

# UNIQUE MANUFACTURING & MARKETING LTD.

15, MAHARANA PRATAP SARANI, (Formerly-India Exchange Place)

3RD FLOOR, KOLKATA-700 001

Phone : 2230-0292, Fax : (033) 2230-0473

E-mail : kumarmetal35@bsnl.in

Date .....

11<sup>th</sup> December, 2012

The Calcutta Stock Exchange Limited,  
7, Lyons Range,  
Kolkata – 700 001.

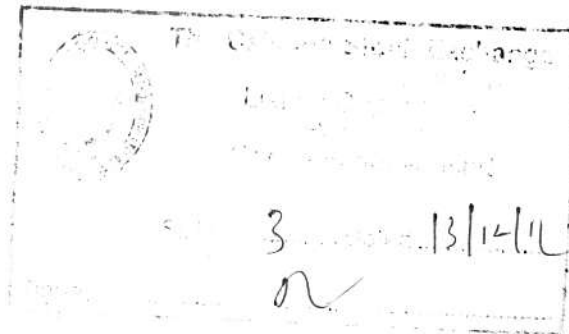
Dear Sirs,

Enclosed please find herewith 6 (six) copies our Printed Balance Sheet for the the year  
1011-12 for your record.

Yours faithfully,  
For Unique Manufacturing &  
Marketing Ltd.

  
Accountant.

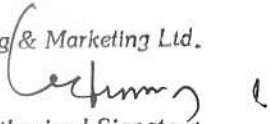
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# UNIQUE MANUFACTURING & MARKETING LIMITED

Unique Manufacturing & Marketing Ltd.

  
Authorised Signatory

## **ANNUAL REPORT AND ACCOUNTS 2011-2012**

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**UNIQUE MANUFACTURING & MARKETING LTD.**  
**ANNUAL REPORT AND ACCOUNTS**  
**2011-2012**

**BOARD OF DIRECTORS**

B. K. DAGA  
MOULISHREE MOHTA  
B. L. BAGARIA

**BANKERS**

UCO BANK  
THE ROYAL BANK OF SCOTLAND N.V.  
HDFC BANK

**AUDITORS**

SINGHI & CO.  
Chartered Accountants

**REGISTERED OFFICE**

15, INDIA EXCHANGE PLACE  
KOLKATA - 700 001

**SUBSIDIARY COMPANY**

SANJAY ESTATES PRIVATE LIMITED

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## UNIQUE MANUFACTURING & MARKETING LTD.

### **NOTICE**

NOTICE is hereby given that the 37th Annual General Meeting of M/s. UNIQUE MANUFACTURING & MARKETING LTD., will be held on Saturday, the 29th September, 2012 at the Registered Office of the Company at 15, India Exchange Place, 3rd Floor, Kolkata - 700 001 at 1.30 P.M. to conduct the following transactions :-

1. To accept, adopt and approve the Audited Statement of Accounts for the period ended on 31st March, 2012 and the reports of Auditors and Directors thereon.
2. To appoint Director in place of Sri B. K. Daga who retires by rotation being eligible, offer herself for reappointment.
3. To appoint the Auditors of the company and to fix their remuneration.

### **NOTES :**

A member entitled to attend and vote at the meeting is to appoint a proxy to attend and vote instead of himself/herself and proxy need not be a member of the company.

The proxy form should be deposited at the Registered Office of the Company not less than 48 hours before the time of meeting.

Register of Members and Share Transfer Books will remain closed from 26th to 29th September, 2012 both days inclusive.

Registered Office :  
15, India Exchange Place  
Kolkata - 700 001  
Dated : 31st Day of August, 2012

For and on behalf of the Board  
For UNIQUE MANUFACTURING & MARKETING LTD.

B. K. DAGA  
Director

## DIRECTORS' REPORT

To

The Members

The Directors are pleased to present the Annual Report and the Audited Accounts for the financial year ended 31st March, 2012.

The year under review shows a Net Loss of Rs. 1.07 lacs as against last year Profit of Rs. 11.07 lacs.

Your Directors have not recommended any dividend.

Sri B. K. Daga, Director of the Company retires by rotation and being eligible offers himself for re-election.

Pursuant to section 217(2AA) of the Companies (amendment) Act, 2000 the Directors confirm that :

- i) in the preparation of the Annual Accounts, the applicable accounting standards have been followed.
- ii) The Directors have selected such accounting policies and applied them consistently and made judgement and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and Profit & Loss of the Company for the period.
- iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for the prevention and detecting fraud and other irregularities to the best of their knowledge and ability.
- iv) The Directors have prepared the annual accounts on a going concern basis.

Observations made by the Auditors are self explanatory and need no further clarifications.

None of the employees are covered under the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of employees) Rules, 1975 (as amended).

The Auditors M/s. Singhi & Co. the statutory auditor of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

Information required u/s 217(e) of the Companies Act, 1956 read with the companies (Disclosure of particulars in the Report of Directors) Rules 1988, with respect to conservation of energy, technology absorption and foreign exchange earning/outgo are not applicable during the year under review.

For and on behalf of the Board

Date : 31st August, 2012

Place : Kolkata

B. K. DAGA

Director

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**AUDITORS' REPORT TO SHAREHOLDERS**

1. We have audited the attached Balance Sheet of **UNIQUE MANUFACTURING AND MARKETING LIMITED** as at 31st March, 2012, the Statement of Profit & Loss and the Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall Financial Statements presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the companies (Auditors' Report) order, 2003 issued by the Central Government in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
4. Further to our comments in the annexure referred to above, we report that :-
  - A. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - B. In our opinion, proper books of account as required by the Companies Act, 1956 (as amended) have been kept by the Company so far as appears from our examination of those books;
  - C. The Balance Sheet, Statement of Profit & Loss and the Cash Flow Statement are in agreement with the Books of Account;
  - D. In our opinion, the Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement comply with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956 (as amended) except AS-13 regarding "Accounting for Investments" as mentioned below.
  - E. On the basis of the written representations received from the Directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2012 from being appointed as a Director in terms of Clause (g) of sub section (1) of Section 274 of the Companies Act, 1956.
  - F. In our opinion and to the best of our information and according to the explanations given to us, the annexed accounts Subject to :
    - i) *Non-provision for diminution in the value of Non current investments in the equity shares of its subsidiary company to the extent of Rs. 154.55 lacs (Refer Note no. 8 of Notes to Financial Statements).*
    - ii) *The outstanding interest income already booked on Loans or Advances to its Subsidiary prior to such loans becoming NPA has not reversed. No provision has been made for principal amount of loan and interest accrued thereon, (already booked as income) amounting to Rs. 25.03 Lacs in total.*

*Without considering note no. 8 and 22 in Notes to Financial Statements, had the item stated in Paragraph No. 4 (F)(i) & (F)(ii) above been considered, the Loss after tax for the year would have been Rs. 180.65 lacs (as against the reported loss after tax figure of Rs. 1.07 lacs), Reserves & Surplus would have been (Rs. 144.07) lacs (as against the reported figure of Rs. 35.51 lacs) and Short Term Loans & Advances would have been Rs. 7.42 lacs (as against the reported figure of Rs. 21.78 lacs) and Other Current Assets would have been Rs. NIL (as against the reported figure of Rs. 10.67 lacs) and Investment would have been Rs. 8.08 lacs (as against the reported figure of Rs. 162.62 lacs) and read together with other notes give the information required by the Companies Act, 1956 (as amended) in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India.*

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012.
- (b) In the case of the Statement of Profit & Loss, of the Loss of the Company for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

1-B, Old Post Office Street,  
Kolkata  
Dated, the 31st day of August, 2012

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

(S. K. Kothari)  
Partner  
Membership No. 54157

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**ANNEXURE TO THE AUDITORS' REPORT**  
**(Referred to in Paragraph 3 of our report of even date)**

