15,253,431
Non-current investments	11	**808,375**	808,375
Long-term loans and advances	12	**674,038**	510,404
Current assets			
Inventories	13	**389,470**	360,708
Trade receivables	14	**141,902**	280,088
Cash and cash equivalents	15	**107,747**	140,776
Short-term loans and advances	12	**650,000**	650,000
TOTAL		**19,895,324**	19,874,143
Significant accounting policies and notes to accounts	1 to 28		

The accompanying notes are an integral part of the financial statements.

1-B, Old Post Office Street
Kolkata - 700 001

Date : 30th day of May, 2014

As per our report of even date
FOR SINGHI & CO.
Firm Registration No. 302049E
Chartered Accountants
ADITYA SINGHI
Partner
Membership No. 305161

B. K. DAGA
B. L. BAGARIA] Directors

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2014

	Note No.	**For the year ended 31 March 2014 Rs.**	For the year ended 31 March 2013 Rs.
Revenue From Operation	16	**228**	28
Other income	17	**1,740,000**	1,740,000
Total revenue (I)		**1,740,228**	1,740,028
Expenses			
Purchase of Shares & Debentures		-	6,900
Changes in stock in trade	18	**(28,762)**	4,726
Finance Cost	19	**107,375**	77,764
Other Expenses	20	**1,731,554**	1,727,962
Total (II)		**1,810,167**	1,817,352
Profit/(Loss) before tax (I)-(II)		**(69,939)**	(77,324)
Tax expenses			
Current tax		**2,250**	2,650
Income Tax pertaining to previous year		-	-
Total tax expense		**2,250**	2,650
Profit/(Loss) for the year before Minority Interest		**(72,189)**	(79,974)
Minority Interest		**25**	29
Profit/(Loss) for the year		**(72,214)**	(80,003)
Earnings per share [(Basic & diluted (Nominal value per share Rs.10/-)]	22	**(0.05)**	(0.06)

The accompanying notes are an integral part of the financial statements.

As per our report of even date

1-B, Old Post Office Street
Kolkata - 700 001

Date : 30th day of May, 2014

FOR SINGHI & CO.
Firm Registration No. 302049E
Chartered Accountants
ADITYA SINGHI
Partner
Membership No. 305161

B. K. DAGA
B. L. BAGARIA
Directors

Consolidated Cash Flow Statement for the year ended 31st March, 2014

		As at 31st March, 2014	As at 31st March, 2013
A.	**Cash Flow from Operating Activities**		
	Net Profit/(Loss) before tax	(69,939)	(77,324)
	Adjustments for:		
	Depreciation	-	-
	Interest Expense	107,375	77,764
	Operating Profit before Working Capital Changes	37,436	440
	Increase/(Decrease) in Other Long term Liabilties	(12,594)	20,000
	Increase/(Decrease) in Short Term Provisions	-	-
	Increase/(Decrease) in Trade Payables	(91,785)	183,258
	Increase/(Decrease) in Other Current Liabilities	(1,138)	8,311
	Decrease/(Increase) in Trade Receivables	138,186	(173,564)
	Decrease/(Increase) in Inventories	(28,762)	4,726
	Decrease/(Increase) in Short Term Loans & Advances	-	-
	Decrease/(Increase) in Other Current Assets	-	-
	Cash generated from Operating activities	41,343	43,171
	Taxes Paid #	(163,634)	(162,000)
	Net Cash from Operating Activities	(122,291)	(118,829)
B.	**Cash Flow from Investing Activities**		
	Purchase of Fixed Assets	-	-
	Interest Received	-	-
	Net Cash from Investing activities	-	-
C.	**Cash Flow from Financing Activities**		
	Issue of Capital & its redemption .	-	-
	Interest paid	(10,738)	(12,399)
	Borrowings & its repayment	100,000	150,000
	Net Cash Flow from Financing Activities	89,262	137,601
	Net Increase/(Decrease) in Cash & Cash Equivalents (A+B+C)	(33,029)	18,772
	Opening Cash and Cash Equivalents	140,776	122,004
	Closing Cash and Cash Equivalents	107,747	140,776

Notes:

1. The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard 3 (AS 3) 'Cash Flow Statements' notified by the Central Government under Companies (Accounting Standards) Rules, 2006.

