UNIQUE MANUFACTURING & MARKETING LIMITED
REGD. OFFICE: 15, MAHARANA PRATAP SARANI, 3RD FLOOR, (FORMERLY: INDIA EXCHANGE PLACE), KOLKATA-700001,
Phone No.: 033-2230 0292, 033-2231 1935, /Fax: 033-2230 0473,
Website: www.unmarketing.co.in, e-mail: kumarmetal35@bsnl.in
CIN: L65993WB1975PLC029970

NOTICE

NOTICE is hereby given that the 45th Annual General Meeting (AGM) of the Members of Unique Manufacturing & Marketing Limited will be held on Tuesday, **the 29th September, 2020 at 5 P.M** at the Registered Office of the Company to transact the following business :

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial Accounts

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2020, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

Item No. 2 – Re-appointment of Mrs. Maulashree Gani

To appoint a Director in place of Mrs. Maulashree Gani (DIN: 02496033), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

Date: 5th September , 2020

BASANT KUMAR DAGA
(DIRECTOR)
(DIN: 00922769)

Registered Office:
15, India Exchange Place, 3rd Floor,
KOLKATA-700001
Phone: 033- 2230 0292, 033-2231 1935
Website: www.unmarketing.co.in
CIN: L65993WB1975PLC029970

NOTES:

(Members may please note that Proper Social Distancing Norms will be followed at the venue of AGM and Wearing of Masks is compulsory for all members attending . Proper sanitization of venue will be done at all intervals.

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("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. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

2. **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 AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.

5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

6. Proxy Form(s) and certified copy of Board resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".

7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **28th September, 2020 to 29th September, 2020** (both days inclusive) for the purpose of Annual General Meeting.
All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. except Saturdays, Sundays and public holidays, from the date hereof up to the time of the Annual General Meeting.

8. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at its Registered Office at 15, Maharana Pratap Sarani (Formerly Known as India Exchange Place), 3rd Floor, Kolkata-700 001 or the Registrar & Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R.N.Mukherjee, 5th Floor, Kolkata-700 001.

9. Equity Shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.

10. **Voting through electronic means**

I. 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 Regulation 44 of the Listing Regulations, 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 provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

(i) The voting period begins on 26th September, 2020 at 9 A.M. and ends on 28th September, 2020 at 5 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 (record date) of 22nd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" tab.

(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 e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend, Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

(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 Unique Manufacturing & Marketing Limited.

(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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

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

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2020.

III. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 22nd September, 2020, may obtain the Sequence No. from RTA.

IV. Mrs. Sweety Kapoor, Practicing Company Secretary, (Membership No: 6410,C.P. No: 5738) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

V. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.

11. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

12. . 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.

13. 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.

14. 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.

15. 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.

16. In all correspondence with the Company or the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.

17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.

18. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March, 2020 may send their queries at the Registered Office of the Company at least 10 days before the Annual General Meeting.

19. 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.

20. Route Map of the venue is given in the Notice .The prominent landmark is opposite Tea Board & nearer to Bengal Chamber of Commerce Building.

21. Nomination facility is available for those shareholders who hold shares in single name.

Disclosures relating to Directors pursuant to Regulation 36(4) of Listing Regulations and Secretarial Standards on General Meetings (SS- 2)

Name of the Director	Mrs.Maulashree Gani
DIN	02496033
Category	Non Executive &Independent Director
Director Identification Number (DIN)	02496033
Date of Birth	27.08.1976
Age	44
Qualification	M.BA (Marketing) fromU.K
Nature of Expertise/ Experience	Marketing expertise
Father's Name	Prakash Kumar Mohta
Date of Appointment on the Board	07.02.2000
Terms and conditions of appointment or reappointment	Non Executive Director liable to retire by rotation
Last drawn remuneration	NIL
Shareholding in the Company as on 31st March, 2020	117150
List of Directorship\s held in other Companies (excluding Foreign, and Sec 8 Companies)	ECE Industries Limited Pratibha Manufacturing &Marketing Ltd Bhiragacha Finance Company Pvt Ltd
Chairmanships/Memberships of committees of other Companies	Pratibha Manufacturing &marketing Ltd((Audit and Shareholders Relationship Committee
List of Directorship held in other listed Companies	Pratibha Manufacturing &Marketing Limited
Relationship with other Directors interse	NIL
No. of Board meetings attended during the year	1 out of 6

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DIRECTORS REPORT

To,
The Members,

Your Directors present their 44th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

1. FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

Particulars	2019-2020	2018-2019
REVENUE FROM OPERATIONS	574	696
OTHER INCOME	25,13,882	32,01,150
II. TOTAL REVENUE	**25,14,456**	**32,01,846**
EXPENSES		
Changes in inventories of finished goods,work in progress and stock in trade	2,95,280	(5,26,097)
Other Expenses	12,02,153	17,82,607
III. TOTAL EXPENSES	**14,97,433**	**12,56,510**
IV.PROFIT BEFORE TAX	**10,17,023**	**19,45,336**
V. TAX EXPENSES:		
(1) Current Tax	(2,64,000)	(5,05,800)
(2) Income Tax for Earlier Years		---
VI. PROFIT/LOSS FOR THE YEAR	**(2,64,000)**	**(3,02,967)**
(1) BASIC	.54	1.19
(2) DILUTED	.54	1.19

ADOPTION OF Ind AS

Beginning 1st April,2017 the Company has for the first time adopted IND AS with a transition date of 1st April,2016. The financial statements have been prepared to complying all material aspects with Indian Accounting Standards (IndAS) notified under Section 133 of the Companies Act,2103 (the Act) Companies Indian Accounting Standards)Rules,2015 and Companies (Indian Accounting Standards) Amendment Rules,2016 and other relevant provision of the Act.

2. BRIEF DESCRIPTION OF THE COMPANY'S WORKING DURING THE YEAR/STATE OF COMPANY'S AFFAIRS

The performance of the Company has not been satisfactory. The Company has earned income in the nature of dividend. The Company is in the process of taking necessary steps in connection with the operations of the Company. Due to COVID-19 pandemic situation announcing countrywide lockdown and involving restriction on international and domestic level and considering situation is exceptional and is changing dynamically the Company is not in a position to gauge with certainty the future impact .

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of the business or operational activities of the Company during the year under review.

4. DIVIDEND

No dividend was declared by the Company for the financial year under review in view of ploughing back of profits.

5. TRANSFER TO GENERAL RESERVES

No amount was transferred to the general reserves during the year under review.

6. SHARE CAPITAL

During the year there has been no change in the Capital Base of the Company which consists of 1385020 Equity Shares of Rs. 10/- each. No Shares were issued by the Company during the year 2019-2020.

7. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Basant Kumar Daga, Mr. Banwari lal Bagaria , Mrs. Maulashree Gani are the present Directors of the Company.

A. NON-EXECUTIVE, NON-INDEPENDENT DIRECTORS

1. Mrs. Maulashree Gani - Woman Director

NON-EXECUTIVE, INDEPENDENT DIRECTORS

1. Mr. B.K. Daga - Independent Director
2. Mr. B.L. Bagaria - Independent Director

APPOINTMENT

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Non Executive Director, Mrs. Maulashree Gani (DIN;02496033) retires by rotation at the ensuing Annual General Meeting of the Company and being eligible offer herself for reappointment.She has confirmed that she is not disqualified from being re-appointed as a director under Section 164 of the Companies Act,2013.Necessary resolution in respect of Director seeking re-appointment and her brief resume is provided in the Notice of AGM forming part of the Annual Report.

Mr.Basant Kumar Daga (00922769)and Mr.Banwarilal Bagaria (02423660)were re-appointed as Independent Directors for a second term of 5 consecutive years to hold office upto 2024.In view of the Board the rich experience of both Directors brings with them would benefit the Company .and given their expertise , knowledge and experience ,the Board considers that their continuance as Independent Directors would be in the interest of the Company and is independent of the management The Independent Directors are taking sufficient steps to get themselves registered on the portal of Independent Directors data bank .

8. PARTICULARS OF EMPLOYEES

The Company has no employees getting remuneration as prescribed under Rule 5(2) and Rule 5 (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014as amended during the year under review.
In terms of Section 136 of the Companies Act,2013 the Report and Accounts are being sent to the Members of the company excluding information on employees particulars which is available for inspection at the registered office of the Company during working hours upto the date of the ensuing AGM and the members interested in obtaining such information may write to the Company and the same will be furnished on request.

9. RATIO OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rules 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no Directors drawing any remuneration, sitting fees etc. So the same is not applicable.

10. BOARD MEETINGS

During the Financial year ended March 31, 2020, 6 (Six) Board Meetings were held. The Intervening gap between the Meetings was within the period prescribed under Companies Act, 2013.The details of the meeting and attendance of each Director are as follows:-

BOARD MEETING DATES	NAME OF DIRECTORS		
	BASANT KUMAR DAGA	MAULASHREE GANI	BANWARI LAL BAGARIA
	CHAIRMAN	DIRECTOR	DIRECTOR
12.04.2019	√	×	√
30.05.2019	√	×	√
14.08.2019	√	×	√
14.11.2019	√	×	√
11.12.2019	√	√	√
14.02.2020	√	×	√

11. INDEPENDENT DIRECTORS MEETING

The Independent Directors of the Company met for once during the year under review. interalia reviewed the performance of Non Independent Director and the Board as a whole and assess the quality,quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform their duties.All the Independent Directors were present at the meeting.

12. DECLARATION BY INDEPENDENT DIRECTORS

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 SEBI (LODR) Regulations,2015

13. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of the committees of the Board. The Directors expressed their satisfaction with the evaluation process.

14. AUDITORS

The Auditors M/s A.Singhi & Co., Chartered Accountants (Firm Registration No .319226E) were appointed as the Statutory Auditors of the Company for a consecutive term of 5(Five) years commencing from the financial year 2017-2018 and to hold office from the conclusion of the 40th Annual General Meeting (AGM) of the Company till the conclusion of the 45th AGM of the Company to be held in the calendar year 2022 (subject to ratification by the Members at every intervening AGM) on such remuneration as may be mutually agreed upon by the Board of Directors and the Statutory Auditors.
There is no longer requirement of seeking ratification of appointment of auditors at every intervening AGM.which has been dispensed with .

15. AUDITORS' REPORT

The observation made in the Auditors' Report read together with relevant notes thereon are self Explanatory and hence, do not call for any further comments under Section 134 of the Companies Act, 2013. The observation of the Auditors is duly dealt with in Notes to Accounts No. 30 as attached to the Balance Sheet and is self explanatory in nature and reproduced below .