1. In respect of its fixed assets:-
    - a) The Company does not have any fixed assets, accordingly, the clause (i) (a) & (b) of the order is not applicable.
    - c) However, going concern assumption of the company has remained unaffected
  - ii) In respect of its inventories:-
    - a) The stock of Shares & Debentures have been physically verified by the Management at reasonable intervals during the year. The same has been accepted by us as certified by the management.
    - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of Shares & Debentures followed by the Management were reasonable and adequate in relation to the size of the Company and the nature of its business.
    - c) In our opinion and according to the information and explanations given to us, the Company has maintained proper records of its Shares & Debentures and no material discrepancies were noticed on physical verification.
  - iii)
    - a) According to information and explanations given to us the Company has not granted any new secured/unsecured loans to any party covered in the Register maintained under section 301 of the Act during the year. However the company has granted loan in the past to one company and the maximum amount outstanding at any time during the year is Rs. 25.03 lacs and the year end balance is Rs. 25.03 lacs which is repayable on demand and the rate of interest and other terms and conditions of such loan are, prima facie, prejudicial to the interest of the company.
    - b) The receipt of interest on loan is regular except from loan to subsidiary and principal amount is repayable on demand. The Company has not taken any reasonable step for recovery of outstanding interest of more than Rs. 1 lac due from its Subsidiary.
    - c) The Company has not taken any loans, secured or unsecured from companies, firms and other parties covered in the Register maintained under section 301 of the Act. Therefore sub-clause (f) and (g) of this clause is not applicable.
  - iv) In our opinion and according to the information's and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business for purchase and sale of Shares & Debentures.
  - v)
    - a) To the best of our knowledge and belief and according to the information and explanations given to us, the transactions that need to be entered in the register maintained under section 301 of the Companies Act, 1956, has been so entered.
    - b) In our opinion and according to the information and explanations given to us, the company has not entered into any contract/arrangement exceeding Rs. 5 lacs in value in respect of any party in which the directors are interested, as recorded in the register maintained under section 301 of the Companies Act, 1956.
  - vi) In our opinion, the Company has not accepted deposits from public during the year to which the provision of section 58A and 58AA of the Companies Act, 1956 and the rules framed there under apply.
  - vii) The Company does not have internal audit system.
  - viii) According to the information and explanations given to us, the maintenance of cost records has not been prescribed by Central Govt. under section 209 (1)(d) of the Companies Act, 1956.
  - ix) According to the information and explanations given to us in respect of Statutory and other dues:
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UNIQUE MANUFACTURING & MARKETING LTD

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- a) The Company has generally been regular in depositing undisputed statutory dues, including Income Tax, wealth tax and any other statutory dues as applicable with the appropriate authorities during the year.
- b) As at 31st March, 2012 there were no dues of, income tax, wealth tax, Service Tax and any other statutory dues which have not been deposited on account of dispute.
- x) The Company does not have accumulated losses as at the end of the year and it has not incurred cash loss in the immediately preceding financial year but has incurred cash loss in current financial year.
- xi) No loan was taken by the Company from Financial Institutions, banks and Debenture holders. Accordingly, clause 4(xi) of the Order is not applicable.
- xii) According to the information and explanations given to us, the Company has not granted loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The provisions of any special statute as applicable to Chit Fund/Nidhi/Mutual benefit Fund / Societies are not applicable to the Company.
- xiv) In our opinion and according to the information and explanations given to us, the company is engaged in the business of dealing and trading of securities and commodity. The company has maintained proper records of the transactions and contracts for the share, securities, debentures and other investments dealt in by company and timely entries have been made thereon. The company held in its investments in its own name.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xvi) To the best of our knowledge and belief and according to the information and explanations given to us, no term loans availed by the Company during the year.
- xvii) According to the information and explanations given to us, fund raised on short-term basis have not been used for long term investments.
- xviii) Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956, during the year.
- xix) According to the information and explanations given to us, the company has not issued any debentures during the year.
- xx) The Company has not raised any money by public issues during the year.
- xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

1-B, Old Post Office Street,  
Kolkata  
the 31st day of August, 2012

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

(S. K. Kothari)  
Partner  
Membership No. 54157

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UNIQUE MANUFACTURING & MARKETING LTD.

BALANCE SHEET AS AT 31ST MARCH, 2012

	Note No.	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>A: Equity and Liabilities</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	13,850,200	13,850,200
Reserve & Surplus	3	3,550,592	3,657,263
<b>Current liabilities</b>			
Short term borrowings	4	650,000	1,180,000
Trade payable	5	103,753	138,536
Other current liabilities	6	1,879,060	1,885,185
Short-term provisions	7	63,856	55,295
<b>TOTAL</b>		<b>20,097,461</b>	<b>20,766,479</b>
<b>B. Assets</b>			
<b>Non-Current Assets</b>			
Non-Current investments	8	16,262,806	16,262,806
<b>Current assets</b>			
Inventories	9	365,434	395,568
Trade receivables	10	106,524	105,907
Cash and cash equivalents	11	117,238	139,811
Short-term loans and advances	12	2,178,074	2,795,002
Other Current Assets	13	1,067,385	1,067,385
<b>TOTAL</b>		<b>20,097,461</b>	<b>20,766,479</b>

Significant accounting policies and notes  
to account

1 to 26

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

1-B, Old Post Office Street  
Kolkata - 700 001  
the 31st day of August, 2012

FOR SINGHI & CO.  
Chartered Accountants  
S. K. KOTHARI  
Partner  
Membership No. 54157

B. K. DAGA  
MOULISHREE MOHTA  
B. L. BAGARIA } Directors

## STATEMENT OF PROFIT &amp; LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

	Note No.	For the Year ended 31st March, 2012 Rs.	For the year ended 31st, March, 2011 Rs.
Revenue from operations	14	—	16,447,507
Other income	15	1,234,818	1,230,028
<b>Total revenue (I)</b>		<b>1,234,818</b>	<b>17,677,535</b>
<b>Expenses</b>			
Changes in stock in trade	16	30,134	12,979,545
Finance Cost	17	55,393	613,381
Other Expenses	18	1,255,962	2,977,724
<b>Total (II)</b>		<b>1,341,489</b>	<b>16,570,650</b>
<b>Profit/(Loss) before tax (I)-(II)</b>		<b>(106,671)</b>	<b>1,106,885</b>
<b>Tax expenses</b>			
Current Tax		—	30,000
Income tax pertaining to previous year		—	89,863
<b>Total tax expense</b>		<b>—</b>	<b>119,863</b>
<b>Profit/(Loss) for the year</b>		<b>(106,671)</b>	<b>987,022</b>
<b>Earnings per share [(Basic &amp; diluted</b>	20		
<b>(Nominal value per share Rs. 10/-)]</b>		<b>(0.08)</b>	<b>0.71</b>

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

As per our annexed Report of even date

1-B, Old Post Office Street Kolkata - 700 001 the 31st day of August, 2012	FOR SINGHI & CO. Chartered Accountants S. K. KOTHARI Partner Membership No. 54157	B. K. DAGA MOULISHREE MOHTA B. L. BAGARIA	Directors
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**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012**

	For the Year ended 31st March, 2012 Rs.	For the year ended 31st, March, 2011 Rs.
<b>A. Cash Flow from Operating Activities</b>		
Net Profit/(Loss) before tax	(106,671)	1,106,885
Adjustments for :		
Depreciation	-	-
Interest Expenses	55,393	613,381
Liability No Longer Required Written Back	-	-
<b>Operating Profit before Working Capital Changes</b>	<b>(51,278)</b>	<b>1,720,266</b>
Increase/(Decrease) in Short Term Provisions	-	-
Increase/(Decrease) in Trade Payables	(34,783)	(25,416)
Increase/(Decrease) in Other Current Liabilities	(56,441)	(46,213)
Decrease/(Increase) in Trade Receivables	(617)	(3,099)
Decrease/(Increase) in Inventories	30,134	12,979,546
Decrease/(Increase) in Short Term Loans & Advances	740,146	2,028,350
Decrease/(Increase) in Other Current Assets	-	-
Cash generated from Operating activities	627,161	16,653,434
Taxes Paid	(114,657)	(218,818)
<b>Net Cash from Operating Activities</b>	<b>512,504</b>	<b>16,434,616</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	-	-
Interest Received	-	-
<b>Net Cash from Investing activities</b>	<b>-</b>	<b>-</b>
<b>C. Cash Flow from Financing Activities</b>		
Issue of Capital & its redemption	-	-
Interest paid	(5,077)	(61,338)
Borrowings & its repayment	(530,000)	(16,320,000)
<b>Net Cash Flow from Financing Activities</b>	<b>(535,077)</b>	<b>(16,381,338)</b>
<b>Net Increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(22,573)</b>	<b>53,278</b>
Opening Cash and Cash Equivalents	139,811	86,533
<b>Closing Cash and Cash Equivalents</b>	<b>117,238</b>	<b>139,811</b>

**Notes :**

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

	As at 31st March, 2012	As at 31st March, 2011
a) Cash in hand	1,075	3,321
b) Balance with Banks in Current Account	116,163	136,490
	<b>117,238</b>	<b>139,811</b>

1-B, Old Post Office Street  
Kolkata - 700 001  
the 31st day of August, 2012

**FOR SINGHI & CO.**  
Chartered Accountants  
S. K. KOTHARI  
Partner  
Membership No. 54157

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

**1. SIGNIFICANT ACCOUNTING POLICIES**

**(A) Basis of Accounting :**

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

All Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule VI to the Companies Act, 1956. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has assumed its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**(B) Fixed Assets**

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

**(C) Depreciation on tangible fixed assets**

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

**(D) Investments**

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

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

**(E) Inventories**

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

**(F) Revenue Recognition**

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

**(G) Taxes on Income**

- a) Current Tax would be payable based on the computation of tax as per taxation laws under the Income Tax Act 1961.
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- b) Deferred Tax is recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- c) Tax credit for Minimum Alternate Tax (MAT) is recognized when there is convincing evidence of its realisability against future normal tax liability.

