

Universal Properties Limited

2nd July 2013

The Secretary,
The Calcutta Stock Exchange,
7, Lyons Range,
Kolkata 700001.

Dear Sir,

Pursuant to Clause 31 of the Listing Agreement we enclose the following :

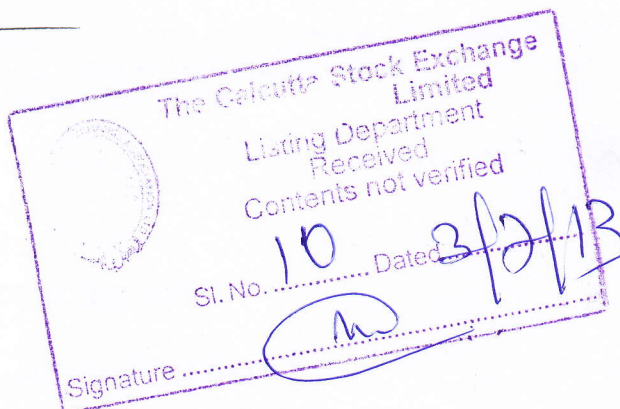
- 6 copies of Directors' Report, Annual Accounts relevant to the year ending 31st March 2013.
- Certified copy of the Minutes of the Annual General Meeting held on 19th June 2013.

Thanking you,

Yours faithfully,

For UNIVERSAL PROPERTIES LIMITED


Director



Regd Office : 238A, A.J.C. Bose Road, 4th Floor, Kolkata 700020
Tel : (033) 2290 5200 / 01 / 02, Fax : 91 33 2290 5203
Email: kanoi@cal3.vsnl.net.in

Annual Report 2012 - 2013

CERTIFIED TO BE TRUE COPY.

For UNIVERSAL PROPERTIES LIMITED


Director

UNIVERSAL PROPERTIES LIMITED

UNIVERSAL PROPERTIES LIMITED

Board of Directors : C. P. KANOI
: S. K. KANOI
: C. D. CHAUDHURI

Auditors : M/s. A. K. KUMAR & CO.
Chartered Accountant
9/15, Fern Road, 1st Floor
Kolkata - 700 019

Registered Office : 238A, AJC Bose Road, 4th Floor,
Kolkata - 700 020

NOTICE is hereby given that the Annual General Meeting of the Members of the Company will be held on Wednesday, the 19th June, 2013 at 10.30 A.M. at the Registered Office, 238A, A.J.C. Bose Road, 4th Floor, Kolkata - 700 020 to transact the following business :

1. To consider and adopt the Audited Accounts of the Company for the year ended 31st March, 2013 along with the Directors' Report thereon and to receive the Auditors' Report.
2. To elect a Director in place of Sri S. K. Kanoi retiring by rotation.
3. To appoint Auditors and to authorise the Board of Directors to fix their remuneration.

238A, A. J. C. Bose Road,
4th Floor, Kolkata - 700 020.
Dated : 22.05.2013

By Order of the Board
C. D. CHAUDHURI
Director

NOTES :

1. A Member entitled to attend and vote is entitled to appoint a proxy and a proxy so appointed need not be a member.
2. The instrument appointing a proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The Register of Members and Share Transfer Register shall remain closed from 8th June 2013 to 19th June 2013, both days inclusive.

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Annual Report along with the Audited Statement of Accounts for the year ended March 31, 2013.

FINANCIAL RESULTS :

Loss for the year

Rs. (31,047)

In view of absence of profit, your Directors do not recommend any dividend for the year.

DIRECTORS' RESPONSIBILITY STATEMENT U/S. 217 (2AA) OF THE COMPANIES ACT, 1956 :

1. In the preparation of annual accounts, the applicable accounting standards had been followed and there had been no material departures.
2. The directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March, 2013.
3. 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.
4. The directors had prepared the annual accounts on a going concern basis.

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

The Compliance Certificate as required U/s. 383A (1) of the Companies Act, 1956, read with the Companies (Compliance Certificate) Rules, 2001, received from M/s. R. N. Goswami & Co., a firm of practising Company Secretary, is annexed to this report.