The Company's application for registration u/s 451A 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 memorandum of Association of the Company is delisted and the entire amount of Public Deposit, if any held by the Company is fully repaid with interest. The Company has not accepted any public deposits and there are no such deposits held by it as at 31st March, 2020.
The Company is in the process of appointing KMP .
No fraud has been reported by the Auditors of the Company

16. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in **MGT 9** as a part of this Annual Report as **ANNEXURE I** and an extract of Annual Return is available on website of the company www.unmarketing.co.in

17. SECRETARIAL AUDIT REPORT

In terms of Section 204 of the Act and Rules made there under, M/s. Drolia & Company, Practicing Company Secretary, have been appointed Secretarial Auditors of the Company. The report of the Secretarial Auditors is enclosed as **Annexure II** to this report. The report is self-explanatory and do not call for any further comments. The Company seeks professional advice wherever required as there has no appointment of Company Secretary and the Company has not appointed any Executive Director also .The Company is in the process of appointing KMP under Section 203 of the Companies Act,2013

18. INTERNAL AUDIT & FINANCIAL CONTROLS

During the year, the Company continued to implement their suggestions and recommendations to improve the control environment. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas. The Directors have stated that Internal Financial Controls were working effectively

19. ISSUE OF EMPLOYEE STOCK OPTIONS

No Shares were issued to the employees as Employee Stock Option Plan.

20. COMMITTEES OF THE BOARD

The Company has constituted 3 Committees under the Board that are mandated under the Companies Act, 2013. The Committees play an important role in the overall management of day-to day affairs and minutes of the committee are placed before the Board for noting.

(a) AUDIT COMMITTEE

The Audit Committee of the Board of Directors was duly constituted as per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement), 2015.The Board decided the members and terms of reference of the audit Committee . and include overseeing of financial reporting and reviewing with the management the adequacy of internal controls system and reviewing the related party transactions besides Internal Financial Controls and risk management system.

During the financial year ended 31st March, 2020, the Audit Committee met five (5)times. The details of the meeting and attendance of each Member are as follows:-

MEETING DATES	NAME OF DIRECTORS

	BASANT KUMAR DAGA	MAULASHREE GANI	BANWARI LAL BAGARIA
	CHAIRMAN	MEMBER	MEMBER
12.04.2019	√	×	√
30.05.2019	√	×	√
14.08.2019	√	×	√
14.11.2019	√	×	√
14.02.2020	√	×	√

(b) NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is duly constituted by the Board as per provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement), 2015. The role of the Committee shall include formulation of the criteria for determining qualifications ,positive attributes and independence of Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees and critieria for evaluation of performance of Independent and the Board of Directors.

During the financial year ended 31st March, 2020 the Nomination & Remuneration Committee met 5 times.
The details of the meeting and attendance of each Member are as follows:-

MEETING DATES	NAME OF DIRECTORS		
	BANWARI LAL BAGARIA	MAULASHREE GANI	BASANT KUMAR DAGA
	CHAIRMAN	MEMBER	MEMBER
12.04.2019	√	×	√
30.05.2019	√	×	√
14.08.2019	√	×	√
14.11.2019	√	×	√
14.02.2020	√	×	√

Remuneration Policy

The Board has on recommendation of the Nomination and Remuneration Committee framed a Policy for selection and Appointment of Directors and their remuneration. The terms of reference of the Nomination and remuneration Committee interalia include;
(a)to identify persons who are qualified to become directors and who may be appointed in Senior Management and Key Managerial Personnel.

(b) to formulate criteria for determining qualifications, positive attributes and independence of a Director

© to formulate criteria for evaluation of every Director including independent director on the Board

(d) to devise a policy on Board diversity from time to time

(e) to develop a succession plan for the Board The policy is disseminated on the website of the Company.

(c) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has constituted the Stakeholders Relationship Committee. During the financial year ended 31st March, 2020 the Stakeholders Relationship Committee met six times. The Committee interalia approves issue of duplicate share certificates as well as reviews all matters with transfer,transmission, dematerialization and rematerialisation including redressing grievance related thereof .The Minutes of the Stakeholders Relationship Committee are circulated to the Board and noted by the Board at the Board Meetings

The details of the meeting and attendance of each Member are as follows:-

MEETING DATES	NAME OF DIRECTORS		
	BASANT KUMAR DAGA	MAULASHREE GANI	BANWARI LAL BAGARIA
	CHAIRMAN	MEMBER	MEMBER
12.04.2019	√	X	√
30.05.2019	√	x	√
14.08.2019	√	x	√
14.11.2019	√	x	√
11.12.2019	√	√	√
14.02.2020	√	x	√

(d) VIGIL MECHANISM

The Board has adopted the Vigil Mechanism, which also incorporates a Whistle Blower policy to promote report of any unethical or improper practice or violation of the Company's Code of Conduct or complaints regarding its accounting, auditing, internal control or disclosure practices. It gives platform to a Whistle Blower to report any unethical or improper practice (not necessary violation of Law) and to define processes for receiving and investigating complaints. The confidentiality of those reporting violations is maintained and they are not subject to any discriminatory practice.The same is available on website; www.unmarketing.co.in

21. RISK MANAGEMENT POLICY

The Management has put in place adequate and effective system and manpower for the purposes of risk management in the Company. The Board of Directors has laid down a Risk Management Policy for the Company. It identifies elements of risk inherent to the business pertaining to purchase and sale of shares, operational & financial, environment, health & safety, reputation and image, compliance etc. It also contains a control matrix in respect of sources and consequences of above risks and control measures to help manage them. In the opinion of the Board, none of the above mentions risks threaten the existence of the Company.

22. ORDERS PASSED BY THE REGULATORS

There has been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and Company's operations in future

23. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture and Associate Companies.

24. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT.

There has been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of Financial Year of the Company to which the Financial Statements relate and the date of the Report except for the impact of COVID-19 on the company.

25. DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Company has adequate internal Financial Control System commensurate with its size and nature of the business. All activities are monitored and controlled against any unauthorized use or disposition of assets, and that the transactions are authorized, recovered and reported correctly. Your Company ensures adherence to all internal controls and procedures as well as compliance with all regulatory guidelines.

The Audit Committee of Board of Directors reviews the adequacy of internal controls.

26. DEPOSITS

No Deposits were accepted by the Company during the financial year 2019-2020.

27. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of the Loans and investments made by the Company are mentioned in the Notes to Financial Statements 6 & 9. The Company has not given any guarantee. For any loan taken by third party.

28. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto are disclosed in Notes to Financial Statement No. 25.. During the financial year 2019-2020, there were no transactions with related party which qualify as material transactions with related party under SEBI (LODR) Regulations,2015. Accordingly the disclosures required under Section 134(3)(h) of the Act read with Rule 8 (2) of the Companies (Accounts) Rules,2014 in Form AOC-2 is not applicable to your Company.The Company has taken omnibus approval of the Board and Audit Committee for related party transactions

29. CORPORATE GOVERNANCE CERTIFICATE

As the paid up capital does not exceed Rs. 10 Crore and Net Worth does not exceed Rs. 25 Crore the provisions of Corporate Governance certificate does not apply to the Company. Your Company complies with the provision relating to Corporate Governance to the extent applicable to it. Pursuant to Regulation 15(2) of the SEBI(LODR) Regulations 2015 your Company is exempted from Para C of Schedule V which requires disclosures to be made in Section on Corporate Governance of the Annual Report. Para D of Schedule V relating to declaration by CEO on compliance with the Code of Conduct and Para E of Schedule V relating to Compliance Certificate on Corporate Governance. In view thereof, the Corporate Governance report, declaration on Code of Conduct and Compliance Certificate has not been included in this Annual Report.

30. OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

There have been no cases lodged under Sexual harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the year under review in the Company. The Company has no women employee in the Company. The Company has not received any complaints from any outsiders & inhouse , and it provides a healthy atmosphere for working.

31. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars of Conservation of Energy and Technology Absorption as required under Section 134(3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable to the Company as there are no manufacturing activities

32. FOREIGN EXCHANGE EARNINGS AND OUTGO

During the year, there were no foreign exchange earnings or outgo.

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

As per section 135 of the Companies Act, 2013, the provisions of Corporate Social Responsibility do not apply to the Company.as the same is not attracted

34. HUMAN RESOURCES

Your Company treats its "human resources" as one of its most important assets.

Your Company continuously invests in attraction, retention and development of talent on an ongoing basis. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job rotation and job enlargement.

35. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

(a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) 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 and loss of the company for that period;

(c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) the directors had prepared the annual accounts on a going concern basis; and

(e) 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.

(f) 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.

36. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION AND PROTECTION FUND

The Company did not have any funds lying unpaid or unclaimed for a period of seven years. Therefore there were no funds which were required to be transferred to Investor Education and Protection Fund (IEPF).

37. CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct, which is applicable to the members of the Board and all Employees in the course of day-to day business operations of the Company.

38. PREVENTION OF INSIDER TRADING

The company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in Securities by the Directors of the Company. The Board is responsible for implementation of the Code.

39. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the provisions of Secretarial Standards –SS-1 and SS-2 issued by the Institute of Company Secretaries of India .

40.LISTING WITH STOCK EXCHANGE:

The Company's shares are listed at Calcutta Stock Exchange Limited.The Company shares are under suspension and steps are being taken for revoking the same. The Company's equity shares are available for dematerialization .

41. MANAGEMENT DISCUSSION AND ANAYSIS

OUTLOOK – 2019-2020 was a challenging year with unfavourable macros,slowdown in infrastructure activites and then COVID-19 pandemic . External environment remains uncertain and challenging.We are closely monitoring the evolving pandemic situation and adjusting as per the circumstances. We are confident to tide over crisis and emerge stronger

Outlook- Impact of COVID-19 pandemic –Due to outbreak of COVID-19 pandemic globally and in India casing significant disturbance and slowdown of economic activity. And lockdown in the country our business will depend on future developments that cannot be reliably predicted.

INTERNAL CONTRL SYSTEMS-The Company has an adequate system of internal controls to provide reasonable assurance and assets are safeguarded and transactions are authorized recorded and reported properly.The Company Statutory auditors regularly interact with the Audit Committee to share their findings and the status of further improvements under implementation.

HUMAN RESOURCES

Relations remain cordial and committed to protect the environment .

FINANCIALS-The financial performance are given in operations of the Company .