**(H) Provisions, Contingent Liabilities and Contingent Assets**

- a) Provision is recognized when there is a present obligation as-a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
  - b) Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote.
  - c) Contingent Asset is neither recognized nor disclosed in the financial statements.
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Notes to financial statements for the year ended 31st March, 2012

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>2. Share capital</b>		
<b>Authorised Shares</b>		
14,00,000 (previous year 14,00,000) equity shares of Rs. 10/- each	<u>14,000,000</u>	<u>14,000,000</u>
	<u>14,000,000</u>	<u>14,000,000</u>
<b>Issued, subscribed and fully paid-up shares</b>		
13,85,020 (previous year 13,85,020) equity shares of Rs. 10/- each fully paid-up (includes 4,95,020 shares issued for consideration other than cash)	<u>13,850,200</u>	<u>13,850,200</u>
	<u>13,850,200</u>	<u>13,850,200</u>

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

	As at 31st March, 2012		As at 31st March, 2011	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the period	<u>1,385,020</u>	<u>13,850,200</u>	<u>1,385,020</u>	<u>13,850,200</u>
Outstanding at the end of the period	<u>1,385,020</u>	<u>13,850,200</u>	<u>1,385,020</u>	<u>13,850,200</u>

**B. Terms/rights attached to equity shares**

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

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

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

	As at 31st March, 2012		As at 31st March, 2011	
	% holding in the		% holding in the	
	Numbers	Class	Numbers	Class
<b>Equity Shares of Rs. 10 each fully paid</b>				
Mr. Prakash Kumar Mohta	741,260	53.52%	741,260	53.52%
Pratibha Manufacturing & Marketing Limited	114,250	8.25%	114,250	8.25%
Pratibha Khaitan	200,000	14.44%	200,000	14.44%
Moulisree Mohta	70,750	5.11%	70,750	5.11%

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



## Notes to financial statements for the year ended 31st March, 2012

- D. No shares in the company are being held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company as at the Balance Sheet date.
- E. No shares have been reserved for issue under options and contracts / commitments for the sale of shares / disinvestment as at the Balance Sheet date.
- F. No shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash or by way of Bonus shares or has been bought back by the company during the period of five years preceeding the date as at which the Balance Sheet is prepared.
- G. No convertible security has been issued by the company during the year.
- H. No calls are unpaid by any director and officer of the company during the year.

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>3. Reserves and surplus</b>		
<b>General reserve</b>		
Balance as per last financial statements	1,200	1,200
<b>Closing Balance</b>	<b>1,200</b>	<b>1,200</b>
<b>Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>		
Balance as per last financial statements		
Profit/(Loss) for the year	3,656,063	2,669,041
<b>Net surplus in the Statement of profit and loss</b>	<b>(106,671)</b>	<b>987,022</b>
	<b>3,549,392</b>	<b>3,656,063</b>
<b>Total Reserves and Surplus</b>	<b>3,550,592</b>	<b>3,657,263</b>
<b>4. Short Term Borrowings</b>		
<b>Loans &amp; Advances from Related Parties (Unsecured)</b>		
Loan from Body Corporate*	650,000	1,180,000
	<b>650,000</b>	<b>1,180,000</b>
*Loan taken from Related Parties are repayable on demand.		
<b>5. Trade payable</b>		
<b>For services :</b>		
Auditors remuneration	13,483	16,545
Licence Fees	90,270	90,270
Professional Fees	—	7,721
Rent	—	24,000
	<b>103,753</b>	<b>138,536</b>



Notes to financial statements for the year ended 31st March, 2012

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.			
<b>6. Other current liabilities</b>					
Interest accrued and due on borrowings	1,351,195	1,300,879			
Security Deposit	512,500	512,500			
Statutory dues	15,365	71,626			
Others	—	180			
	<u>1,879,060</u>	<u>1,885,185</u>			
<b>7. Short Term Provisions</b>					
<b>Others provisions</b>					
Provision for Wealth Tax {net of Advance Tax Rs. 180,885/- (Previous Year Rs. 125,590/-)}	63,856	55,295			
	<u>63,856</u>	<u>55,295</u>			
<b>8. Non Current Investments</b>					
Non Trade Investments (Valued at Cost unless stated otherwise)					
	<u>Paid up</u>	<u>As at 31st March, 2012</u>	<u>As at 31st March, 2011</u>		
<u>Name of the Company</u>	<u>Value</u>	<u>No. of Shares</u>	<u>Book Value</u>	<u>No. of Shares</u>	<u>Book Value</u>
	<u>Rs.</u>		<u>Rs.</u>		<u>Rs.</u>
<u>Investment in Equity Instruments (Unquoted Fully paid up)</u>					
Sanjay Estates Pvt. Ltd.					
(Subsidiary Company)*	10	20100	15,454,431	20100	15,454,431
		(A)	<u>15,454,431</u>		<u>15,454,431</u>
<u>Other Investments</u>					
Jewellery (Loose & Polished Diamonds)			808,375		808,375
(As taken Valued and certified by the management)		(B)	<u>808,375</u>		<u>808,375</u>
		Total (A+B)	<u>16,262,806</u>		<u>16,262,806</u>
<u>Aggregate Book Value of</u>					
<u>Unquoted Investments</u>					
In equity instruments			15,454,431		15,454,431
In Other investments			<u>808,375</u>		<u>808,375</u>
			<u>16,262,806</u>		<u>16,262,806</u>
Market Value of Jewellery			9,385,552		8,529,446
			<u>9,385,552</u>		<u>8,529,446</u>

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

## Notes to financial statements for the year ended 31st March, 2012

## 9. Inventories

(As taken valued and certified by the management)

<u>Name of the Company</u>	<u>Face</u>	<u>As at 31st March, 2012</u>		<u>As at 31st March, 2011</u>	
	<u>Value</u>	<u>No. of Shares</u>	<u>Total Value</u>	<u>No. of Shares</u>	<u>Total Value</u>
	<u>Rs.</u>		<u>Rs.</u>		<u>Rs.</u>
Equity Shares					
<u>Quoted</u>					
Avadh Mercantile Co. Ltd.	10	24,000	32,570	24,000	32,570
Brownia Business Ltd.	10	50	1	50	1
Guest Keen & Williams Ltd.	1	2	91	2	91
Graphite India Ltd. (received as scheme of arrangement from Guest Keen & Williams Ltd.)	2	8	-	8	-
Hindustan Motors Ltd.	10	58	567	58	882
Pratibha Mfg. & Mktg. Ltd.	10	32,350	36,037	32,350	36,037
Pee Bee Steel Industries Ltd.	10	67,100	263,845	67,100	263,845
Universal Prime Aluminium Ltd.	10	17,894	30,778	17,894	60,661
Universal Enterprises Ltd.	10	460	1,476	460	1,476
Uniworth International Ltd.	10	500	1	500	1
Uniworth Textile Ltd.*	10	75	1	75	1
Woolworth (India) Ltd.*	10	50	65	50	1
<b>Sub Total (A)</b>			<b>365,432</b>		<b>395,566</b>
<u>Unquoted</u>					
Indo Asian Securities (P) Ltd.***	10	21000	1	21000	1
MP United Polypropylene Ltd.*	10	1000	1	1000	1
<b>Sub Total (B)</b>			<b>2</b>		<b>2</b>
<b>Total (A+B)</b>			<b>365,434</b>		<b>395,568</b>

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

\*\* Market rate as well as Break up Value of this share was not available in the previous year 2010-11, hence value considered at Re. 1/-

However, in the current year recorded at cost or market value whichever is lower.

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

Notes to financial statements for the year ended 31st March, 2012

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>10. Trade Receivables</b>		
Other Receivable (Unsecured and Considered good unless otherwise stated)	106,524	105,907
	<u>106,524</u>	<u>105,907</u>
<b>11. Cash and Bank Balances</b>		
<b>Cash &amp; Cash Equivalents</b>		
<b>Balances with banks :</b>		
With Scheduled Banks		
In Current account	116,163	136,490
Cash in hand	1,075	3,321
	<u>117,238</u>	<u>139,811</u>
<b>12. Short Term Loans and advances</b>		
<b>Security deposit</b>		
Unsecured, considered good	450,000	450,000
(A)	<u>450,000</u>	<u>450,000</u>
<b>Loans &amp; Advances to Related Parties</b>		
To Subsidiary Company*	1,436,056	1,436,056
(Unsecured considered good)		
To Other Related party	-	740,146
(Unsecured considered good)		
(B)	<u>1,436,056</u>	<u>2,176,202</u>
<b>Other loans and advances</b>		
Advance Income Tax & TDS (net of provisions Rs. 505,000/- (Previous Year Rs. 505,000))	292,018	168,800
(C)	<u>292,018</u>	<u>168,800</u>
<b>Total (A+B+C)</b>	<u>2,178,074</u>	<u>2,795,002</u>
<b>13. Other Current Assets</b>		
Interest Receivable on Loans to Related Party	1,067,385	1,067,385
(Unsecured Considered Good)	-	-
	<u>1,067,385</u>	<u>1,067,385</u>

\*Loans & Advances to Subsidiary Company amounting to Rs. 14.36 Lacs and interest receivable thereon amounting to Rs. 10.36 Lacs has been considered good as in the opinion of the management they are realisable and considered good. Such loans are repayable on demand.