2. Cash and Cash equivalent at the end of the year consist of:

	As at 31st March, 2014	As at 31st March, 2013
a) Cash in hand	2,506	2,086
b) Balance with Banks in Current Account	105,241	138,690
	107,747	140,776

1-B, Old Post Office Street
Kolkata - 700 001

Date : 30th day of May, 2014

FOR SINGHI & CO.
Firm Registration No. 302049E
Chartered Accountants
ADITYA SINGHI
Partner
Membership No. 305161

B. K. DAGA
B. L. BAGARIA] Directors

1. Significant Accounting Policies

(A) Basis of Accounting

The Company follows the mercantile system of accounting and recognizes income and expenses on accrual basis unless otherwise stated. The accounts are prepared on historical cost basis as a 'going concern' and are consistent with generally accepted accounting principles.

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 VI to the Companies' Act, 1956. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has assumed its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

(B) Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation. The cost of an Asset comprises its purchase price and any directly attributable cost of bringing the asset to working condition for its intended use.

(C) Depreciation and Amortization

Depreciation of Fixed Assets is provided on WDV at the rates prescribed in Schedule XIV of the Companies Act, 1956. However depreciation is charged only up to 95% of Original cost. Intangible assets, other than Goodwill, are amortized over their estimated useful lives on straight line basis.

(D) Investments

Investments, which are readily realizable and 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 long-term investment.

Current investments are carried in the financial statements at lower of cost and fair value. Long-term investments are carried at cost. Provision for diminution in value is made if the decline in value is other than temporary in nature in the opinion of the management.

(E) Inventories

Quoted Shares/Securities and Commodities are valued at cost or market price which ever is lower and unquoted Shares/ Securities are valued at cost or break up value whichever is lower except debentures, which are valued at cost.

(F) Revenue Recognition

All expenses and income to the extent considered payable and receivable respectively, are accounted for on accrual basis except dividend income which is considered on cash basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

(G) Taxes on Income

a) Current Tax would be payable based on the computation of tax as per taxation laws under the Income Tax Act 1961.

b) Deferred Tax is recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

c) Tax credit for Minimum Alternate Tax (MAT) is recognized when there is convincing evidence of its realisability against future normal tax liability.

(H) Provisions, Contingent Liabilities and Contingent Assets

a) Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.

b) Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote.

c) Contingent Asset is neither recognized nor disclosed in the financial statements.

(I) Consolidation:

The Consolidated Financial Statements relate to Unique Manufacturing & marketing Limited ("the Company") and its subsidiary company. The Consolidated Financial Statements have been prepared on the following basis :-

☞ The Financial statements of the Company and its subsidiary Company have been combined of the Company and its subsidiary Company have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions resulting in unrealised profit & losses.

☞ The Financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the parent company i.e. 31st March, 2014.

☞ The excess of cost of the Company of its investments in the subsidiary company over the Company's portion of equity of the subsidiary (after adjusting Profit/Loss of the subsidiary company) is recognised in the financial statement as Goodwill.

- Minority Interest's share of Net profit/loss of Subsidiary for the year is identified and adjusted against the income of the Group in order to arrive at the net income attributable to Shareholders of the Company.
- Minority Interest's share of Net assets of Subsidiary is identified and presented in the Consolidated Balance sheet separate from liabilities & the Equity of the Company's shareholders. Intragroup balances and intragroup transactions and resulting unrealised profits have been eliminated in full.
- The list of subsidiary Company which is included in the consolidation and the parent company's holding therein are as under:-

Name of the company	**Percentage holding (%)**
Sanjay Estates Pvt. Ltd.	99.5%

(the above company is incorporated in India)