RISKS-Liquidity crunch risks exists, non-compliance with statutory norms could invite penalties.

42. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

No amount is required to be transferred under the provisions of Section 125(2) of the Companies Act,2013 as there was no dividend declared and paid in last years.

43. DEMAT SUSPENSE/UNCLAIMED SUSPENSE ACCOUNT

The disclosure requirements with respect to Demat Suspense Account are not applicable to the Company as there is no shares in the Demat Suspense/Unclaimed Suspense Account.

44. ACKNOWLEDGEMENTS

Directors of the Company wish to thank the Shareholders, Client, Bankers and others associated with the company for their continuous support during the year. Directors wish to place on record their appreciation for the dedication and commitment of the Employee at all levels.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Kolkata
Date:5th September,2020

B L Bagaria

B.L. Bagaria
(Director)
(DIN: 02423660)

Basant Kumar Daga
(Director)
(DIN: 00191299)

Annexure I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2020

(Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014)

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L659993WB1975PLC029970
2.	Registration Date	10/04/1975
3.	Name of the Company	UNIQUE MANUFACTRING & MARKETING LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES -NON GOVERNMENT INDIAN COMPANY
5.	Address of the Registered office & contact details	15, MAHARANA PRATAP SARANI, (FORMERLY KNOWN AS INDIA EXCHANGE PLACE), 3RD FLOOR, KOLKATA-700001 **Phone No.: 033-2230 0292, 033-2231 1935, /Fax: 033-2230 0473,** **Website: www.ummarketing.co.in,** **e-mail: kumarmetal35@gmail.com** **CIN: L65993WB1975PLC029970**
6.	Whether listed company	YES- CALCUTTA STOCK EXCHANGE LIMITED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAHESHWARI DATAMATICS LIMITED 23, R.N. Mukherjee Road, 5th Floor, Kolkata-700001. PH NO:033)-2243-5029/5809, 2248-2248 e-mail: mdpldc@yahoo.com

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Dividend Income	66120	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	NAME OF THE COMPANY	ADDRESS OF COMPANY	CIN	% of Shares Held
		NIL		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 1ST April 2019]				No. of Shares held at the end of the year[As on 31-March-2020]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	947120	31500	978620	70.6575	947120	31500	978620	70.6575	-
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	56330	--	56330	4.0671	56330	--	56330	4.0671	-
e) Banks / FI									
f) Any other									
Total shareholding of Promoter (A)	1003450	31500	1034950	74.7246	1003450	31500	1034950	74.7246	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
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):-									
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	3650	3650	0.2635	0	3500	3500	0.2527	-0.0108

ii) Overseas	-	-	-	-					
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	33700	65070	98770	7.1313	26600	65070	91670	6.6187	-0.5126
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	178770	68880	247650	17.8806	205920	48980	254900	18.4041	0.5235
c) Others (specify)	-	-	-	-		-	-		
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	212470	137600	350070	25.2754	232520	117550	350070	25.2755	0.0001
Total Public Shareholding (B)=(B)(1)+ (B)(2)	212470	137600	350070	25.2754	232520	117550	350070	25.2755	0.0001
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1215920	169100	1385020	100.0000	1235970	149050	1385020	100.0001	0.0001

B) Shareholding of Promoter-

Sl No	Shareholder's Name	Shareholding at the beginning of the year [As on 01/Apr/2019]			Shareholding at the end of the year [As on 31/Mar/2020]			% change in share holding during the Year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	PRAKASH KUMAR MOHTA	404035	29.1718	0.0000	404035	29.1718	0.0000	0.0000
2	PRATIBHA KHAITAN	190275	13.7381	0.0000	190275	13.7381	0.0000	0.0000
3	MAITREYI KANDOI	120660	8.7118	0.0000	120660	8.7118	0.0000	0.0000
4	MOULASHREE GANI	117150	8.4584	0.0000	117150	8.4584	0.0000	0.0000
5	JAYANTIKA JATIA	115000	8.3031	0.0000	115000	8.3031	0.0000	0.0000
6	PRATIBHA MANUFACTURING & MARKETING LTD.	56280	4.0635	0.0000	56280	4.0635	0.0000	0.0000
7	JAYSHREE MOHTA	31500	2.2743	0.0000	31500	2.2743	0.0000	0.0000
8	UNIVERSAL ENTERPRISES LIMITED	50	0.0036	0.0000	50	0.0036	0.0000	0.0000
	TOTAL	1034950	74.7246	0.0000	1034950	74.7246	0.0000	0.0000

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	**UNIVERSAL ENTERPRISES LIMITED**				
	At the beginning of the year	50	0.0036	50	0.0036
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	50	0.0036	50	0.0036
2.	**PRATIBHA MANUFACTURING & MARKETING**				
	At the beginning of the year	56280	4.0635	56280	4.0635
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	56280	4.0635	56280	4.0635
3.	**MOULASHREE GANI**				
	At the beginning of the year	117150	8.4584	117150	8.4584
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	117150	8.4584	117150	8.4584
4.	**JAYSHREE MOHTA**				
	At the beginning of the year	31500	2.2743	31500	2.2743
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	31500	2.2743	31500	2.2743
5.	**PRATIBHA KHAITAN**				
	At the beginning of the year	190275	13.7381	190275	13.7381
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	190275	13.7381	190275	13.7381

6.	**MAITREYI KANDOI**				
	At the beginning of the year	120660	8.7118	120660	8.7118
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	120660	8.7118	120660	8.7118
7.	**PRAKASH KUMAR MOHTA**				
	At the beginning of the year	404035	29.1718	404035	29.1718
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	404035	29.1718	404035	29.1718
8.	**JAYANTIKA JATIA**				
	At the beginning of the year	115000	8.3031	115000	8.3031
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	115000	8.3031	115000	8.3031

D) Shareholding Pattern of top ten Shareholders: (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl No	Name	Shareholding at the beginning [01/Apr/19]/end of the year [31/Mar/20]		Cumulative Shareholding during the year [01/Apr/19 to 31/Mar/20]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	BANWARILAL L BAGARIA				
	01-04-2019	24475	1.7671		
	31-03-2020	24475	1.7930	24475	1.7930
2	SANDIP LOHIA				
	01-04-2019	10000	0.7220		
	31/03/2020 - Transfer	-10000	0.7326	0	0.0000
3	MAHENDRA KUMAR AGARWALA				
	01-04-2019	32970	2.3805		
	31-03-2020	32970	2.4153	32970	2.4153

4	SUNITA DAGA				
	01-04-2019	16600	1.1985		
	30/06/2019 - Transfer	150	0.0108	16750	1.2094
	31-03-2020	16750	1.2271	16750	1.2271
5	NAWAL KISHORE BAGRI				
	01-04-2019	17000	1.2274		
	31-03-2020	17000	1.2454	17000	1.2454
6	MANJU KOTHARI #				
	01-04-2019	12000	0.8664		
	30/09/2019 - Transfer	-12000	0.8664	0	0.0000
	31-03-2020	0	0.0000	0	0.0000
7	PUSHPA DEVI KANDOI				
	01-04-2019	25000	1.8050		
	31-03-2020	25000	1.8315	25000	1.8315
8	CHANDRAKALA KHAITAN				
	01-04-2019	51025	3.6841		
	31-03-2020	51025	3.7380	51025	3.7380
9	BAL KISHAN DAMANI				
	01-04-2019	19900	1.4368		
	31-03-2020	19900	1.4579	19900	1.4579
10	RAJNI DAMANI *				
	01-04-2019	9550	0.6895		
	31-03-2020	9550	0.6996	9550	0.6996
11	PANNA LAL KOTHARI				
	01-04-2019	16700	1.2058		
	30/06/2019 - Transfer	150	0.0108	16850	1.2166
	30/09/2019 - Transfer	19100	1.3790	35950	2.5956
	31-03-2020	35950	2.6337	35950	2.6337
12	NIRMALA DEVI FOGLA				
	01-04-2019	31980	2.3090		
	31-03-2020	31980	2.3428	31980	2.3428
*	Not in the list of Top 10 shareholders as on 01/04/2019 The same has been reflected above since				
	the shareholder was one of the Top 10 shareholders as on 31/03/2020.				
#	Ceased to be in the list of Top 10 shareholders as on 31/03/2020. The same is				

	reflected above
	since the shareholder was one of the Top 10 shareholders as on 01/04/2019.

E) Shareholding of Directors and Key Managerial Personnel

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Basant Kumar Daga	NIL	NIL	NIL	NIL
2.	Banwarilal Bagaria	24475	1.7671	24475	1.7671
3.	Moulashree Gani	117150	8.46	117150	8.46

V) INDEBTEDNESS- Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits*	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL			
i) Principal Amount			5,12,500	5,12,500
ii) Interest due but not paid			-	-
iii) Interest accrued but not due			-	-
Total (i+ii+iii)			5,12,500	5,12,500
Change in Indebtedness during the financial year				
*** Addition**			-	-
*** Reduction**			-	-
Net Change			-	-
Indebtedness at the end of the financial year				
i) Principal Amount			5,12,500	5,12,500
ii) Interest due but not paid			-	-
iii) Interest accrued but not due			-	-
Total (i+ii+iii)			5,12,500	5,12,500

* Security Deposits in the normal course of business.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		-----	----	----	---	

1	Gross salary	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	
2	Stock Option	
3	Sweat Equity	
4	Commission - as % of profit - others, specify...	
5	Others, please specify	
	Total (A)	
	Ceiling as per the Act	

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	Independent Directors	NIL				
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Ceiling as per the Act					

C. Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NIL			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				

4	**Commission**	
	- as % of profit	
	Others specify...	
5	Others, please specify	
	Total	

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

DROLIA & COMPANY
(Company Secretaries)
9, Crooked Lane, Kolkata - 700069
Mobile: 09831196869; Email: droliapravin@yahoo.co.in

FORM No MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To,
The Members,
UNIQUE MANUFACTURING & MARKETING LIMITED
CIN: L65993WB1975PLC029970
15, India Exchange Place, 3rd floor
Kolkata-700001

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/S UNIQUE MANUFACTURING & MARKETING LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts /statutory compliances and expressing our opinion thereon.
Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by M/S UNIQUE MANUFACTURING & MARKETING LIMITED 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 my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 complied with the statutory provisions listed hereunder and also 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 M/S UNIQUE MANUFACTURING & MARKETING LIMITED ("the Company") for the financial year ended on 31st March 2020 according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made there under;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings-(Not **applicable to the Company during the Audit Period, as the Company has not done any transaction in foreign exchange)**