PERSONNEL :

The particulars required in terms of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, are not applicable to the Company.

DIRECTORS :

Sri S. K. Kanoi retires by rotation and being eligible offers himself for re-appointment.

AUDITORS :

Messrs. A. K. Kumar & Company (Regn. No. 308013E), Chartered Accountant, the statutory auditor, retire and being eligible offer himself for re-appointment.

Messrs. Maheswari Rajiv & Co., (Regn. No. 007511N) Chartered Accountants, the Branch Auditors, retire and being eligible offer themselves for re-appointment.

238A, A. J. C. Bose Road,
4th Floor, Kolkata - 700 020

Dated : 22.05.2013

C. P. KANOI Director
C. D. CHAUDHURI Director

ANNEXURE
COMPLIANCE CERTIFICATE

To,
The Members
UNIVERSAL PROPERTIES LIMITED
238A, A. J. C. Bose Road, 4th Floor,
Kolkata - 700 020

Cin No. L51103WB1960PLC024852
Nominal Capital : Rs. 24,00,000/-

We have examined the registers, records, books and papers of **Universal Properties Limited** as required to be maintained under the Companies Act, 1956 (the Act) and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31.03. 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid financial year :-

1. The Company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, West Bengal within the prescribed time under the Act and the rules made thereunder.
3. The Company being a public limited company, comments are not required.
4. The Board of Directors duly met 7 (seven) times on 12.04.2012, 24.04.2012(10.30 A.M.), 24.04.2012 (3.30 P.M.), 10.07.2012, 04.10.2012, 12.01.2013, and on 25.03.2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 11-06-2012 to 21-06-2012 (both days inclusive) in compliance with the provisions of section 154 of the Act.
6. The Annual General Meeting for the financial year ended on 31.3.2012 was held on 21.06.2012 after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during the financial year.
8. The Company has not advanced any loans to its directors or persons or firms or companies referred to under Section 295 of the Act.

9. The Company was not required to enter into any contract specified under Section 297 of the Act during the financial year.
10. The Company has made necessary entries in the register maintained under Section 301 of the Act.
11. As there were no instances falling within the purview of section 314 of the Act, the Company has not obtained any approvals from the Board of Directors and Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.
13.
 - i) There was no allotment/transfer/transmission of securities during the financial year.
 - ii) The Company has not deposited any amount in the separate bank account as no dividend was declared during the financial year.
 - iii) The Company was not required to post dividend warrants to any member of the Company as no dividend was declared during the financial year.
 - iv) The Company was not required to transfer any amount of unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remain unclaimed/unpaid for a period of 7 years to Investor Education and Protection Fund.
 - v) The Company has duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and there was no appointment of directors, additional directors, alternate directors and directors to fill casual vacancy during the financial year.
15. The Company was not required to comply with the provision of section 269 of the Act as there was no appointment of Managing Director/Whole time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agent during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Directors, Registrar or such authorities as may be prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of Section 299 of the Act and the rules made thereunder.
19. The Company has not issued any shares/debentures/other securities during the financial year.
20. The Company has not bought back any shares/debentures/other securities during the financial year.

21. The Company has not redeemed any preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares during the financial year.
23. The Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not made any borrowings during the financial year ended on 31st March, 2013.
25. The Company has not made any loans and investment or given guarantees or provided securities to other bodies corporate consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's Registered Office from one State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to Share Capital of the Company during the year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its Employees during the financial year under review pursuant to the provisions of Section 417(1) of the Act.
33. The Company has not deducted any contribution towards Provident Fund, as the Provident Fund Act was not applicable to the Company.