## Notes to financial statements for the year ended 31st March, 2012

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>14. Revenue from operations</b>		
Sales of Guarseed	—	16,447,507
	—	16,447,507
<b>15. Other Income</b>		
Dividend Received	28	28
Licence fee Received	1,230,000	1,230,000
Miscellaneous Income	180	—
Interest received from Income Tax	4,610	—
	<u>1,234,818</u>	<u>1,230,028</u>
<b>16. Changes in stock in trade</b>		
<b>Inventories at the beginning of the year (A)</b>		
Shares & debentures	395,568	369,793
Commodity	—	13,005,320
	<u>395,568</u>	<u>13,375,113</u>
<b>Inventories at the end of the year (B)</b>		
Shares & Debentures	365,434	395,568
Commodity	—	—
	<u>365,434</u>	<u>395,568</u>
<b>Total (A-B)</b>	<u>30,134</u>	<u>12,979,545</u>
<b>17. Finance Cost</b>		
Interest Expnese	55,393	613,381
	<u>55,393</u>	<u>613,381</u>
<b>18. Other Expenses</b>		
Professional Fees	22,984	40,275
Rent	24,000	24,000
Rates & Taxes	70,606	62,045
Warehouse Charges	—	251,024
Licence Fees	1,080,000	1,080,000
Transport Charges	—	257,568
Travelling Expnses	—	67,231
Commodity Difference	—	53,351
Derivative Trade	—	1,084,569
Prior Period Expenses	5,510	—
<u>Auditor's Remuneration</u>		
As Audit Fee	13,483	13,236
As Tax Audit Fee	—	3,309
In Other Capacity	—	—
Other Expenses	39,379	41,116
	<u>1,255,962</u>	<u>2,977,724</u>

**Notes to financial statements for the year ended 31st March, 2012**

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

20. Earnings per Share (EPS) :

	<u>2011-12</u>	<u>2010-11</u>
(a) Profit/(Loss) after tax for the year (in Rs.)	(1,06,671)	9,87,022
(b) Number of Equity Shares outstanding at the end of the year	<b>1385020</b>	1385020
(c) Basic and diluted EPS (in Rs.) - FV Rs. 10/- each	<b>(0.08)</b>	0.71

21. The Company's application for registration U/s. 45IA of the Reserve Bank of India Act, 1934 has been rejected. While conveying this decision, the Reserve Bank of India has further advised that the company continues to be governed by the relevant provisions of the Reserve Bank of India Act, 1934 and various directions / instructions issued by the Reserve Bank of India from time to time until such time the object clause relating to the activities of Non-Banking Financial Institution listed in the Memorandum of Association of the Company is deleted and the entire amount of Public Deposits, if any, held by the Company is fully repaid with interest. It is relevant to mention here that the company has not accepted any public deposits and there are no such deposits held by it as at 31st March, 2012.

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

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

23. Related Party Disclosures as per Accounting Standard 18 :

(A) List of Related Parties :

(i) **Key Management Personnel :**

Shri B. K. Daga - Whole Time director

(ii) **Parties where control exists :**

a) Sanjay Estates Private Limited - Subsidiary company

(iii) **Individual owning direct interest in the voting power**

Shri P. K. Mohta \_ Being Substantial Shareholder in the company holding 53.52% shares.

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

Name of Companies

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

**Note :** Related Parties are as identified by the company.

Notes to financial statements for the year ended 31st March, 2012

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

Nature of Transaction	(Enterprises over which individual owning direct interest in the voting power exercise significant influence)				
	Subsidiary Company Sanjay Estates Pvt. Ltd.	Universal Enterprises Ltd.	Universal Auto crafts Pvt. Ltd.	Avadh Mercantile Company Ltd.	Bhiragacha Finance Company Private Limited
Loan received	Nil	Nil	Nil	1,50,000.00	60,000.00
Loan Repaid	Nil	Nil	Nil	Nil	7,40,000.00
Margin Money Paid	Nil	7,40,145.97	Nil	Nil	Nil
License Fee Paid	Nil	Nil	9,90,000	Nil	Nil
Interest paid	Nil	Nil	Nil	4,623.00	50,770.00
<b>Balance Outstanding as on 31/3/12</b>					
Loans and advances (including interest)	25,03,440.50	Nil	Nil	Nil	Nil
Trade payable Short Term Borrowings (Including interest)	Nil	Nil	90,270/-	Nil	Nil
<b>Balance Outstanding as on 31/3/11</b>					
Loans and advances (including interest)	25,03,440.50	7,40,145.97	Nil	Nil	Nil
Trade payable Short Term Borrowings (Including interest)	Nil	Nil	90,270/-	Nil	Nil
	Nil	Nil	Nil	Nil	24,80,879/-

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

25. Previous year's figures have been rearranged / regrouped wherever necessary to conform to current year's presentation as required by the Revised Schedule VI to the Companies Act, 1956.

1-B, Old Post Office Street Kolkata - 700 001 the 31st day of August, 2012	FOR SINGHI & CO.		B. K. DAGA MOULISHREE MOHTA B. L. BAGARIA	} Directors		
	Chartered Accountants					
	S. K. KOTHARI					
	Partner					
	Membership No. 54157					

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# **SANJAY ESTATES PRIVATE LIMITED**

## **ANNUAL REPORT AND ACCOUNTS 2011-2012**

### **BOARD OF DIRECTORS**

SHRI P. K. MOHTA  
SMT. J. MOHTA

### **BANKERS**

THE ROYAL BANK OF SCOTLAND

### **AUDITORS**

H. K. AGARWAL & CO.  
Chartered Accountants

### **REGISTERED OFFICE**

7, RONALDSHAY ROAD  
KOLKATA - 700 027

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## SANJAY ESTATES PRIVATE LIMITED

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### DIRECTORS' REPORT TO THE MEMBERS FOR THE YEAR ENDED 31ST MARCH, 2012

Your Directors have pleasure in presenting their Twenty Ninth Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2012

#### WORKING RESULTS

	Year Ended 31.03.2012 Rs.
Loss before Taxation	(26,239.00)
Less : Provision after Taxation	Nil
Loss after Taxation	(26,239.00)
Credit Balance brought forward previous year	(600,802.00)
Balance Carried to Balance Sheet	(6,27,041.00)

Due to loss during the year, your Directors do not recommend any dividend.

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000 the Directors confirm that :-

- 1) In the preparation of annual accounts, the applicable accounting standards have been followed;
- 2) appropriate accounting policies have been selected and applied consistently and made judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affair of the Company as at 31st March, 2012 and Loss of the Company for that period.
- 3) Proper and sufficient care had been taken for the maintenances of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- 4) The annual accounts have prepared on a going concern basis.

Messrs H. K. Agarwal & Co, Chartered Accountants retires at the ensuing Annual General Meeting and being eligible offer themselves for re-appointed.

For and on behalf of the Board

Registered Office :  
7, Ronaldshay Road  
Kolkata - 700 027  
Dated, the 26th day of June, 2012

PRAKASH KUMAR MOHTA  
Director



AUDITORS' REPORT

We have audited the attached Balance Sheet of M/s. SANJAY ESTATES PRIVATE LIMITED as at 31st March, 2012 and also the Profit and Loss Account for the year ended on that date annexed hereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion. We report that :

1. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of account as required by law have been kept by the company so far as appears from our examination of those books;
3. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
4. In our opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with accounting standards referred to in sub-section 3(C) of section 211 of the Companies Act, 1956.
5. On the basis of representations received from the directors, as on 31st March, 2012. We report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India :
  - (a) in the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2012, and
  - (b) in the case of Profit and Loss Account of the 'Loss' for the year ended on that date.
7. This report does not include a statement on the matters specified in paragraph 4 of The Companies (Auditor's Report) order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, since in our opinion and according to the information and explanation given to us, the said order is not applicable to the Company.