DROLIA & COMPANY
FCS-2366
CP-1362
Company Secretaries

v) 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 as amended till date;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended **(Not applicable to the Company during the Audit Period).**

d) The Securities and Exchange Board of India (Shares based employee benefit) Regulations 2014 **(Not applicable to the Company during the Audit Period).**

e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(Not applicable to the Company during the Audit Period).**

f) 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;

g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018 as amended **(Not applicable to the Company during the Audit Period).**

h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 as amended **(Not applicable to the Company during the Audit Period).**

i) Secretarial Standards (SS1 and SS2) as applicable to the Company issued by The Institute of Company Secretaries of India in relation to holding of Board meeting and Member's meeting.

j) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations 2015 entered into by the Company with CSE

VI) OTHER LAWS AS MENTIONED BELOW HEREWITH AS MAY BE APPLICABLE TO THE COMPANY

a. Industrial Disputes Act, 1947

b. The Payment of Wages Act, 1936

c. The Minimum Wages Act, 1948

d. Employee State Insurance Act, 1948

e. The Employees Provident Fund and Miscellaneous Provisions Act, 1952

f. The Payment of Bonus Act, 1965

g. The Payment of Gratuity Act, 1972

h. The Income Tax Act 1961

i. Indian Contract Act, 1872

j. Indian Stamp Act, 1999

k. Negotiable Instruments Act, 1881

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CP-1362

l. Profession tax Act

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

1. **The Companies Act, 2013**

   i. **The Company has not appointed Key Managerial Personnel as required under section 203 of the Companies Act, 2013. I have been informed by the management that efforts are being made to comply with the provisions of the Act.**

2. **Listing Agreements (LODR)Regulations 2015 and Various Rules and Regulations made under SEBI ACT, 1992 and SCRA ACT, 1956**

   i. Regulation 15 of LODR relating to Corporate Governance is not applicable to the Company.

   ii. It has been informed by the Management that since the shares of the Company are listed at the Calcutta Stock Exchange only, which is a non-functioning Stock Exchange, the Company has complied with the requirements of the Listing Agreement, LODR and various Rules and Regulations made under SEBI Act, 1992 and SCRA, 1956 which the management deems necessary and reasonable

Subject to abovewe further report that

The Board of Directors of the Company is duly constituted. All the Directors are Non-Executive Directors/Independent Directors. There is no any changes in the composition of the Board of Directors during the period under audit in comparison with the previous year. Company has no any manufacturing activities, so rules, regulations and various Acts relating to manufacturing activities are not applicable to the Company.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda were sent 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, if any, are captured and recorded as part of the minutes.

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

DROLIA & COMPANY
FCS-2366
CP-1362
Company Secretaries

We further report that during the Audit period that there was no specific events/ actions having a major baring on the company's affairs in pursuance of the above referred laws, regulations, guidelines, standards, etc referred to above.

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366, CP 1362
UDIN: F002366B000533796
Place: Kolkata
Date: 30th July 2020

Note:
This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

DROLIA & COMPANY
(Company Secretaries)
3, Crooked Lane, Kolkata - 700069
Mobile: 09831196869, Email: droliapravin@yahoo.co.in

'Annexure A'

To,
The Members,
UNIQUE MANUFACTURING& MARKETING LIMITED
CIN: L65993WB1973PLC029970
15, India Exchange Place, 3rd floor
Kolkata-700001

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. Ourresponsibility is to be express on opinion on these secretarial records based on our audit

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis of my 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 happenings 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 procedures on test 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.

7. We have not carried out the physical verification of any records due to prevailing condition of COVID 2019 in the Country. We have relied on the records as made available by the Company through digital mode as well as we have also relied on the management representation made by the Company.

FOR DROLIA & COMPANY
(Company Secretaries)

(Pravin Kumar Drolia)
Proprietor
F.C.S No.2366, CP 1362
UDIN: F002366B000533798

Place: Kolkata
Date: 30st July 2020

FINANCIAL STATEMENT OF ACCOUNTS

YEAR 2019-2020

OF

UNIQUE MANUFACTURING & MARKETING LIMITED

Address

15, Maharana Pratap Sarani, 3rd Floor,
India exchange Place, Kolkata - 700001

Directors

Mr. B. L. Bagaria [DIN: 02423660]
Mr. B. K. Daga [DIN: 00922769]
Mrs. Maulashree Gani [DIN: 02496033]

Statutory Auditors

A.Singhi & Co.
Chartered Accountants
1, R.N Mukherjee Road 4th Floor, Room No. 37,
Kolkata - 700001

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF
UNIQUE MANUFACTURING & MARKETING LIMITED

Report on the Audit of the Financial Statements Opinion

We have audited the accompanying financial statements of **Unique Manufacturing & Marketing Limited ('the Company')**, which comprise the Balance Sheet as at **31st March, 2020,** the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flow and the Statement of Changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph, the aforesaid Ind-AS 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 including the Ind-AS, of the financial position of the Company as at **31st March 2020,** and its financial performance including other comprehensive income, its Cash Flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

1. *The Company has not complied with the requirement of guidelines applicable to Non Banking Financial Companies as prescribed by the Reserve Bank of India, we are unable to comment on the same.*

2. *The Company has not complied with the requirement of Section 203 of Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 wherein every listed company shall have Chief Financial Officer and Company Secretary as whole time Key Managerial Personnel.*

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Ind-AS financial statements.

Key Audit Matters

Key audit matters are those matters that in our professional judgement were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

KEY Audit Matters	How our Audit addressed the Key Audit Matters
Fair value measurement of Financial Instruments Due to the significance of financial instruments measured at fair value, and a high degree of judgement related to their valuation, we consider this as a key audit matter.	We assessed the design followed by the management and tested the operating effectiveness of internal control over the valuation, data integrity, independent price verification and model approval. For area of higher risk and estimation, our audit procedure focused on the comparison of judgement made to market practice and re-performance of valuations over a selection of instruments, assessing the key inputs, assumptions and models used in the valuation process. We compared our results with the Company's valuation.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussions and Analysis, Corporate Social Responsibility Report and Details under rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

We, based on the work we have performed, have not come across any material misstatement of this other information and consequently have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (financial performance including other comprehensive income), changes in equity and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act read with the Companies (Accounting Standards) Rules, 2015, as amended.

This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit 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. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on

KOLKATA

the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide, those charged with governance, with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when in extremely rare circumstances we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. Further, as required by Section 143(3) of the Act, we report that:

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

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account;

SINGHI & CO. KOLKATA

d. In our opinion, the aforesaid financial statements comply with Ind AS specified under Section 133 of the Act, read with Companies (Accounting Standards) Rules, 2015, as amended;

e. The matters described in the *'Basis for Qualified Opinion paragraph'* paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

f. On the basis of the written representations received from the directors as on **31st March, 2020** taken on record by the Board of Directors, none of the directors is disqualified as on **31st March, 2020** from being appointed as a director in terms of Section 164 (2) of the Act;

g. 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**".

h. With respect to other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, no remuneration was paid by the Company to its directors during the year.

i. 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 information and according to the explanations given to us:
   i. The Company has disclosed the impact of pending litigations on its financial position in the financial statements.
   ii. The Company did not have any long term contracts including derivatives contracts for which there were any material foreseeable losses.
   iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For A.SINGHI & Co
Chartered Accountants
ICAI FRN.319226E

(Sunil Singhi)
Partner
Membership No.053088
1, R. N. Mukherjee Road,
Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1837

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Annexure A to the Independent Auditor's Report referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date of Unique Manufacturing & Marketing Limited

We report that:

(i) The Company does not have any fixed assets, accordingly paragraph 3(i) (a) to (c) of the order are not applicable to the company.

(ii) As explained to us, inventories (stock of shares & securities) were physically verified by the Management at reasonable intervals during the year.
In our opinion and according to the information and explanations given to us the company has maintained proper records of its inventories and no discrepancies were noted on such physical verification of stock of shares & securities.

(iii) (a) As informed to us, the Company has granted unsecured loan in earlier years to a company covered in the register maintained under section 189 of the Companies Act. In our opinion and according to the information and explanations given to us, the terms and conditions of the loan are not prejudicial to the interest of the Company.

(b) The Company has granted loan repayable on demand to party covered in the register maintained under section 189 of the Act. As per the information and explanations given to us, The rate of interest and other terms and conditions of such loans (given on demand basis) are, in our opinion, prima facie not prejudicial to the interest of the company.
There is no default on repayment of the loan amount. However, there is delay in receipt of interest on loan as well as interest on capital advance made by the company.

(c) Interest amounting to Rs. 25,17,557/- is overdue. However, the company has, on request, given extension of time till 31.03.2022 for payment of interest due to outbreak of pandemic Covid-19 and hardship faced by the companies.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and making investments and providing guarantees and securities as applicable.

(v) The company has not accepted any deposits against any directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.

(vi) According to the information and explanations given to us, maintenance of cost records has not been prescribed by the Central Government under sub section (1) of section 148 of the Companies Act, 2013. Hence matters relating to this clause are not applicable

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(vii)(a) According to information and explanations given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees state insurance, income-tax, service tax, goods & services tax, service tax, value added tax, cess and other material statutory dues to the extent applicable to it.

According to information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at **31.03.2020** for a period of more than six months from the date they became payable.

(b) According to information and explanations given to us, there are no material dues of income tax, goods & service tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.

(viii) According to information and explanations given to us and on the basis of our examination of the records, the company has not defaulted in repayment of dues to any banks, financial institutions and debenture holders during the year. The Company did not have any outstanding loans or borrowings from government during the year.

(ix) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.

(x) To best of our knowledge and belief and according to the information and explanations given to us, neither any fraud on or by the company was noticed or reported during the year nor have we been informed of such cases by the Management.

(xi) According to the information and explanations give to us and based on our examination of the records of the Company, ***the Company does not have any whole time director or manager*** during the financial year. Accordingly, paragraph 3 (xi) of the Order is not applicable.

(xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Ind AS.

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(xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable.

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

(xvi) *As the Company has not complied with the requirement of guidelines applicable to Non Banking Financial Companies as prescribed by the Reserve Bank of India, we are unable to comment on the same.*

For A.SINGHI & Co
Chartered Accountants
ICAI FRN.319226E

(Sunil Singhi)
Partner
Membership No.053088
1, R. N. Mukherjee Road,

Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1837

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Annexure - B to the Independent Auditor's Report referred to in paragraph 2 (g) under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date of Unique Manufacturing & Marketing Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **Unique Manufacturing & Marketing Limited ("the Company")** as on **31 March 2020** in conjunction with our audit of the financial statements of the Company for the year ended as on that date.