Notes to Consolidated financial statements for the year ended 31st March, 2014

		As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
2.	**Share capital**		
	Authorised Shares		
	14,00,000 (previous year 14,00,000) equity shares of Rs. 10/- each	14,000,000	14,000,000
		14,000,000	14,000,000
	Issued, subscribed and fully paid-up shares		
	13,85,020 (previous year 13,85,020) equity shares of Rs. 10/- each fully paid-up (includes 4,95,020 shares issued for consideration other than cash)	13,850,200	13,850,200
		13,850,200	13,850,200

A. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period :

Equity Shares

	As at 31st March, 2014		As at 31st March, 2013	
	Numbers	**Rs.**	Numbers	Rs.
At the beginning of the period	1,385,020	13,850,200	1,385,020	13,850,200
Outstanding at the end of the period	1,385,020	13,850,200	1,385,020	13,850,200

B. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. No Dividend is proposed by the company in the Current year as well as in the Last Year.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholder.

C. Details of shareholders holding more than 5% shares in the company

	As at 31st March, 2014		As at 31st March, 2013	
	Numbers	**% holding in the Class**	Numbers	% holding in the Class
Equity Shares of Rs. 10 each fully paid				
Mr. Prakash Kumar Mohta	185,625	13.40%	664,170	47.95%
Pratibha Manufacturing & Marketing limited	-	-	114,250	8.25%
Pratibha Khaitan	190,275	13.74%	214,750	15.51%
Moulishree Mohta	117,150	8.46%	143,700	10.38%
Jayantika Mohta	115,000	8.30%	-	-
Maitreyi Kandoi	120,660	8.71%	-	-

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Notes to Consolidated financial statements for the year ended 31st March, 2014

D. No shares in the company are being held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company as at the Balance Sheet date.

E. No shares have been reserved for issue under options and contracts / commitments for the sale of shares / disinvestment as at the Balance Sheet date.

F. No shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash or by way of Bonus shares or has been bought back by the company during the period of five years preceeding the date as at which the Balance Sheet is prepared.

G. No convertible security has been issued by the company during the year.

H. No calls are unpaid by any director and officer of the company during the year.

		As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
3.	**Reserves and Surplus**		
	General Reserve		
	Balance as per last financial statements	**1,200**	1,200
	Closing Balance	**1,200**	1,200
	Surplus/(Deficit) in the Statement of Profit & Loss		
	Balance as per last financial statements	**2,843,377**	2,923,351
	Profit/(Loss) for the year	**(72,214)**	(80,003)
	Losses of Minority Interest	**25**	29
	Net surplus in the Statement of profit and loss	**2,771,188**	2,843,377
	Total Reserves and Surplus	**2,772,388**	2,844,577
4.	**Long Term Provisions**		
	Others Provisions		
	Provision for Income Tax {net of payments}	**16,450**	16,450
		16,450	16,450
5.	**Other Long Term Liabilities**		
	Advance rent received	**7,406**	20,000
		7,406	20,000
6.	**Short Term Borrowings**		
	Loans & Advances from Related Parties (Unsecured)		
	Loan From Body Corporate*	**900,000**	800,000
		900,000	800,000

*Loan taken from Related Parties are repayable on demand.

Notes to Consolidated financial statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
7. Trade Payable		
For services :		
Auditors remuneration	18,483	18,483
Licence Fees	122,243	243,028
Professional Fees	11,500	6,500
Rent	48,000	24,000
	200,226	292,011
8. Other Current Liabilities		
Interest accrued and due on borrowings	1,513,197	1,416,560
Security Deposit	512,500	512,500
Statutory dues	34,338	43,176
Advance rent received	-	-
Liability for expenses	19,200	11,500
	2,079,235	1,983,736
9. Short Term Provisions		
Others provisions		
Provision for taxation (Net of Payments)	5,563	3,313
Provision for Wealth Tax { net of payments}	63,856	63,856
	69,419	67,169

Notes to Consolidated financial statements for the year ended 31st March, 2014

10 : FIXED ASSETS

(Amount in Rs.)