125, Netaji Subhas Road  
Kolkata - 700 001  
Dated, the 26th day of June, 2012

For H. K. AGRAWAL & CO.  
Chartered Accountants  
(H. K. AGRAWAL)  
Partner  
Membership No. 013937

**Balance Sheet as at 31st March, 2012**

	Note No.	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	202,000.00	202,000.00
(b) Reserves and Surplus	2	(627,040.71)	(600,801.71)
<b>(2) Non-Current Liabilities</b>			
(a) Long-term Borrowings	3	2,503,440.50	2,503,440.50
(b) Short-term liabilities	4	31,000.00	24,000.00
<b>(3) Current Liabilities</b>			
(a) Other current liabilities	5	5,000.00	3,000.00
(b) Short-term provisions	6	663.00	663.00
<b>Total</b>		<b>2,115,062.79</b>	<b>2,132,301.79</b>
<b>II ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Fixed assets			
Tangible assets	7	1,870,361.00	1,870,361.00
(b) Long term loans & advances	8	39,200.00	39,200.00
<b>2) Current assets</b>			
(a) Cash and cash equivalents	9	4,765.79	22,163.79
(b) Short term loans & advances	10	200,736.00	200,577.00
<b>TOTAL</b>		<b>2,115,062.79</b>	<b>2,132,301.79</b>
Significant Accounting Policies and Notes on Accounts	13		

In terms of our report of even date annexed

For H. K. AGRAWAL & CO.  
Chartered Accountants  
H. K. AGRAWAL  
Partner

Place : Kolkata  
Dated, the 26th day of June, 2012

**Profit & Loss Account for the Year ended 31st March, 2012**

	Note No.	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>INCOME</b>			
Revenue from operations		120,000.00	96,000.00
<b>Total Revenue</b>	11	<u>120,000.00</u>	<u>96,000.00</u>
<b>EXPENSES</b>			
Other Expenses	12	146,239.00	95,147.00
<b>Total Expenses</b>		<u>146,239.00</u>	<u>95,147.00</u>
<b>Profit /(Loss) Before Tax</b>		<b>(26,239.00)</b>	<b>853.00</b>
<b>Tax expense</b>			
Current tax		—	263.00
Income Tax Petaining to Previous Year		—	(69,636.00)
<b>Profit for the year</b>		<u><b>(26,239.00)</b></u>	<u><b>(69,046.00)</b></u>
<b>Earnings per equity share</b>			
Basic & Diluted		<b>(1.30)</b>	0.29
Significant Accounting Policies and Notes on Accounts	15		

In terms of our report of even date annexed

Place : Kolkata  
Dated, the 26th day of June, 2012

For H. K. AGRAWAL & CO.  
Chartered Accountants  
H. K. AGRAWAL  
Partner

# SANJAY ESTATES PRIVATE LIMITED

## Notes to Financial Statement

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>1. Share Capital</b>		
<u>Authorised :</u>		
1,50,000 Equity Shares of Rs. 10/- each	<u>1,500,000.00</u>	<u>1,500,000.00</u>
<u>Issued, subscribed and paid up :</u>		
20200 Equity Shares of Rs. 10/- each fully paid in cash	<u>202,000.00</u>	<u>202,000.00</u>
<b>Total</b>	<u>202,000.00</u>	<u>202,000.00</u>
<b><u>Details of Shareholders holding more than 5% shares</u></b>		
	<u>No. of Shares</u>	<u>No. of Shares</u>
Name of Shareholders (Holding Company)		
Unique Manufacturing & Marketing Ltd.	<u>20,100</u>	<u>20,100</u>
	99.50%	99.50%
<b>2. Reserves and Surplus</b>		
<b><u>Surplus from statement of Profit &amp; Loss</u></b>		
Opening Balance	(600,801.71)	(531,755.71)
Add : Profit during the year	(26,239.00)	(69,046.00)
Closing Balance	<u>(627,040.71)</u>	<u>(600,801.71)</u>
<b>3. Long term borrowings</b>		
Unsecured loans from Holding Company (bearing no interest)	<u>2,503,440.50</u>	<u>2,503,440.50</u>
<b>4. Other Short-term liabilities</b>		
Advance against Rent	<u>31,000.00</u>	<u>24,000.00</u>
<b>5. Other current liabilities</b>		
Liabilities for expenses	<u>5,000.00</u>	<u>3,000.00</u>
<b>6. Short term provisions</b>		
Provision for taxation	<u>663.00</u>	<u>663.00</u>
<b>7. Tangible Assets</b>		
Freehold land & building (Gross)	<u>1,870,361.00</u>	<u>1,870,361.00</u>

## Notes to Financial Statement

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>8. Long term loans and advances</b> (Unsecured and considered good)		
Security deposit with CESC	39,200.00	39,200.00
<b>9. Cash and cash equivalents</b>		
Balance with bank	4,395.50	21,438.50
Cash in hand	370.29	725.29
	4,765.79	22,163.79
<b>10. Short term loans and advances</b> (Unsecured and considered good)		
Recoverable Advance	200,000.00	200,000.00
Income Tax (A.Y.2010-11)	577.00	577.00
Income Tax (A.Y.2011-12)	159.00	-
	200,736.00	200,577.00
	<u>2011-12</u>	<u>2010-11</u>
<b>11. Revenue from operations</b>		
Income from services		
Rent Received	120,000.00	96,000.00
<b>12. Other expenses</b>		
Rates & Taxes	129,368.00	85,880.00
Bank Charges	841.00	229.00
Professional tax	2,500.00	2,500.00
Conveyance Expenses	25.00	-
Printing & Stationery	-	78.00
General Expenses	55.00	10.00
Filing Fee	600.00	600.00
Professional Charges	7,850.00	2,850.00
Audit Fee	5,000.00	3,000.00
	146,239.00	95,147.00

## Notes to Financial Statement

### 13. Significant Accounting Policies and notes to accounts

#### (i) GENERAL :

- (a) The accounts are prepared on the Historical Cost Basis and on accounting principles as a going concern.
- (b) Accounting policies not specifically referred to otherwise are consistent and are in consonance with generally accepted accounting principles.

#### (ii) REVENUE :

Income and Expenditure are accounted for on accrual basis.

#### (iii) FIXED ASSETS :

Fixed Assets have been taken at cost.

#### (iv) DEPRECIATION :

Depreciation has not been provided on freehold Land & Building.

#### (v) DEFERRED TAX :

There is no items to warrant provisions of Deferred Taxation as per Accounting Standard-22 prescribed by the institute of Chartered Accountants of India.

#### (vi) RELATED PARTY DISCLOSURES

Name of related party :	Unique Manufacturing & Marketing Ltd.
Nature of Relationship :	Holding Company
Transactions during the year :	Nil
Balance as on 31st March, 2012	Rs. 25,03,440.50
Long term borrowings	

- (vii) Previous year's figures have been re-arranged wherever necessary.

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In terms of our report of even date annexed

Place : Kolkata  
Dated, the 26th day of June, 2012

For H. K. AGRAWAL & CO.  
Chartered Accountants  
H. K. AGRAWAL  
Partner

**UNIQUE MANUFACTURING & MARKETING LTD.**

**Statement Pursuant to Section 212 of the Companies Act, 1956  
relating to Subsidiary Company**

1. Name of the Company			Sanjay Estates Pvt. Ltd.
2. Financial Year of the Subsidiary Company			31.03.2012
3. (a) Number of Equity Share held in the Subsidiary Company by holding Company at the above date			20100
Percentage Holding (Equity)			99.50%
(b) Number of Preference share held in the subsidiary Company by holding Company at the above date			NIL
Percentage Holding (Preference)			NIL
4. The net aggregate of profits less losses of the subsidiary company so far as it concerns the members of the holding			
i) Dealt with in the accounts of the Holding Company amounted to :			
(a) for subsidiary's financial year ended on 31.03.2011	(Rs.)		NIL
(b) for the previous financial year of the subsidiary since it became subsidiary	(Rs.)		NIL
ii) Not dealt with in the accounts of the holding company amounted to :			
(a) for the subsidiary's financial year ended on 31.03.2012	(Rs.)		(26,239)
(b) for the previous financial year of the subsidiary since it became subsidiary.	(Rs.)		(600,802)

As the financial year of the subsidiary company coincides with the financial year of the holding company, section 212(5) of the Act, is not applicable.

UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY

AUDITORS REPORT TO THE BOARD OF DIRECTORS OF UNIQUE MANUFACTURING & MARKETING LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS OF UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY, SANJAY ESTATES PRIVATE LIMITED.

1. We have examined the attached Consolidated Balance Sheet of Unique Manufacturing & Marketing Limited and its subsidiary as at 31st March, 2012, and the Consolidated Profit & Loss Account and Cash Flow Statement for the year then ended. These financial statements are the responsibility of the Unique Manufacturing & Marketing Limited's management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with generally accepted auditing standards in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are prepared, in all material respects, in accordance with an identified financial reporting framework and are free of material misstatements. An audit includes, examining on a test basis evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statements presentation. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of subsidiary whose financial statements reflect total assets of Rs. 21,15,062.79 as at 31st March, 2012 and total revenue of Rs. 1,20,000/- for the year then ended. These financial statements have been audited by other auditor whose report has been furnished to us, and in our opinion, in so far as it relates to the amount included in respect of the subsidiary, is based solely on the report of the other auditors.

We report that the consolidated financial statements have been prepared by the Company in accordance with the requirements of Accounting standards (AS) 21 - "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of Unique Manufacturing & Marketing Ltd., and its subsidiary included in the consolidated financial statements.