Management's Responsibility for Internal Financial Controls

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

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 Auditor Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, 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 Institute of Chartered Accountants of India. 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.

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 judgment, including the assessment of the risks of material misstatement of the Ind-AS financial statements, whether due to fraud or error.

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.

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Meaning of Internal Financial Controls over Financial Reporting

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 Ind-AS 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

(1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind-AS 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

(3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the Ind-AS financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

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 **31 March 2020**, 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 A.SINGHI & Co
Chartered Accountants
ICAI FRN.319226E

(Sunil Singhi)
Partner
Membership No.053088
1, R. N. Mukherjee Road,
Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1837

Unique Manufacturing & Marketing Limited
Balance Sheet As At March 31, 2020

Particulars	Note	As At March 31, 2020	As At March 31, 2019
ASSETS			
1) Non-Current Assets			
(a) Financial Assets			
Loans and Advances	3	1,45,00,000	1,45,00,000
(b) Other Non-Current Assets	4	4,54,828	4,54,828
Total : Non Current Assets		**1,49,54,828**	**1,49,54,828**
2) Current Assets			
(a) Inventories	5	16,31,013	19,26,293
(b) Financial Assets			
Investments	6	12,09,639	11,25,757
Trade Recievables	7	1,45,800	2,91,600
Cash and Cash Equivalents	8	80,195	3,12,382
Loans and Advances	9	20,00,000	24,50,000
Other Financial Assets	10	39,21,707	25,85,207
(c) Other Current Assets	11	8,100	7,344
Total: Current Assets		**89,96,454**	**86,98,583**
TOTAL:		**2,39,51,282**	**2,36,53,411**
EQUITY AND LIABILITIES			
1) Equity	12		
(a) Equity Share Capital		1,38,50,200	1,38,50,200
(b) Other Equity		96,55,763	89,03,140
Total Equity		**2,35,05,963**	**2,27,53,340**
2) Non-Current Liabilities			
		-	-
Total: Non Current Liabilities		-	-
3) Current Liabilities			
(a) Financial Liabilities			
Trade Payables	13	2,33,800	1,63,000
i. Total outstanding due to Micro Entp & Small Entp — Nil			
ii. Total outstanding due to Others — 233,800/-			
Other Financial Liabilities	14	-	5,12,500
(b) Other Current Liabilities	15	72,930	30,000
(c) Short Term Provisions	16	1,38,589	1,94,571
Total: Current Liabilities		**4,45,319**	**9,00,071**
TOTAL:		**2,39,51,282**	**2,36,53,411**

The accompanying notes form an integral part of the financial statements

As per our report of even date:
For A. Singhi & Co.
Chartered Accountants
ICAI FRN: 319226E

For & On Behalf of the Board of Directors

B. L. Bagaria
Director
DIN
02423660

B. K. Daga
Director
DIN
00922769

Director
DIN
02496033

(Sunil Singhi)
Partner
Membership No. 053088
1, R. N. Mukherjee Road,
Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1837

A. SINGHI & CO. KOLKATA

Unique Manufacturing & Marketing Limited
Statement of Profit & Loss for the year ended March 31, 2020

Partculars	Note No.	For the year ended March 31, 2020	For the year ended March 31, 2019
INCOME:			
Revenue from Operations	17	574	696
Other Income	18	25,13,882	32,01,150
Total Revenue		**25,14,456**	**32,01,846**
EXPENSES			
Changes in Inventories of Finished Goods, Work In Progress and Stock In Trade	19	2,95,280	(5,26,097)
Other expenses	20	12,02,153	17,82,607
Total Expenses		**14,97,433**	**12,56,510**
Profit / (Loss) before Tax		**10,17,023**	**19,45,336**
Tax Expense:			
Current tax		(2,64,400)	(5,05,800)
Tax Expenses for earlier years		-	2,02,833
Deferred Tax		-	-
Total Tax Expense		(2,64,400)	(3,02,967)
Profit / (Loss) for the year		**7,52,623**	**16,42,369**
Other Comprehensive Income			
(i) Items that will not be reclassified to Profit & Loss		-	-
- Fair value of Other Non Current Assets (Jewellery) routed through other Comprehensive income, net of tax		-	-
- Fair value of investment routed through other Comprehensive income, net of tax		-	-
Income tax on items that will not be reclassified to profit or			
(i) Items that will be reclassified to profit or loss		-	-
- Effective portion of cash flow hedges			
- Income tax on items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income		-	-
Total Comprehensive Income for the year		**7,52,623**	**16,42,369**
Earning Per Share (Rs.)	21		
Basic- Par Value of Rs.10/- per share		0.54	1.19
Diluted- Par value of Rs.10/- per share		0.54	1.19

The accompanying notes form an integral part of the financial statements

As per our report of even date
For A. Singhi & Co.
Chartered Accountants
ICAI FRN: 319226E

(Sunil Singhi)
Partner
Membership No. 053088
1, R. N. Mukherjee Road,
Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1837

For & On Behalf of the Board of Directors

B.L. Bagaria	B.K. Daga	
Director	Director	Director
DIN	DIN	DIN
02423660	00922769	02496033

Unique Manufacturing & Marketing Limited

Statement of Cash Flow for the year ended March 31, 2020

	Particulars	For the year ended March 31, 2020 Rs.	For the year ended March 31, 2019 Rs.
A.	**CASH FLOW FROM THE OPERATING ACTIVITIES**		
	Net Profit before Tax	**10,17,023**	**19,45,336**
	Non Cash Adjustments to reconcile net cash flow		
	Adjustments for :		
	Change due to Valuation of Current Investment at FVTPL/NRV	(83,882)	(82,627)
	Bad Debts Written Off	-	2,889
	Dividend Received on Investment	(574)	(696)
	Interest Received	(14,85,000)	(14,92,286)
		-	-
	Operating Profit before Working Capital changes	**(5,52,433)**	**3,72,616**
	Adjustments for :		
	(Increase)/Decrease in Trade Receivables	1,45,800	-
	(Increase)/Decrease in Inventories	2,95,280	(5,26,097)
	(Increase)/Decrease in Other Current Assets	(756)	(3,654)
	(Increase)/Decrease in Trade Payables	70,800	(91,880)
	(Increase)/Decrease in Other Current Liabilities	42,930	(2,340)
		-	-
	Cash (used in) /generated from operations	**(5,10,879)**	**(2,51,355)**
	Direct taxes Paid/Refund	(3,20,382)	(2,91,066)
	Cash Flow before extraordinary items	(8,31,261)	(5,42,421)
	Extra Ordinary Items	-	-
	Net Cash (used in)/from Operating Activities	**(8,31,261)**	**(5,42,421)**
B	**CASH FLOW FROM THE INVESTING ACTIVITIES**		
	Security Deposit Refunded	4,50,000	-
	Dividend Received	574	696
	Net Cash Flow from/(Used in) Investing Activities	**4,50,574**	**696**
C	**CASH FLOW FROM THE FINANCING ACTIVITIES**		
	Proceed from Short Term Borrowings (net)	-	1,50,000
	Interest Received	1,48,500	5,97,968
	Net Cash Flow from/(used in) Financial Activities	**1,48,500**	**7,47,968**
D	**Net Increase/(Decrease) in Cash & Cash Equivalent**	**(2,32,186.74)**	**2,06,243**
	Cash & Cash Equivalent (Opening)	3,12,382.00	1,06,139
	Cash & Cash Equivalent (Closing)	**80,195.26**	**3,12,382**

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E **Cash & Cash Equivalent**		
Cash on Hand	582	623
Current Accounts (bank)	79,614	3,11,759
Cash & Cash Equivalent at the end of the year	**80,195**	**3,12,382**
F **Trade Receivable**		
At the beginning of the Year	**2,91,600**	**2,94,489**
Add/Less Non Cash Transactions	-	(2,889)
Add/Less Cash Transactions	1,45,800	-
As At Year End	**1,45,800**	**2,91,600**
G **Trade Payable**		
At the beginning of the Year	1,63,000	2,54,880
Add/Less Non Cash Transactions	-	-
Add/Less Cash Transactions	70,800	(91,880)
As At Year End	**2,33,800**	**1,63,000**
H **Current Investment**		
At the beginning of the Year	11,25,757	10,43,130
Add/(Less) Non Cash Transactions	83,882	82,627
Add/(Less) Cash Transactions	-	-
As At Year End	**12,09,639**	**11,25,757**
I **Loans & Advances**		
At the beginning of the Year	24,50,000	26,00,000
Add/(Less) Non Cash Transactions	-	-
Add/(Less) Cash Transactions	(4,50,000)	-
As At Year End	**20,00,000**	**24,50,000**
J **Interest Received**		
Receivable at the beginning of the Year	25,17,557	16,23,239
Receivable for the year	14,85,000	14,92,286
Receivable at the year end	(38,54,057)	(25,17,557)
As At Year End	**1,48,500**	**5,97,968**

Note: a) Previous years figures have been regrouped/rearranged wherever considered necessary.

b) This is the Cash Flow statement referred to in our report of even data.

c) Cash or Cash Equivalents include fixed deposits with bank.