For R. N. GOSWAMI & CO.
Company Secretaries

R. N. GOSWAMI
Proprietor
F.C.S. 1918, C.P. 2267

Place : Kolkata
Date : 22.05.2013

ANNEXURE – A

Registers as maintained by the Company :-

- | | |
|---|--------------------|
| 1. Register of Members | u/s. 150, 151 |
| 2. Register of Directors, Managing Directors | u/s. 303 |
| 3. Register of Contracts, Companies and Firms in which Director are interested. | u/s. 301, 297, 299 |
| 4. Register of Directors shareholding | u/s. 307 |
| 5. Register of Loans and Investments | u/s. 49, 372 A |

ANNEXURE – B

Forms and Returns as filed by the Company with the Registrar of Companies during the financial year ended on 31st March, 2013.

- | | | |
|--|-------------------------------------|-------------------------------------|
| 1. Form No. 23AC & 23ACA XBRL Filed u/s. 220 | for 31.03.2012 | filed on 10.12.2012 |
| 2. Form No. 20B | Filed u/s. 159 | upto 21.06.2012 filed on 02.08.2012 |
| 3. Form No. 66 | Filed u/s. 383A(1) dated 24.04.2012 | filed on 23.06.2012 |

For R. N. GOSWAMI & CO.
Company Secretaries

Place : Kolkata
Date : 22.05.2013

R. N. GOSWAMI
Proprietor
F.C.S. 1918, C.P. 2267

AUDITOR'S REPORT TO THE MEMBERS

I have audited the attached Balance Sheet of UNIVERSAL PROPERTIES LIMITED, as at 31st March, 2013 and also the Profit & Loss Account and Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in India. Those standards require that I 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. I believe that my audit provides a reasonable basis for my opinion.

As required by the Companies (Auditor's Report) (Amendment) Order, 2004 issued by the Central Government of India in terms of sub-section 4A of Section 227 of the Companies Act, 1956, I report that :-

- i. The Company has an internal audit system commensurate with its size and nature of its business.
- ii. The Company is regular in depositing undisputed statutory dues including Income Tax with the appropriate authorities and there is no arrear as at the last day of the financial year outstanding for a period of more than six months.
- iii. The Company is dealing or trading in shares, securities, debentures and other investments and proper records have been maintained of the transactions and timely entries have been made. The shares, securities, debentures and other investments have been held by the company in its own name.

- iv. In the circumstances of the case, other clauses of the Order are not applicable to the company.

Further to my comments, I report that :-

- (i) I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of my audit;
- (ii) In my opinion, proper books of account as required by law have been kept by the company so far as appears from my examination of those books and proper returns adequate for the purposes of my audit have been received from the branches not visited by me. The Branch Auditor's Report have been forwarded to me and have been appropriately dealt with;
- (iii) The Balance Sheet and Profit & Loss Account dealt with by this report are in agreement with the books of account and with the audited returns from the branches;
- (iv) In my opinion, the Balance Sheet and Profit & Loss Account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
- (v) On the basis of written representations received from the directors, as on 31st March, 2013 and taken on record by the Board of Directors, I report that none of the directors is disqualified as on 31st March, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
- (vi) In my opinion and to the best of my information and according to the explanations given to me, 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, 2013 ;
- b) in the case of the Profit & Loss Account, of the Loss for the year ended on that date.
- c) in the case of Cash Flow Statement, of the cash flows for the year ended on that date.

9/15, Fern Road
Kolkata - 700 019
Dated : 22.05.2013

For A. K. KUMAR & CO.
Chartered Accountant
Regn. No. 308013E

ANJAN KUMAR
Proprietor
Regn. No. 013166

BALANCE SHEET
As at 31st March, 2013

UNIVERSAL PROPERTIES LIMITED

	Note No.	As at 31.3.2013 Rs.	As at 31.3.2012 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds :			
Share Capital	1	24,00,000	24,00,000
Reserves and Surplus	2	(11,81,822)	(11,50,775)
NON CURRENT LIABILITIES			
Deferred Tax Liability (Net)		10,923	10,923
CURRENT LIABILITIES			
Other Current Liabilities	3	11,241	11,241
Short Term Provisions	4	42,000	42,000
TOTAL		12,82,342	13,13,389
ASSETS			
CURRENT ASSETS			
Inventories	5	5,99,022	6,01,397
Cash and Cash Equivalents	6	6,18,187	6,42,465
Other Current Assets	7	65,133	69,527
TOTAL		12,82,342	13,13,389