On the basis of the information and explanations given to us and on the consideration of the separate audit report on individual audited financial statements of Unique Manufacturing & Marketing Limited and its aforesaid subsidiary, we are of the opinion that the said Consolidated Financial Statements Subject to :-

i) **Non-Provisions for diminution in the value of Long term investments in the equity shares of its subsidiary company to the extent of Rs. 154.54 lacs (Refer Note no. 9 in Note to the stand alone financial statements) which impact goodwill in the consolidated financial statements.**

ii) **Non provision of depreciation on Land and Building amounting to Rs. 18.70 Lacs**

Without considering paragraph 2(ii), had the item stated in paragraph 2(i) about being considered, the goodwill for the year would have been Nil (as against the reported figure of Rs. 152.53 lacs) and read together with other notes give a true and fair view in conformity with the accounting principles generally accepted in India :-

- in the case of the Consolidated Balance Sheet, of the state of affairs of the Company and its subsidiary as at 31st March, 2012, and
- in the case of the Consolidated Statement Profit & Loss Account, of the Consolidated results of operations of the Company and its Subsidiary for the year then ended.
- in the case of the Consolidated Cash Flow Statement of the Cash Flows for the year then ended.

1-B, Old Post Office Street,  
Kolkata

Dated, the 31st day of August, 2012

For SINGHI & CO.

Chartered Accountants

Firm Registration No. 302049E

S. K. KOTHARI

Partner

Membership No. 54157



## CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2012

	Note No.	As at 31st March 2012 Rs.	As at 31st March 2011 Rs.
<b>A. EQUITY AND LIABILITIES</b>			
<b>Shareholder's Funds</b>			
Share Capital	2	13,850,200	13,850,200
Reserves and Surplus	3	2,924,551	3,057,461
<b>Non-current liabilities</b>			
<b>Current Liabilities</b>			
Short term borrowing	4	650,000	1,180,000
Trade payable	5	108,753	141,536
Other current liabilities	6	1,910,060	1,909,185
Short-term provisions	7	63,856	55,295
<b>Total</b>		<b>19,507,420</b>	<b>20,193,677</b>
<b>B. ASSETS</b>			
<b>Non-current assets</b>			
<b>Fixed assets</b>			
Tangible assets	8A	1,870,361	1,870,361
Intangible Assets	8B	15,253,431	15,253,431
Non-current investments	9	808,375	808,375
Long-term loans and advances	10	39,200	39,200
<b>Current assets</b>			
Inventories	11	365,434	395,568
Trade receivables	12	106,524	105,907
Cash and cash equivalents	13	122,004	161,975
Short-term loans and advances	14	942,091	1,558,860
<b>Total</b>		<b>19,507,420</b>	<b>20,193,677</b>
Significant accounting policies and notes to accounts	1 to 28		

The accompanying notes are an integral part of the financial statements

As per our report of even date

Place : 1-B, Old Post Office Street Kolkata - 700 001	FOR SINGHI & CO. Chartered Accountants S. K. KOTHARI Partner	B. K. DAGA MOULISHREE MOHTA B. L. BAGARIA Directors
Dated : 31st day of August, 2012		

**UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY**

**CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2012**

	Note No.	For the year ended 31 March 2012 Rs.	For the year ended 31 March 2011 Rs.
Revenue from operations	15	-	16,447,507
Other income	16	1,354,818	1,326,028
<b>Total Revenue(I)</b>		<b>1,354,818</b>	<b>17,773,535</b>
<b>Expenses</b>			
Changes in stock in trade	17	30,134	12,979,545
Finance Cost	18	55,393	613,381
Other Expenses	19	1,402,201	3,072,871
<b>Total (II)</b>		<b>1,487,728</b>	<b>16,665,797</b>
<b>Profit/(Loss) Before Tax (I) - (II)</b>		<b>(132,910)</b>	<b>1,107,738</b>
<b>Tax expense</b>			
Current tax		-	30,263
Income Tax Pertaining to Previous Year		-	159,499
<b>Total tax expense</b>		<b>-</b>	<b>189,762</b>
<b>Profit (Loss) for the year before Minority Interest</b>		<b>(132,910)</b>	<b>917,976</b>
Minority Interest		(130)	(342)
<b>Profit/(Loss) for the year</b>		<b>(132,780)</b>	<b>918,318</b>
<b>Earnings per share [(Basic &amp; diluted)]</b>	21		
(Nominal value per share Rs. 10/-)]		(0.10)	0.66

The accompanying notes are an integral part of the financial statements

As per our report of even date

Place : 1-B, Old Post Office Street Kolkata - 700 001	FOR SINGHI & CO. Chartered Accountants S. K. KOTHARI Partner	B. K. DAGA MOULISHREE MOHTA B. L. BAGARIA Directors
Dated : 31st day of August, 2012		

UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY

Consolidated Cash Flow Statement for the year ended 31st March, 2012

	As at 31st March, 2012	As at 31st March, 2011
<b>A. Cash Flow from Operating Activities</b>		
Profit Before Tax	(132,910)	1,163,033
Adjustment for :		
Interest	55,393	—
Depreciation & Ammortisation	—	—
Operating Profit before working capital changes	(77,517)	1,163,033
Changes in Working Capital :		
Inventories	30,134	12,979,545
Trade and other receivables	739,529	2,025,252
Trade and other payables	(82,224)	(47,629)
Cash generation from operation	609,922	16,120,201
Payment of Direct Taxes	(114,816)	(283,022)
Payment of Wealth Tax	—	(55,295)
<b>Net cash generated/(used) from operating activities</b>	<b>495,106</b>	<b>15,781,884</b>
<b>B. Cash Flow From Investing Activities</b>		
Purchase of Fixed Assets	—	—
Sale of Fixed Assets	—	—
Interest received	—	—
Dividend received	—	—
<b>Net Cash generated/(used) - Investing Activities</b>	<b>—</b>	<b>—</b>
<b>C. Cash Flow from Financing Activities</b>		
Repayment of long term borrowings	(530,000)	(15,767,957)
Finance cost paid	(5,077)	—
<b>Net cash generated / (used)-Financing Activities</b>	<b>(535,077)</b>	<b>(15,767,957)</b>
<b>Net increase/(decrease) in cash and cash equivalents</b>	<b>(39,971)</b>	<b>13,927</b>
<b>Add : Opening cash &amp; cash equivalents</b>	<b>161,975</b>	<b>148,048</b>
<b>Closing Cash &amp; cash equivalents</b>	<b>122,004</b>	<b>161,975</b>

Notes :

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

	As at 31st March, 2012	As at 31st March, 2011
2. Cash and Cash equivalent at the end of the year consist of :		
a) Cash in hand	1,446	40,633
b) Balance with Banks in Current Account	120,558	157,929
	<b>122,004</b>	<b>161,975</b>

Place : 1-B, Old Post Office Street Kolkata - 700 001 Dated : 31st day of August, 2012	FOR SINGHI & CO. Chartered Accountants S. K. KOTHARI Partner	B. K. DAGA MOULISHREE MOHTA B. L. BAGARIA Directors
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**1. Significant Accounting Policies**

**(A) Basis of Accounting**

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

All Assets and Liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule VI to the Companies' Act, 1956. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has assumed its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

**(B) Fixed Assets**

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

**(C) Depreciation and Amortization**

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

**(D) Investments**

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

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

**(E) Inventories**

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

**(F) Revenue Recognition**

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

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**(G) Taxes on Income**

- a) Current Tax would be payable based on the computation of tax as per taxation laws under the Income Tax Act 1961.
- b) Deferred Tax is recognized at substantively enacted tax rates, subject to the consideration of prudence, on timing difference, between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax Assets are not recognized unless there is virtual certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.
- c) Tax credit for Minimum Alternate Tax (MAT) is recognized when there is convincing evidence of its realisability against future normal tax liability.

**(H) Provisions, Contingent Liabilities and Contingent Assets**

- a) Provision is recognized when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation.
- b) Disclosure for contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. No provision is recognized or disclosure for contingent liability is made when there is a possible obligation or a present obligation and the likelihood of outflow of resources is remote.
- c) Contingent Asset is neither recognized nor disclosed in the financial statements.