As per our report of even date:
For A. Singhi & Co.
Chartered Accountants
ICAI FRN: 319226E

(Sunil Singhi)
Partner
Membership No. 053088
1, R. N. Mukherjee Road,
Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1837

B. L. Bagaria
DIN 02423660

B. K. Daga
DIN 00922769

DIN 02496033

Unique Manufacturing & Marketing Limited

Statement of Changes In Equity

a. Equity Share Capital

Particulars				As At March 31, 2020	As At March 31, 2019
Balance at the beginning of the reporting period				1,38,50,200.00	1,38,50,200
Changes in the equity share capital during the year				-	-
Balance at the closing of the reported period				1,38,50,200.00	1,38,50,200

b. Other Equity

Particulars	Reserves & Surplus				Other Comprehensive Income		Total
					Other items of other comprehensive income		
			General Reserve	Retained Earnings	fair valuation of Investment (Current Assets)	Others	
Balance as at April 1, 2018	-	-	1,200	72,59,571	-	-	72,60,771
Profit for the Year				16,42,369			16,42,369
Compensastion Paid to state Government				-			-
Other Comprehensive Income for the Year	-	-	-	-	-	-	-
Total Comprehensive Income for the Year	-	-	-	16,42,369	-	-	16,42,369
Balance as at March 31, 2019	-	-	1,200	89,01,940	-	-	89,03,140
Profit for the Year				7,52,623			7,52,623
Compensastion Paid to state Government							
Other Comprehensive Income for the Year							
Total Comprehensive Income for the Year	-	-	-	7,52,623	-	-	7,52,623
Balance as at March 31, 2020	-	-	1,200	96,54,563	-	-	96,55,763

The accompanying notes form an integral part of the financial statements

For & On Behalf of the Board of Directors

B. L. Bagaria
DIN
02423660

B. K. Bagri
DIN
00922769

DIN
02496033

As per our report of even date
For A. Singhi & Co.
Chartered Accountants
ICAI FRN: 319226E

(Sunil Singhi)
Partner
Membership No. 053088
1, R. N. Mukherjee Road,
Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1837

A. SINGHI & CO. KOLKATA

Notes to Financial Statements for the year ended March 31, 2020

Note: 1

I) CORPORATE INFORMATION

Unique Manufacturing & Marketing Limited (the Company) is a public company domiciled and incorporated under the Act VII of the legislative Council of India entitled "The Companies Act, 1913". The Company is in the business of Share Trading and Interest income. Its' shares are listed in India at the Calcutta Stock Exchange Limited.

II) BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Statement of Compliance

The Financial Statement have been prepared in accordance with Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and relevant provisions of the Companies Act, 2013.

b) Historical cost convention

The financial statement have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be at fair value by Ind AS.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

b) Basis of Preparation

i) Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are presented in INR and all values are rounded to the nearest INR, except when otherwise indicated.

ii) Use of estimate

The preparation of the financial statements in conformity with Ind-AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

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iii) Classification of Assets and Liabilities as Current and Non Current

All Assets and liabilities have been classified as current and 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 product & Activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

Note: 2

SIGNIFICANT ACCOUNTING POLICIES

a) Inventories

Inventories are valued as under:

a. Shares & Securities: At Fair Market Value or Net Realisable Value

b) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and revenue can be reliably measured

i. In respect of Interest Income :

On time proportion basis taking into account the amount outstanding and the rate applicable.

ii. In respect of Service Income :

When the services are performed as per contract.

iii. In respect of Dividend Income :

When right to receive payment is established.

c) Cash & Cash Equivalents

Cash & cash equivalents comprise cash on hand, cash at banks and deemed deposits with banks with an original maturity of three months or less which are subject to an insignificant risk of change in value.

d) Investments

Long term investments being Investment in Listed Equity Shares or Securities are stated at fair value through other comprehensive income. Provision is made when diminution in the value of investments is considered other than temporary in nature. Current investments are stated at Fair market value as at the end of the financial year. Other Non Current Assets (Jewellery: Gems & Diamond) are valued at cost on proportionate basis.

e) Financial instruments

1. Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date

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2. Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(ii) Financial assets at fair value through other comprehensive income

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company has made an irrevocable election for its investments which are classified as equity instruments to present the subsequent changes in fair value in other comprehensive income based on its business model. Further, in cases where the Company has made an irrevocable election based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost using the effective interest method, except for contingent consideration recognized in a business combination which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

3. Derecognition of financial instruments

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind-AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

f) Income Taxes

Income tax expense comprises current and deferred income tax. Income tax expense is recognized in net profit in the statement of profit and loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive income.

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Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the period that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. Deferred income taxes are not provided on the undistributed earnings of subsidiaries and branches where it is expected that the earnings of the subsidiary or branch will not be distributed in the foreseeable future. The company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

g) Provisions, Contingent Liabilities and Contingent Assets

The Company makes a provision when there is present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Contingent Assets are disclosed when an inflow of economic benefit is probable and/or certain.

h) Borrowing Costs

Borrowing Costs that are attributable to the acquisition and constructions of qualifying assets are capitalized as a part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs of the Year are charged to revenue in the period in which they are incurred.

i) Earnings per equity share

The basic earnings per share ("EPS") is computed by dividing the net profit after tax for the Year by the weighted average number of equity shares outstanding during the Year. For the purpose of calculating diluted earnings per share, net profit after tax for the Year and the weighted average number of shares outstanding during the year are adjusted with the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the Year, unless they have been issued at a later date.

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j) Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

k) In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments which have significant effect on the amounts recognised in the financial statement:

i. Contingencies

Judgment of the Management is required for estimating the possible outflow of resources, if any, in respect of contingencies/ claims/ litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

ii. Allowance for Uncollected Accounts Receivable and Advances

Trade Receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not collectible. Impairment is made on ECL, which are present value of the cash shortfall over the expected life of the financial assets.

iii. Fair Value Measurement of Financial Instruments

When fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the discounted cash flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of input such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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Unique Manufacturing & Marketing Limited

Note No. 3

Loans and Advances (Non Current Financial Assets)

Particulars	As At March 31, 2020	As At March 31, 2019
Advance against Capital Goods	1,45,00,000	1,45,00,000
	1,45,00,000	**1,45,00,000**

Note No. 4

Other Non Current Assets

Particulars	As At March 31, 2020	As At March 31, 2019
Non Trade Investments *		
Jewellery (loose & Polished diamonds)	4,54,828	4,54,828
	-	-
	4,54,828	**4,54,828**

* The management has considered the valuation of jewellery at cost (on proportionate basis)

Unique Manufacturing & Marketing Limited

Note No.

5 **Current Assets**

Inventories (Stock In Trade: Shares & Securities)

Particulars	Qty	As At March 31, 2020	Qty	As At March 31, 2019
(at Fair Market Value or net realisable value)				
Quoted Shares				
Avadh Mercantile Co.Ltd *1	24,000	1	24,000	1
Brownia Business Ltd *1/*4	50	1	50	1
Essar Ports Ltd *1	5	1	5	1
Hazira Cargo Terminals Ltd *1	15	1	15	1
Salaya Bulk Terminals Ltd *1	5	1	5	1
Vadinar Oil Terminal Ltd *1	75	1	75	1
Essar Shipping Ltd	50	271	50	523
GKW Ltd *	2	922	2	1,562
Graphite India Ltd	8	1,017	8	3,575
Hindustan Motors Ltd	58	176	58	426
Pee Bee Steel Industries Ltd *3	67,100	12,97,043	67,100	15,82,218
Pratibha Mfg.& Mktg Ltd *3	32,350	2,79,828	32,350	2,59,124
Tata Chemicals Ltd	20	4,460	20	11,750
Tata Consumer Products Limited*1 (received on demerger of Tata Chemicals Ltd @1:1.14)	22	6,486	-	-
Universal Prime Aluminium Ltd	17,894	40,798	17,894	67,103
Universal Enterprises Ltd *1	460	1	460	1
Uniworth International Ltd *1	500	1	500	1
Uniworth Textile Ltd *1	75	1	75	1
Woolworth (India) Ltd *1	50	1	50	1
		16,31,011		19,26,291
Unquoted Shares		-		-
Indo Asian Securities (P) Ltd *2	21,000	1	21,000	1
MP United Polypropylene Ltd *2/*4	1,000	1	1,000	1
		2		2
Total		**16,31,013**		**19,26,293**

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

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

*3 *The shares are valued at NAV as per latest available audited financial statements.*

*4 *Shares physically not available.*

Note No.

6 **Current Assets**

Investments

Mutual Funds

	As At March 31, 2020		As At March 31, 2019
HDFC Cash Management Mutual Fund (Qty: 289.801 units; Cost: Rs.10,00,000/-) (fair mkt value: 31.03.19: 11,25,757/-)	12,09,639		11,25,757
Total	**12,09,639**	-	**11,25,757**

Note No.

7 **Trade Receivables**

Particulars	As At March 31, 2020	As At March 31, 2019
Unsecured, Considered Good	1,45,800	2,91,600
Unsecured, Considered Doubtful	-	-
	1,45,800	2,91,600
Less: Provision for Credit Impairment	-	-
Total	**1,45,800**	**2,91,600**

Unique Manufacturing & Marketing Limited

Note No. 8 **Current Assets**

Cash and Cash Equivalents

Particulars	As At March 31, 2020	As At March 31, 2019
Cash and Cash Equivalents		
Cash on hand	582	623
Balance with banks in		
Current accounts	79,614	3,11,759
Total	**80,195**	**3,12,382**

Note No. 9 **Current Assets (Financial)**

Loans & Advances

Particulars	As At March 31, 2020	As At March 31, 2019
Financial Assets at amortised cost		
Loans to Related Parties	20,00,000	20,00,000
Security Deposit	-	4,50,000
Total	**20,00,000**	**24,50,000**

** Security deposit given against office premises till 31.03.2020 as per contractual agreement.

Note No. 10 **Current Assets**

Other Financial Assets

Particulars	As At March 31, 2020	As At March 31, 2019
Financial Assets at amortised cost		
Interest Receivable from Related Parties	3,30,557	1,68,557
Interest Receivable on Capital Advance	35,23,500	23,49,000
Income Tax Refund Receivable	67,650	67,650
Total	**39,21,707**	**25,85,207**

Note No. 11 **Current Assets**

Other Current Assets

Particulars	As At March 31, 2020	As At March 31, 2019
Unsecured, Considered Good, unless otherwise stated		
Other Advances		
GST/Service Tax	8,100	7,344
Total	**8,100**	**7,344**

A. SINGHI & CO. KOLKATA

Unique Manufacturing & Marketing Limited

Note No. 12

a) Equity Share Capital

Particulars	As At March 31, 2020 No. of Shares	As At March 31, 2020 Amount	As At March 31, 2019 No. of Shares	As At March 31, 2019 Amount
Authorised				
Equity Shares of Rs.10/- each	14,00,000	1,40,00,000	14,00,000	1,40,00,000
	-	-	-	-
		1,40,00,000		**1,40,00,000**
Issued, Subscribed and Paid Up				
Equity Shares of Rs.10/- each				
At the Beginning of the Year	13,85,020	1,38,50,200	13,85,020	1,38,50,200
Add: Issued during the Year	-	-	-	-
At the End of the Year	**13,85,020**	**1,38,50,200**	**13,85,020**	**1,38,50,200**

Terms / rights attached to Equity Shares

The Company has only one class of Equity Shares having a face value of Rs. 10 each. Each holder of Equity Shares is entitled to one vote per share. The dividend, if any, proposed by the Board is subject to approval of the Shareholders except in case of Interim Dividend.

In the event of Liquidation of the Company, the Equity Share holders 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.