Sl. No.	Fixed Assets	Gross Block				Depreciation/Amortisation				Net Block	
		As at 01.04.2013	Additions	Sales/adjustment during the year	As at 31.03.2014	As at 01.04.2013	For the year	Sales/adjustment during the year	As at 31.03.2014	As at 31.03.2014	As at 31.03.2013
10A	**Tangible Assets**										
	Freehold Land & Building	1,870,361	-	-	1,870,361	-	-	-	-	1,870,361	1,870,361
10B	**Intangible Assets**										
	Goodwill arising on consolidation	15,253,431			15,253,431					15,253,431	15,253,431
	Total	17,123,792	-	-	17,123,792	-	-	-	-	17,123,792	17,123,792
	Corresponding figure for the previous year	17,123,792	-		17,123,792					17,123,792	

Notes to Consolidated financial statements for the year ended 31st March, 2014

11. Non Current Investments

Non Trade Investments (Valued at Cost unless stated otherwise)

	As at 31st March, 2014 Book Value Rs.	As at 31st March, 2013 Book Value Rs.
Other Investments		
Jewellery (Loose& Polished Diamonds)	808,375	808,375
(As taken Valued and certified by the management)	808,375	808,375
Aggregate Book Value of Unquoted Investments		
In other investments	808,375	808,375
	808,375	808,375
Market Value of Jewellery	9,385,552	9,385,552
	9,385,552	9,385,552

12. Loans & Advances

	Non-Current		Current	
	As at 31 March, 2014	As at 31 March, 2013	As at 31 March, 2014	As at 31 March, 2013
	Rs.	Rs.	Rs.	Rs.
Security deposit				
Unsecured, considered good	39,200	39,200	450,000	450,000
(A)	39,200	39,200	450,000	450,000
Other loans and advances				
Advance Income Tax & TDS {net of provisions}	634,838	471,204	-	-
To Others			200,000	200,000
(Unsecured considered good)				
(B)	634,838	471,204	200,000	200,000
Total (A+B)	674,038	510,404	650,000	650,000

Notes to Consolidated financial statements for the year ended 31st March, 2014

13. Inventories

(As taken valued and certified by the Management)

Name of the Company	Face Value Rs.	As at 31st March, 2014 No. of Shares	As at 31st March, 2014 Total Value Rs.	As at 31st March, 2013 No. of Shares	As at 31st March, 2013 Total Value Rs.
Equity Share					
Quoted					
Avadh Mercentile Co. Ltd	10	24,000	32,570	24,000	32,570
Brownia Business Ltd*	10	50	1	50	1
Guest Keen &Williams Ltd	1	2	91	2	91
Graphite India Ltd (received as scheme of arrangement from Guest Keen & Williams Ltd.)	2	8	-	8	-
Hindustan Motors Ltd	10	58	420	58	505
Pratibha Mfg. & Mktg. Ltd	10	32,350	36,037	32,350	36,037
Pee Bee Steel Industries Ltd	10	67,100	263,845	67,100	263,845
Tata Chemicals Ltd.	10	20	5,737	20	6,432
Universal Prime Aluminium ltd	10	17,894	48,851	17,894	20,220
Universal Enterprises Ltd	10	460	1,477	460	566
Uniworth International ltd	10	500	400	500	400
Uniworth Textile ltd*	10	75	1	75	1
Woolworth (India) ltd	10	50	38	50	38
Sub Total (A)			**389,468**		**360,706**
Unquoted					
Indo Asian Securities(P) Ltd**	10	21000	1	21000	1
MP United Polypropylene Ltd**	10	1000	1	1000	1
Sub Total (B)			**2**		**2**
Total (A+B)			**389,470**		**360,708**

* Market rate as well as Break up Value of these share are not available, hence value considered at Re.1/-