**(I) Consolidation:**

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

- ☞ The Financial statements of the Company and its subsidiary Company have been combined of the Company and its subsidiary Company have been combined on a line- by-line basis by adding together the book values of like items of assets, liabilities, income and expenses after fully eliminating intra group balances and intra group transactions resulting in unrealised profit & losses.
  - ☞ The Financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the parent company i.e. 31<sup>st</sup> March, 2012.
  - ☞ The excess of cost of the Company of its investments in the subsidiary company over the Company's portion of equity of the subsidiary (after adjusting Profit/Loss of the subsidiary company) is recognised in the financial statement as Goodwill.
-

## UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY

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

<u>Name of the company</u>	<u>Percentage holding (%)</u>
Sanjay Estates Pvt. Ltd. (the above company is incorporated in India)	99.5%

## Notes to Consolidated financial statements for the year ended 31st March, 2012

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>2. Share capital</b>		
<b>Authorised Shares</b>		
14,00,000 (previous year 14,00,000) equity shares of Rs. 10/- each	<u>14,000,000</u>	<u>14,000,000</u>
	<u>14,000,000</u>	<u>14,000,000</u>
<b>Issued, subscribed and fully paid-up shares</b>		
13,85,020 (previous year 13,85,020) equity shares of Rs. 10/- each fully paid-up (includes 4,95,020 shares issued for consideration other than cash)	<u>13,850,200</u>	<u>13,850,200</u>
	<u>13,850,200</u>	<u>13,850,200</u>

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

	As at 31st March, 2012		As at 31st March, 2011	
	Numbers	Rs.	Numbers	Rs.
At the beginning of the period	<u>1,385,020</u>	<u>13,850,200</u>	<u>1,385,020</u>	<u>13,850,200</u>
Outstanding at the end of the period	<u>1,385,020</u>	<u>13,850,200</u>	<u>1,385,020</u>	<u>13,850,200</u>

**B. Terms/rights attached to equity shares**

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

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

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

	As at 31st March, 2012		As at 31st March, 2011	
	Numbers	% holding in the Class	Numbers	% holding in the Class
<b>Equity Shares of Rs. 10 each fully paid</b>				
Mr. Prakash Kumar Mohta	741,260	53.52%	741,260	53.52%
Pratibha Manufacturing & Marketing Limited	114,250	8.25%	114,250	8.25%
Pratibha Khaitan	200,000	14.44%	200,000	14.44%
Moulisree Mohta	70,750	5.11%	70,750	5.11%

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.



**UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY**

**Notes to Consolidated financial statements for the year ended 31st March, 2012**

- D. No shares in the company are being held by its holding company or its ultimate holding company including shares held by subsidiaries or associates of the holding company or the ultimate holding company as at the Balance Sheet date.
- E. No shares have been reserved for issue under options and contracts / commitments for the sale of shares / disinvestment as at the Balance Sheet date.
- F. No shares have been allotted as fully paid up pursuant to contract(s) without payment being received in cash or by way of Bonus shares or has been bought back by the company during the period of five years preceeding the date as at which the Balance Sheet is prepared.
- G. No convertible security has been issued by the company during the year.
- H. No calls are unpaid by any director and officer of the company during the year.

	<b>As at 31st March, 2012 Rs.</b>	<b>As at 31st March, 2011 Rs.</b>
<b>3. Reserves and surplus</b>		
<b>General reserve</b>		
Balance as per last financial statements	1,200	1,200
<b>Closing Balance</b>	<u>1,200</u>	<u>1,200</u>
<b>Surplus/(Deficit) in the Statement of Profit &amp; Loss</b>		
Balance as per last financial statements	3,056,261	2,139,917
Profit/(Loss) for the year	(132,780)	918,318
Losses of Minority Interest absorbed	(130)	(1,974)
<b>Net surplus in the Statement of profit and loss</b>	<u>2,923,351</u>	<u>3,056,261</u>
<b>Total Reserves and Surplus</b>	<u>2,924,551</u>	<u>3,057,461</u>
<b>4. Short Term Borrowings</b>		
<b>Loans &amp; Advances from Related Parties (Unsecured)</b>		
Loan from Body Corporate*	650,000	1,180,000
	<u>650,000</u>	<u>1,180,000</u>
*Loan taken from Related Parties are repayable on demand.		
<b>5. Trade payable</b>		
<b>For services :</b>		
Auditors remuneration	18,483	19,545
Licence Fees	90,270	90,270
Professional Fees	—	7,721
Rent	—	24,000
	<u>108,753</u>	<u>141,536</u>



Notes to Consolidated financial statements for the year ended 31st March, 2012

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>6. Other current liabilities</b>		
Interest accrued and due on borrowings	1,351,195	1,300,879
Security Deposit	512,500	512,500
Statutory dues	15,365	71,626
Advance rent received	31,000	24,000
Others	—	180
	<u>1,910,060</u>	<u>1,909,185</u>
<b>7. Short Term Provisions</b>		
<b>Others provisions</b>		
Provision for Wealth Tax {net of Advance Tax Rs. 180,885/- (Previous Year Rs. 125,590/-)}	63,856	55,295
	<u>63,856</u>	<u>55,295</u>

Notes to Consolidated financial statements for the year ended 31st March, 2012

8 : FIXED ASSETS

(Amount in Rs.)

Sl. No.	Fixed Assets	Gross Block			Depreciation/Amortisation			Net Block		
		As at 01.04.2011	Additions	Sales/adjustment during the year	As at 31.03.2012	As at 01.04.2011	For the year	Sales/adjustment during the year	As at 31.03.2012	As at 31.03.2011
(A)	Tangible Assets									
i)	Freehold Land & Building	1,870,361	-	-	1,870,361	-	-	-	1,870,361	1,870,361
(B)	Intangible Assets									
ii)	Goodwill arising on consolidation	15,253,431	-	-	15,253,431	-	-	-	15,253,431	15,253,431
	Total	17,123,792	-	-	17,123,792	-	-	-	17,123,792	17,123,792
	Corresponding figure for the previous year	1,870,361	-		1,870,361				1,870,361	

# UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY

## 9. Non Current Investments

Non Trade Investments (Valued at Cost unless stated otherwise)

<u>Name of the Company</u>	<u>Paid up</u>	<u>As at 31st March, 2012</u>		<u>As at 31st March, 2011</u>	
	<u>Value</u> <u>Rs.</u>	<u>No. of Shares</u>	<u>Book Value</u> <u>Rs.</u>	<u>No. of Shares</u>	<u>Book Value</u> <u>Rs.</u>
<u>Other Investments</u>					
Jewellery (Loose & Polished Diamonds)			808,375		808,375
(As taken Valued and certified by the management)			808,375		808,375
<u>Aggregate Book Value of</u>					
<u>Unquoted Investments</u>					
In Other investments			808,375		808,375
			808,375		808,375
Market Value of Jewellery			9,385,552		8,529,446
			9,385,552		8,529,446
			As at	As at	
			31st March, 2012	31st March, 2011	
			Rs.	Rs.	

## 10. Long Term Loans & Advances

### Security deposit

Unsecured, considered good

	39,200	39,200
	39,200	39,200

**UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY**

**Notes to Consolidated financial statements for the year ended 31st March, 2012**

**11. Inventories**

(As taken valued and certified by the Management)

<u>Name of the Company</u>	<u>Face</u>	<u>As at 31st March, 2012</u>		<u>As at 31st March, 2011</u>	
	<u>Value</u>	<u>No. of Shares</u>	<u>Total Value</u>	<u>No. of Shares</u>	<u>Total Value</u>
	<u>Rs.</u>		<u>Rs.</u>		<u>Rs.</u>
<b><u>Equity Share</u></b>					
<b><u>Quoted</u></b>					
Avadh Mercantile Co. Ltd.	10/	24000	32,570	24,000	32,570
Brownia Business Ltd. *	10/	50	1	50	1
Guest Keen & Williams Ltd.	1	2	91	2	91
Graphite India Ltd.	2	8		8	-
(received as scheme of arrangement from Guest Keen & Williams Ltd.)					
Hindustan Motors Ltd	10	58	567	58	882
Pratibha Mfg. & Mktg. Ltd.	10	32,350	36,037	32,350	36,037
Pee Bee Steel Industries Ltd.	10	67,100	263,845	67,100	263,845
Universal Prime Aluminium Ltd.	10	17,894	30,778	17,894	60,661
Universal Enterprises Ltd.	10	460	1,476	460	1,476
Uniworth International Ltd.*	10	500	1	500	1
Uniworth Textiles Ltd.	10	75	1	75	1
Woolworth (India) Ltd.**	10	50	65	50	1
<b>Sub Total (A)</b>			<b>365,432</b>		<b>395,566</b>
<b><u>Unquoted:</u></b>					
Indo Asian Securities (P) Ltd***	10	21000	1	21000	1
MP United Polypropylene Ltd*	10	1000	1	1000	1
<b>Sub Total (B)</b>			<b>2</b>		<b>2</b>
<b>Total (A+B)</b>			<b>365,434</b>		<b>395,568</b>

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

\*\*Market rate as well as Break up value of this share was not available in the previous year 2010-11, hence value considered at Re. 1/-

However, in the current year recorded at cost or market value whichever is lower.