Details for preceeding Five Years of Equity Shares:

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.

The aggregate number of equity shares alloted as fully paid up persuant to contract(s) without payment being received in cash in the last five year immediately preceeding the Balance Sheet date is Nil.

No shares have been received for issue under options and contracts / commitments for the sale of shares / disinvestment as at the Balance Sheet date. No convertible security has been issued by the company during the year.

Equity Shares Calls Unpaid by directors and officers of the Company is Nil

No shares have been forfeited during the year.

Details of Shareholder holding more than 5% of paid up Equity Share Capital

Shareholders	% of holding As At 31.03.2020	No. of Shares	% of holding As At 31.03.2019	No. of Shares
Prakash Kumar Mohta	29.18%	4,04,035	29.18%	4,04,035
Pratibha Khaitan	13.74%	1,90,275	13.74%	1,90,275
Moulishree Mohta	8.46%	1,17,150	8.46%	1,17,150
Jayantika Mohta	8.30%	1,15,000	8.30%	1,15,000
Maitreyi Kandoi	8.71%	1,20,660	8.71%	1,20,660

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.

b) Other Equity

Particulars	As At March 31, 2020	As At March 31, 2019
(i) General Reserve		
Balance at the beginning & end of the year	1,200.00	1,200.00
(ii) Retained Earnings		
Balance at the beginning of the year	89,01,939.69	72,59,570.69
Profit/(Loss) for the year	7,52,622.99	16,42,369.00
	-	-
	96,54,562.68	89,01,939.69
(iii) Other Comprehensive Income (FVTOCI)		
Balance at the beginning of the year	-	-
Adjustment on account of fair valuation	-	-
	-	-
Total	**96,55,762.68**	**89,03,139.69**

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Unique Manufacturing & Marketing Limited

Nature and purpose of other reserves

(i) General Reserve

Under the erstwhile Companies Act, 1956, a General Reserve was created throgh an annual transfer of net profit at a specified percentage in accordance with applicable regulations. Consequent to the introduction of the Companies Act, 2013 the requirement to mandatory transfer a specified percentage of net profit to General Reserve has been withdrawn.

(ii) Retained Earnings

Retained Earnings represents the undistributed profit of the Company.

(iii) Fair Value through Other Comprehensive Income (FVOCI) - Equity Instruments

There is no cummulative gains and losses arising on fair value changes of assets or liabilities measured at fair value through other comprehensive income.

Note No. 13

Trade Payables

Particulars	As At March 31, 2020	As At March 31, 2019
For Goods & Services		
Payable to Micro Enterprises and Small Enterprises	-	-
Payable to Others	2,33,800	1,63,000
	2,33,800	**1,63,000**

Note No. 14

Other Financial Current Liabilities

Particulars	As At March 31, 2020	As At March 31, 2019
Financial Liabilities at amotised cost		
Security Deposit	-	5,12,500
	-	**5,12,500**

Note No. 15

Other Current Liabilities

Particulars	As At March 31, 2020	As At March 31, 2019
Other Liabilities	72,930	30,000
	72,930	**30,000**

Note No. 16

Short Term Provisions

Particulars	As At March 31, 2020	As At March 31, 2019
Other Provisions		
Provision for Income Tax (net of Advance Tax/TDS)	1,38,589	1,94,571
	1,38,589	**1,94,571**

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Note No. 17 **Revenue from Operations**

Particulars	For the Year Ended March 31, 2020 Amount	For the Year Ended March 31, 2019 Amount
Dividend Received	574	696
	-	-
	574	**696**

Note No. 18 **Other Income**

Particulars	For the Year Ended March 31, 2020 Amount	For the Year Ended March 31, 2019 Amount
Licence Fee Received	9,45,000	16,20,000
Interest Received		
on Loan	1,60,000	1,87,286
on Advance agst capital goods	13,05,000	13,05,000
on Income Tax Refund	-	6,237
Change due to Valuation of Current Investment at FVTPL/NRV	83,882	82,627
	25,13,882	**32,01,150**

Note No. 19 **Changes in Inventories of Finished Goods, Work in Progress and Stock in Trade**

Particulars	For the Year Ended March 31, 2020 Amount	For the Year Ended March 31, 2019 Amount
Opening Stock	**19,26,293**	**14,00,196**
Shares & Securities		
Quoted	19,26,291	14,00,194
Unquoted	2	2
Closing Stock	**16,31,013**	**19,26,293**
Shares & Securities		
Quoted	16,31,011	19,26,291
Unquoted	2	2
	2,95,280	**(5,26,097)**

Note No. 20 **Other Expenses**

Particulars		For the Year Ended March 31, 2020 Amount		For the Year Ended March 31, 2019 Amount
Licence Fees Paid		8,26,000		14,16,000
Professional Fees		88,860		1,32,718
Rent		1,20,000		1,20,000
Rates & Taxes		6,750		6,750
Accounting Charges		31,080		-
Demat Charges		17,057		21,508
Other Expenses		59,825		39,439
Printing & Stationery		12,581		13,303
Receivables written off		-		2,889
Auditors Remuneration				
As Auditors	30,000	-	30,000	-
Other Charges	10,000	40,000	-	30,000
		12,02,153		**17,82,607**

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Note No. 21

Earning Per Share (EPS)

Particulars		For the Year Ended March 31, 2020 Amount	For the Year Ended March 31, 2019 Amount
Net Profit attributable to Equity shareholders	Rs.	7,52,623	16,42,369
Weighted Average number of equity Shareholders outstanding	numbers	13,85,020	13,85,020
Nominal Value of Equity Shares (Rs. Per share)	Rs	10	10
Earning Per Equity Share (Rs.)			
Basic	Rs.	0.54	1.19
Diluted	Rs.	0.54	1.19

Note No. 22

Contingent Liabilities & Commitments (to the extent not provided for)

Particulars	For the Year Ended March 31, 2020 Amount	For the Year Ended March 31, 2019 Amount
1. Claim not acknowledge as debt:	Nil	Nil
2. Commitment		
Capital Advance (against Land)	2.00 Crore	2.00 Crore
Advance Paid	1.45 Crore	1.45 Crore

Note No. 23

The Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

Based on information available, there are no vendors who have confirmed that they are covered under Micro, Small and Medium Enterprises Development Act, 2006. Disclosures as required by section 22 of 'The Micro, Small and Medium Enterprises Development Act, 2006' are given below:

Particulars	For the Year Ended March 31, 2020 Amount	For the Year Ended March 31, 2019 Amount
1. Principal amount and interest thereon remaining unpaid to any supplier as on March 31	Nil	Nil
2. Interest paid by the Company in terms of section 16 of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	Nil	Nil
3. the amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this	Nil	Nil
4. The amount of interest accrued and remaining unpaid	Nil	Nil
5. The amount of further interest remaining due and payable even in suceeding years, until such date when the interest dues above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of this	Nil	Nil

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Note No.

24 **Business Segment Information**

Primary Segment Reporting (Business Segment)

The Company has two reportable segments i.e. Financial Services and Others (License Fees) which have been identified in line with Ins-AS 108 ' Operating Segments'. Disclosure required as per Ind-AS 108 is given as under:

Particulars	As At March 31, 2020				As At March 31, 2019			
	Financial Income	Other Services	Unallocated	Total	Financial Income	Other Services	Unallocated	Total
Revenue								
Interest Income	1,80,000	-		1,80,000	1,87,286	-		1,87,286
Interest on Capital Advances	13,05,000	-	-	13,05,000	13,05,000	-	-	13,05,000
Licence Fees		9,45,000		9,45,000		16,20,000		16,20,000
Dividend/Other Income	574	-		574	696	-		696
Interest on IT Refund	-	-	-	-	-	-	6,237	6,237
Total Revenue	**14,85,574**	**9,45,000**	-	**24,30,574**	**14,92,982**	**16,20,000**	**6,237**	**31,19,219**
Results								
Gross Profit / (Loss)	8,98,023	1,19,000	-	10,17,023	17,35,099	2,04,000	6,237	19,45,336
Interest (Expenses) / Income	-	-		-	-	-		-
Profit / (Loss) before Tax	**8,98,023**	**1,19,000**		**10,17,023**	**17,35,099**	**2,04,000**	**6,237**	**19,45,336**
Other Information								
Segment Assets	2,39,51,282	-	-	2,39,51,282	2,32,03,411	4,50,000	-	2,36,53,411
Un-allocated Assets								
Total Assets	**2,39,51,282**	-	-	**2,39,51,282**	**2,32,03,411**	**4,50,000**	-	**2,36,53,411**
Segment Liabilities	4,45,319	-		4,45,319	3,87,571	5,12,500	-	9,00,071
Un-allocated Liabilities								
	4,45,319	-	-	4,45,319	3,87,571	5,12,500	-	9,00,071
Total Liabilities (net)	**2,35,05,963**	-	-	**2,35,05,963**	**2,28,15,840**	**(62,500)**	-	**2,27,53,340**
Capital expenditure	-	-	-	-	-	-	-	-
depreciation	-	-	-	-	-	-	-	-

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Note No.