**The net worth of unquoted share is negative, hence value considered at Re. 1/-.

Notes to Consolidated financial statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
14. Trade Receivable		
Other Receivable	141,902	280,088
(Unsecured and Considered		
good unless otherwise stated)	141,902	280,088
15. Cash and Bank Balances		
Cash & Cash Equivalents		
Balance with banks		
With Scheduled Banks		
In Current accounts	105,241	138,690
Cash in hand	2,506	2,086
	107,747	140,776
16. Revenue from Operations		
Dividend Received	228	28
	228	28
17. Other Income		
Licence fee Received	1,620,000	1,620,000
Rent Received	120,000	120,000
Miscellaneous Income	-	-
Interest received from Income Tax	-	-
	1,740,000	1,740,000
18. Changes in stock in trade		
Inventories at the beginning of the year (A)		
Shares & Debentures	360,708	365,434
	360,708	365,434
Inventories at the end of the year (B)		
Shares & Debentures	389,470	360,708
	389,470	360,708
Total (A-B)	(28,762)	4,726

Notes to Consolidated financial statements for the year ended 31st March, 2014

	As at 31st March, 2014 Rs.	As at 31st March, 2013 Rs.
19. Finance Cost		
Interest Expense	**107,375**	77,764
	107,375	77,764
20. Other Expenses		
Professional Fees	**40,443**	49,128
Rent	**24,000**	24,000
Rates & Taxes	**169,818**	167,586
Licence Fees	**1,416,000**	1,416,000
Prior Period Expenses	**2,111**	850
Interest paid on Income Tax	**354**	220
Interest paid on Service Tax	**19,910**	101
Auditor's Remuneration		
As Audit Fee	**18,483**	18,483
As Tax Audit Fee	-	-
In Other Capacity	-	-
Other Expenses	**40,435**	51,594
	1,731,554	1,727,962

Notes to Consolidated financial statements for the year ended 31st March, 2014

21. Contingent liabilities not provided for in the books amounts to Rs. NIL.

22. Earnings per Share (EPS)	**2013-14**	**2012-13**
(a) Profit/(Loss) after tax for the year (in Rs)	(72214)	(80003)
(b) Number of Equity Shares outstanding at the end of the year	1385020	1385020
(d) Basic and diluted EPS (in Rs) - FV Rs 10 each	(0.05)	(0.06)

23. The Company's application for registration U/s.45IA of the Reserve Bank of India Act, 1934 has been rejected. While conveying this decision, the Reserve Bank of India has further advised that the company continues to be governed by the relevant provisions of the Reserve Bank of India Act, 1934 and various directions /instructions issued by the Reserve Bank of India from time to time until such time the object clause relating to the activities of Non-Banking Financial Institution listed in the Memorandum of Association of the Company is deleted and the entire amount of Public Deposits, if any, held by the Company is fully repaid with interest. It is relevant to mention here that the company has not accepted any public deposits and there are no such deposits held by it as at 31st March, 2014.

    However, the company is in the process of taking necessary steps in this connection and in the meantime these accounts have been prepared on the principles of going concern.

24. The Company does not transfer 20% of its profit after Tax to the Reserve Fund as required by Section 45 IC of the Reserve Bank of India Act, 1934. In the opinion of the Management, the NBFC directions are not applicable on the Company. In doing so, the management has relied on Para 9 of the Non Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Direction, 1998 as per which such Directions are not applicable to certain types of Non Banking Financial Companies.

25. The losses of Sanjay Estates Private Limited have exceeded its net worth. Hence the minority interest has become NIL and the excess of losses over minority portion of equity has been adjusted with Statement of Profit & Loss.

Notes to Consolidated financial statements for the year ended 31st March, 2014

26. Related Party Disclosures as per Accounting Standard 18 :

(A) List of Related Parties :

(i) Key Management personnel:
Shri B.K. Daga - Whole Time director

(ii) Individual owning direct/indirect interest in the voting power
Shri P.K. Mohta alongwith relatives (daughter) - Being Substantial Shareholder in the company holding 52.61% shares.

(iii) Enterprises owned or significantly influenced directly or indirectly by the individual owning direct interest in the voting power
Name of Companies

a. Universal Enterprises Limited

b. Avadh Mercantile Company Limited

c. Bhiragacha Finance Company Private Limited

d. Universal Autocrafts (P) ltd

Note: Related Parties are as identified by the company.