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

Notes to Consolidated financial statements for the year ended 31st March, 2012

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>12. Trade Receivable</b>		
Other Receivable	106,524	105,907
(Unsecured and Considered)		
good unless otherwise stated)		
	<u>106,524</u>	<u>105,907</u>
<b>13. Cash and Bank Balances</b>		
<b>Cash &amp; Cash Equivalents</b>		
<b>Balance with banks</b>		
With Scheduled Banks		
in Current accounts	120,558	157,929
Cash in hand	1,446	4,046
	<u>122,004</u>	<u>161,975</u>
<b>14. Short Terms Loans and advances</b>		
Security deposit		
Unsecured, considered good	450,000	450,000
(A)	<u>450,000</u>	<u>450,000</u>
<b>Loans &amp; Advances to Related Parties</b>		
To Other Related party		
(Unsecured considered good)		
	-	740,146
(B)	<u>-</u>	<u>740,146</u>
<b>Other loans and advances</b>		
Advance Income Tax & TDS {net of provision Rs. 505,000/- (Previous Year Rs. 505,000)}	292,091	168,714
To others	200,000	200,000
(Unsecured considered good)		
(C)	<u>492,091</u>	<u>368,714</u>
<b>Total (A+B+C)</b>	<u>942,091</u>	<u>1,558,860</u>

**UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY**

**Notes to Consolidated financial statements for the year ended 31st March, 2012**

	As at 31st March, 2012 Rs.	As at 31st March, 2011 Rs.
<b>15. Revenue from operations</b>		
Sales of Guarseed	-	16,447,507
	-	16,447,507
<b>16. Other Income</b>		
Dividend Received	28	28
Licence fee Received	1,230,000	1,230,000
Rent Received	120,000	96,000
Miscellaneous Income	180	-
Interest received from Income Tax	4,610	-
	1,354,818	1,326,028
<b>17. Changes in stock in trade</b>		
<b>Inventories at the beginning of the year (A)</b>		
Shares & Debentures	395,568	369,793
Commodity	-	13,005,320
	395,568	13,375,113
<b>Inventories at the end of the year (B)</b>		
Shares & Debentures	365,434	395,568
Commodity	-	-
	365,434	395,568
<b>Total (A-B)</b>	30,134	12,979,545
<b>18. Finance Cost</b>		
Interest Expense	55,393	613,381
	55,393	613,381
<b>19. Other Expenses</b>		
Professional Fees	30,834	43,125
Rent	24,000	24,000
Rates & Taxes	202,474	150,425
Warehouse Charges	-	251,024
Licence Fees	1,080,000	1,080,000
Transport Charges	-	257,568
Travelling Expenses	-	67,231
Commodity Difference	-	53,351
Derivative Trade	-	1,084,569
Prior Period Expenses	5,510	-
<u>Auditor's Remuneration</u>		
As Audit Fee	18,483	16,236
As Tax Audit Fee	-	3,309
In Other Capacity	-	-
Other Expenses	40,900	42,033
	1,402,201	3,072,871

## Notes to Consolidated financial statements for the year ended 31st March, 2012

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

21 Earnings per Share (EPS)	2011-12	2010-11
(a) Profit/ (Loss) after tax for the year (in Rs)	(132780)	918318
(b) Number of Equity Shares outstanding at the end of the year	1385020	1385020
(d) Basic and diluted EPS (in Rs) - FV Rs 10 each	(0.10)	0.66

22. The Company's application for registration U/s.45IA of the Reserve Bank of India Act, 1934 has been rejected. While conveying this decision, the Reserve Bank of India has further advised that the company continues to be governed by the relevant provisions of the Reserve Bank of India Act, 1934 and various directions / instructions issued by the Reserve Bank of India from time to time until such time the object clause relating to the activities of Non-Banking Financial Institution listed in the Memorandum of Association of the Company is deleted and the entire amount of Public Deposits, if any, held by the Company is fully repaid with interest. It is relevant to mention here that the company has not accepted any public deposits and there are no such deposits held by it as at 31<sup>st</sup> March, 2012.

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

23. The Company does not transfer 20% of its profit after Tax to the Reserve Fund as required by Section 45 IC of the Reserve Bank of India Act, 1934. In the opinion of the Management, the NBFC directions are not applicable on the Company. In doing so, the management has relied on Para 9 of the Non Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Direction, 1998 as per which such Directions are not applicable to certain types of Non Banking Financial Companies.
24. The losses of Sanjay Estates Private Limited has exceeded its net worth. Hence the minority interest has become NIL and the excess of losses over minority portion of equity has been adjusted with Statement of Profit & Loss.

25. AS-17 Segment Reporting :

Particulars	31st March, 2012				31st March, 2011			
	Service	Investment & dealing in shares and commodities	Elimination	Total	Service	Investment & dealing in shares and commodities	Elimination	Total
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<b>Primary Segment Disclosure</b>								
Segment Revenue	1,350,000	208	-	1,350,208	17,773,507	28	-	17,773,535
Inter-segment revenue	-	-	-	-	-	-	-	-
<b>Total</b>	<b>1,350,000</b>	<b>208</b>		<b>1,350,208</b>	<b>17,773,507</b>	<b>28</b>		<b>17,773,535</b>
<b>Result</b>								
Segment Result	150,000	(29,928)	-	120,074	16,597,507	(12,979,517)		3,617,990
Unallocable income/expense (net)				(202,201)				(1,896,871)
Operating Profit (PBIT)				(82,127)				1,721,119
Interest Expense				55,393				613,381
Interest Income				4,610				-
<b>Profit before taxes (PBT)</b>				<b>(132,910)</b>				<b>1,107,738</b>
Provision for Current Tax				-				189,762
Provision for Deferred Tax				-				-
<b>Profit after taxes</b>				<b>(132,910)</b>	<b>-</b>	<b>-</b>		<b>917,976</b>
<b>Other Information</b>								
Segment Assets	556,524	1,173,809	-	1,730,333	555,907	1,203,943		1,759,850
Unallocable Assets			-	17,777,087				18,433,827
<b>Total Assets</b>				<b>19,507,420</b>				<b>20,193,677</b>
Segment Liabilities	602,770	-	-	602,770	602,770	-	-	602,770
Unallocable Liabilities			-	2,098,899			-	2,659,246
<b>Total Liabilities</b>				<b>2,701,669</b>				<b>3,262,016</b>
Capital Expenditure	-	-	-	-	-	-		
Depreciation (including amortisation) included in segment expense)	-	-	-	-	-	-		



**26. Related Party Disclosures as per Accounting Standard 18:**

**A) List of Related Parties :**

**(i) Key Management Personnel :**

Shri B. K. Daga - Whole Time director

**(ii) Individual owning direct interest in the voting power**

Shri P. K. Mohta - Being Substantial Shareholder in the company holding 53.52% shares.

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

Name of Companies

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

**Note : Related Parties are as identified by the Company.**

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

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

Nature of Transaction	Universal Enterprises Ltd.	Universal Auto crafts Pvt Ltd.	Avadh Mercantile Company Ltd.	Bhiragacha Finance Company Private Limited
Loan received	Nil	Nil	1,50,000.00	60,000.00
Loan repaid	Nil	Nil	Nil	7,40,000.00
Margin Money Paid	7,40,145.97	Nil	Nil	Nil
License Fee Paid	Nil	9,90,000	Nil	Nil
Interest paid	Nil	Nil	4,623.00	50,770.00
<b>Balance Outstanding as on 31-03-2012</b>				
Trade payable	Nil	90,270/-	Nil	Nil
Short Term Borrowing (including interest)	Nil	Nil	1,54,623/-	18,46,572/-
<b>Balance Outstanding as on 31-03-2011</b>				

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UNIQUE MANUFACTURING & MARKETING LIMITED AND ITS SUBSIDIARY

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Loans and advances	7,40,145.97	Nil	Nil	Nil
Including Interest				
Trade payable	Nil	90,270/-	Nil	Nil
Short Term Borrowings	Nil	Nil	Nil	24,80,879/-
(Including interest)				

27. In the line with the Accounting Policy, DTA related to brought forward loss has not been accounted for in the absence of virtual certainty. However, there are no other items to warrant provisions of Deferred Taxation as per Accounting Standard - 22 prescribed by the Companies (Accounting Standards) Rules. 2006.
28. Previous year's figures have been rearranged / regrouped wherever necessary to conform to current year's presentation as required by the Revised Schedule VI to the Companies Act, 1956.

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Place : 1-B, Old Post Office Street  
Kolkata - 700 001  
Dated : 31st day of August, 2012

FOR SINGHI & CO.  
Chartered Accountants  
S. K. KOTHARI  
Partner

B. K. DAGA  
MOULISHREE MOHTA  
B. L. BAGARIA  
Directors

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# UNIQUE MANUFACTURING & MARKETING LIMITED

Registered Office :  
15, INDIA EXCHANGE PLACE, KOLKATA - 700 001

## FORM OF PROXY

I/We .....  
of.....  
in the District of .....being  
a member/members of **UNIQUE MANUFACTURING & MARKETING LIMITED**  
hereby appoint .....  
of.....  
as or, failing him .....  
of.....  
as my/our proxy to attend and vote for me/us on my/our behalf at 37th Annual General  
Meeting of the Company to be held on Saturday, the 29th day of September, 2012  
at 1.30 p.m.

As witness my/our hand(s) this .....  
day of ..... 2012

Signed by the said .....  
Folio No. ....  
No. of shares held .....  
Dated .....

Rs. 1/-  
Revenue  
Stamp

NOTICE : This Instrument of Proxy and the power of attorney (if any) under which is signed  
or a notarially certified copy of that power shall be deposited at the Registered  
Office of the Company not less than 48 (fortyeight) hours before the time for  
holding the Meeting.