25 **Related Party Disclosures**

Particulars	As At March 31, 2020	As At March 31, 2019

a. Related Party Relationship

Sri B. K. Daga Director

b. Individual owning direct interest in voting power

Sri. P.K.Mohta along with relative (daughter) 70.66% holding in shares of the Company

c. Enterprises owned or significantly influenced directly or indirectly by the individual owning direct interest in voting power:

1. Bhiragacha Finance Company Private Limited
2. Universal Autocrafts (P) Ltd
3. Blue Bird Mercantile (P) Ltd

c. The following transactions were carried out with related parties in the ordinary course of business:

Enterprises over which individual owning direct interest in voting power exercise significant influence:

Name of the Party	Nature of Transactions	2019-20	2018-19
Universal Autocrafts (P) Ltd	Licence Fee Paid	8,26,000	14,16,000
Bhiragacha Finance Company (P) Limited	Interest Received on Capital Advance	13,05,000	13,05,000
Blue Bird Mercantile (P) Ltd	Repayment of Short Term Advance	-	1,50,000
	Interest Received	1,80,000	1,67,286

Balance Outstanding at Year End:		31.03.2020	31.03.2019
Universal Autocrafts (P) Ltd	Licence Fees Payable	1,27,600	1,27,600
	Securiy Deposit Refundable	-	4,50,000
Bhiragacha Finance Company Private Limi	Interest Receivable	35,23,500	23,49,000
	Capital Advance	1,45,00,000	1,45,00,000
Blue Bird Mercantile (P) Ltd	Interest Receivable	3,30,557	1,68,557
	Loan Given	20,00,000	20,00,000

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Note No.
26 (a) Income Tax Expense

Particulars	For the Year Ended March 31, 2020	For the Year Ended March 31, 2019
i) Income Tax Expense		
Current Tax		
Current Tax on Profits for the Year	2,64,400	5,05,800
Adjustments for Tax of Prior Periods	-	(2,02,833)
Total Current Tax Expense	2,64,400	3,02,967
Deferred Tax		
Decrease/ (Increase) in Deferred Tax Assets	-	-
(Decrease)/ Increase in Deferred Tax Liabilities	-	-
Total Deferred Tax Expense/(Benefit)	-	-
Income Tax Expense	2,64,400	3,02,967
ii) Reconciliation of Tax Expense & the Accounting Profit multiplied by Tax Rate		
Profit before Tax	10,17,023	19,45,336
Exempt Income	574	696
Tax Computed	2,64,400	5,05,800
Others (including difference in Tax rates)	-	(2,02,833)
Total Income Tax Expense/(Credit)	2,64,400	3,02,967

(b) Deferred Tax

Particulars	Rs. In lacs For the Year Ended 31.03.2020	Rs. In lacs For the Year Ended 31.03.2019
Deferred Tax Liabilities	Nil	Nil

The Company has adopted Accounting Standard Ind-AS 12 issued by the Institute of Chartered Accountants of India . The company has not recognised deferred tax assets (net of deferred tax liability) as on 31/03/2020 due to uncertainity of future taxable income against which the same can be adjusted.

Note No.
27 Other Disclosures required by Statute

Particulars	For the Year Ended 31.03.2020 Rs. In lacs	For the Year Ended 31.03.2019 Rs. In lacs
a. Auditor's Remunerations (excluding GST)		
1. Statutory Auditors		
Audit Fees	30,000	30,000
Other Certification Charges	10,000	-
Total	40,000	30,000

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Note No.
28 **Financial Instruments**

Financial Assets

Particulars	Fair Value Hierarchy	As At March 31, 2020 Carrying Amount	As At March 31, 2020 Fair Value	As At March 31, 2019 Carrying Amount	As At March 31, 2019 Fair Value
1. Financial Assets: designated at Fair Value through PL (Profit & Loss)					
a. Current Investments	Level 1	10,00,000	12,09,639	10,00,000	11,25,757
b. Inventories	Level 1	62,859	54,131	62,859	84,940
Inventories	Level 3	3,10,302	15,76,882	3,10,302	18,41,353
		13,73,161	**28,40,652**	13,73,161	30,52,050
		Carrying Amount	Amortised Cost	Carrying Amount	Amortised Cost
2. Financial Assets: designated at Amortised Cost					
a. Loans & Advances (Non Current Financial Assets)		1,45,00,000	1,45,00,000	1,45,00,000	1,45,00,000
b. Other Non Current Assets		4,54,828	4,54,828	4,54,828	4,54,828
c. Trade Receivables		1,45,800	1,45,800	2,91,600	2,91,600
d. Cash & Bank Balances		80,195	80,195	3,12,383	3,12,382
e. Loans & Advances		20,00,000	20,00,000	24,50,000	24,50,000
f. Other Financial Current Assets		39,21,707	39,21,707	25,85,207	25,85,207
g. Other Current Assets		8,100	8,100	7,344	7,344
Total		**2,11,10,630**	**2,11,10,630**	2,06,01,362	2,06,01,361

Financial Liabilities

Particulars	Fair Value Hierarchy	As At March 31, 2020 Carrying Amount	As At March 31, 2020 Fair Value	As At March 31, 2019 Carrying Amount	As At March 31, 2019 Fair Value
1. Financial Liability: designated at Fair Value through Profit & Loss					
		-	-	-	-
		Carrying Amount	Amortised Cost	Carrying Amount	Amortised Cost
2. Financial Liability: designated at Amortised Cost					
a. Trades Payable		2,33,800	2,33,800	1,63,000	1,63,000
b. Other Financial Current Liabilities (excluding derivatives & current maturity)		-	-	5,12,500	5,12,500
c. Other Current Liabilities		72,930	72,930	30,000	30,000
d. Short Term Provisions		1,38,589	1,38,589	1,94,571	1,94,571
Total		**4,45,319**	**4,45,319**	9,00,071	9,00,071

The fair value of Financial assets and Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties in an orderly market transaction, other than a forced or liqudation sale.

The following methods and assumptions were used to estimate the fair values:-

a. The Company has adopted to Fair value its Current Investments through profit & loss.

b. The Carrying Amounts of Current Assets / Liabilities are to be the same as their fair values due to short term nature.

Fair Value Hierarchy

Level 1	Quoted Prices (unadjusted) in active markets for indentical assets/liabilities
Level 2	Inputs other than quoted prices included within Level 1 that are obserable for the assets or the liabilities, 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) In case of listed companies whose prices are not available in market quotation, the shares have been valued at book NAV as per latest available audited financial statements.

Note No.

29 Financial Risk management- Objective & Policies

The Company's financial liabilities comprise mainly of Borrowings, Trade Payables and Other payables. The Company's financial assets comprise mainly of Investments, Cash & Cash Equivalents, Other balances with banks, Trade Receivables and other Receivables.

The Company is exposed to Market Risk, Credit Risk and liquidity Risk. The Board of Directors ('Board') oversea the management of these financial risks. They identify, assess and mitigate financial risks in order to minimise potential adverse effects on the company's finacial performance.

i. Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. This is based on the financial assets and financial liabilities held as at March 31, 2020 and March 31, 2019.

ii. Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

iii. Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses.

The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes.

Risk management is carried out by the CFO under policies approved by the Board of Directors. The CFO team identifies, evaluates and control financial risks in close co-operation with the Company's operating units. The board provides principles for overall risk management, as well as policies covering specific areas, such as local government policy risk, pollution risk, rehabilitation risk, interest rate risk, and credit risk, use of financial instruments and application of funds and liquidity.

Credit risk

Ageing Analysis of Trade receivables

As at March 31, 2020					As at March 31, 2019				
Not Due and Not Impaired	Upto Six Months	Six to Twelve Months	Above 12 Months	Total	Not Due and Not Impaired	Upto Six Months	Six to Twelve Months	Above 12 Months	Total
-	1,45,800	-	-	1,45,800	-	-	2,91,600	-	2,91,600

Note:

Cash And Cash Equivalents

Credit risk on cash and cash equivalents is limited as we generally invest in deposits with banks and financial institutions (mutual funds) with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in quoted shares, unquoted shares (stratigic investment) and liquid mutual fund units.

Liquidity Risk

The Company's approach in managing liquidity risk is to ensure that , as far as possible, it will have sufficient liquidity to meet its liabilities as and when they fall due under both normal and stressed conditions, without incurring unacceptable losses or risking damage to company's reputation.

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2020:

Particulars	Upto 1 year	1-2 years	2-4 years	4-9 years	Total
Long term borrowings including current maturity	-	-	-	-	-
Trade payables	2,33,800	-	-	-	2,33,800
Other financial liabilities (excluding derivatives)	2,11,519	-	-	-	2,11,519

The table below provides details regarding the contractual maturities of significant financial liabilities as of March 31, 2019:

Particulars	Upto 1 year	1-2 years	2-4 years	4-9 years	Total
Long term borrowings including current maturity	-	-	-	-	-
Trade payables	1,63,000	-	-	-	1,63,000
Other financial liabilities (excluding derivatives)	7,37,071	-			7,37,071

2. Capital risk management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity shareholders. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

	As at March 31, 2020	As at March 31, 2019	
Borrowings	-	-	
Trade payables	2,33,800.00	1,63,000.00	
Other payables	2,11,519.18	7,37,071.00	
Less: cash and cash equivalents	(80,195.26)	(3,12,382.00)	
Net debt	3,65,123.92	5,87,689.00	
Equity	2,35,05,962.68	2,27,53,340.00	
Capital and net debt	2,38,71,086.60	2,33,41,029.00	
Gearing Ratio	1.53%	2.52%	

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.

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Note No.

30 **OTHERS**

i) Previous Year figures have been re-grouped/re-arranged, wherever considered necessary to conform to current years classification.

ii) The Company is carrying on activities of Non Banking Financial Company though the application made in earlier years for Registration under section 45-1A of the Reserve Bank of India Act, 1934 was rejected.
The company has not accepted any public deposit and there are no such deposits held by it as at 31.03.2020.
The Company is taking necessary steps to regularise its business activities.

iii) The Company does not transfer 20% of its profit after tax to the Reserve Fund as required by section 45 1C 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 Finance Companies.

iv) The office space taken on lease for 11 months against a security deposit of Rs. 4.50 lacs and letting out the office space for a lease period of 11 months against a security deposit of Rs. 5.13 lacs was premature vacated by the party and consequently vacated by the company. The security deposit taken from the party was refunded by the company on receipt of the security deposit from the leasor during the year.

v) The Company has paid an advance to a company for purchase of land at vishakapatnam, Andhra Pradesh, free from all occupants and hiderances. However, the seller has not been able to get the land vacated from occupants and handover the land to the company during the year. The seller has agreed to bear the cost of interest on advance till land is handed over to the company. The company has not cancelled the deal.

vi) The COVID-19 pandemic has rapidly spread across the world as well as in India and has caused shutdown of the plants and all offices from March 24, 2020. The company has resumed operations in phased manner in line with the directives of the Government of India. The Company's management has made initial assessment of likely adverse impact on business, and believes that the impact is likely to be from short to medium term in nature. The office space let out by the company was premature vacated by the lessee and in turn the company has also vacated the leased property and due to pandamic the company has not been able to rent out any office space. The company has also not been able to take the possession of land due to undue delay caused by pandamic in getting the land free from occupants by the seller. The management does not see long term risks in the company's ability to continue as going concern and meeting its liabilities as and when they fall due. However, given the uncertainties associated with the eventual outcome, nature and duration of the pandemic, the impact may be different from the estimated as on date of approval of these financial statements.

vii) All figures are rounded off to nearest rupee amount.

For A. Singhi & Co.
Chartered Accountants
ICAI FRN: 319226E

(Sunil Singhi)
Partner
Membership No. 053088
1, R. N. Mukherjee Road,
Kolkata, the 5th day of September, 2020
UDIN: 20053088AAAART1637

B. L. Bagaria — DIN 02423660

B. K. Daga — DIN 00922769

DIN 02496033

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