(B) The following transactions were carried out with the related parties in the ordinary course of business:

(Enterprises over which individual owning direct interest in the voting power exercise significant influence)

Nature of Transaction	Universal Auto crafts Pvt Ltd.	Avadh Mercantile Company Ltd.	Bhiragacha Finance Company Private Limited
Loan received	Nil	1,00,000/-	NiL
Loan repaid	Nil	Nil	NIL
Margin Money Paid	Nil	Nil	Nil
License Fee Paid	14,16,000/-	Nil	Nil
Interest paid/payable	Nil	47,375/-	60,000/-
Balance Outstanding as on 31/3/14			
Trade payable	1,22,243/-	Nil	Nil
Short Term Borrowings (including interest)	Nil	3,24,988/-	19,45,572/-

Notes to Consolidated financial statements for the year ended 31st March, 2014

Balance Outstanding as on 31/3/13			
Trade payable	2,43,028/-	Nil	Nil
Short Term Borrowings (including interest)	Nil	4,67,625/-	18,91,572/-

27. In the line with the Accounting Policy, DTA related to brought forward loss has not been accounted for in the absence of virtual certainty. However, there are no other items to warrant provisions of Deferred Taxation as per Accounting Standard - 22 prescribed by the Companies (Accounting Standards) Rules, 2006.

28. Previous year's figures have been rearranged/ regrouped wherever necessary.

1-B, Old Post Office Street
Kolkata - 700 001

Date : 30th day of May, 2014

FOR SINGHI & CO.
Firm Registration No. 302049E
Chartered Accountants
ADITYA SINGHI
Partner
Membership No. 305161

B. K. DAGA
B. L. BAGARIA] Directors

UNIQUE MANUFACTURING & MARKETING LIMITED

REGD. OFFICE: 15, MAHARANA PRATAP SARANI, 3RD FLOOR,
(FORMERLY: INDIA EXCHANGE PLACE), KOLKATA-700001,
Phone: 033-2230 0292, 2231 1935, Fax: 033-2230 0473, Email Id: kumarmetal35@bsnl.in
CIN: L65993WB1975PLC029970

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/ We record my /our presence at the Annual General Meeting of the Company at Registered Office of the Company at 15, Maharana Pratap Sarani, 3rd Floor (Formerly: India Exchange Place), Kolkata-700001 on Tuesday, 30th September, 2014 at 3.00 p.m.

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

UNIQUE MANUFACTURING & MARKETING LIMITED

REGD. OFFICE: 15, MAHARANA PRATAP SARANI, 3RD FLOOR,
(FORMERLY: INDIA EXCHANGE PLACE), KOLKATA-700001,
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CIN: L65993WB1975PLC029970

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L65993WB1975PLC029970		
Name of the Company:	UNIQUE MANUFACTURING & MARKETING LIMITED		
Registered Office:	15, Maharana Pratap Sarani, 3rd Floor, (Formerly: India Exchange Place) Kolkata- 700001		
Name of the Member(s):			
Registered Office:			
E-mail Id:			
Folio No./Client Id		DP ID	

I/We, being the member(s) of ____________ shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
	Or failing him			
3.	Name			
	Address		Signature	
	E-mail Id			

As my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Tuesday, 30th September, 2014 at 3.00 p.m. at 15, Maharana Pratap Sarani, 3rd Floor, (Formerly: India Exchange Place), Kolkata- 700001.

OPTIONAL

	Resolution	For	Against	Abstain
1.	Adoption of Balance Sheet, Statement of Profit and Loss, report of the Board of Directors and Auditors for the financial year ended 31st March, 2014			
2.	Appointment of a Director in place of Mr. P. L. Baheti, who retires by rotation and being eligible offers himself for re-appointment			
3.	Appointment of M/s. Singhi & Co., Chartered Accountant as Statutory Auditors and Auditors and fixing their remuneration.			
4.	Authorizing Board of Directors for borrowing money under Section 180(1)(c) of the Companies Act,2013			

Signed this ____________________________________ day of __________2014

Signature of Shareholder:____

Signature of Proxy holder(s):____

Affix Revenue Stamp

Note : This form of proxy in order to be effective should be duly completed and deposited at the Regstered office of the Company, not less than 48 hours before the commencement of the meeting