REFER TO NOTES TO ACCOUNTS

In terms of my attached Report of even date annexed herewith

9/15, Fern Road,
Kolkata - 700 019

Dated : 22.05.2013

For A. K. KUMAR & CO.
Chartered Accountant
Regn. No. 308013E

ANJAN KUMAR
Proprietor
Regn. No. 013166

C. P. KANOI
C. D. CHAUDHURI } Directors

PROFIT & LOSS STATEMENT
for the year ended 31st March, 2013

UNIVERSAL PROPERTIES LIMITED

	Note No	Year ended 31.3.2013 Rs.	Year ended 31.3.2012 Rs.
Other Income	8	24,668	2,87,590
Total Revenue		<u>24,668</u>	<u>2,87,590</u>
Expenses :			
Changes in Inventories of Stock in Trade	9	2,375	1,938
Employee Benefits Expenses	10	—	1,500
Other Expenses	11	53,340	63,425
Total Expenses		<u>55,715</u>	<u>66,863</u>
(Loss) / Profit before tax		<u>(31,047)</u>	<u>2,20,727</u>
Tax expenses			
Current Tax		—	42,000
Income Tax paid for earlier year		—	1,110
(Loss) / Profit for the period		<u>(31,047)</u>	<u>1,77,617</u>
Earning per equity share :			
Basic		(0.12)	0.74
Diluted		(0.12)	0.74

REFER TO NOTES TO ACCOUNTS

In terms of my attached Report of even date annexed herewith

9/15, Fern Road,
Kolkata - 700 019
Dated : 22.05.2013

For A. K. KUMAR & CO.
Chartered Accountant
Regn. No. 308013E

ANJAN KUMAR
Proprietor
Regn. No. 013166

C. P. KANOI
C. D. CHAUDHURI } Directors

	As at 31.3.2013 Rs.	As at 31.3.2012 Rs.
1) <u>Share Capital include :</u>		
<u>Authorised :</u>		
2,40,000 Equity Shares of Rs. 10/- each	<u>24,00,000</u>	<u>24,00,000</u>
<u>Issued & Subscribed :</u>		
2,40,000 Equity Shares of Rs. 10/- each	<u>24,00,000</u>	<u>24,00,000</u>
Shareholders holding more than 5% of paid up capital		
<u>Name</u>	<u>No. of shares (%)</u>	
Bina Kanoi	60,000 (25)	
Nirmal Kumar Kanoi	60,000 (25)	
Santosh Kumar Kanoi	12,150 (5.06)	
Usha Kanoi	36,350 (15.15)	
2) <u>Reserve & Surplus include :</u>		
Debit Balance of Profit & Loss Account		
As per last account	(11,50,775)	(13,28,392)
(Loss) / Profit for the period	(31,047)	1,77,617
	<u>(11,81,822)</u>	<u>(11,50,775)</u>
3) <u>Other Current Liabilities include :</u>		
Other Liabilities	<u>11,241</u>	<u>11,241</u>
4) <u>Short term Provisions include :</u>		
For Taxation	<u>42,000</u>	<u>42,000</u>
	<u>42,000</u>	<u>42,000</u>

	As at 31.3.2013 Rs.	As at 31.3.2012 Rs.
5) <u>Inventories include</u>		
Stock of Trade :		
<u>Equity Shares Fully Paid (Quoted)</u>		
(at Lower of cost or market value)		
625 Duncan Industries Ltd. of Rs. 10/- each	5,000	7,375
<u>Debentures (Unquoted) (at cost)</u>		
200 Partly Convertible Debentures of Duncan Industries Ltd. of Rs. 15/- each	3,000	3,000
<u>Land (At lower of cost or market value)</u>		
Site No. 99 Khirki Village	5,91,022	5,91,022
	<u>5,99,022</u>	<u>6,01,397</u>
6) <u>Cash and Cash Equivalents include :</u>		
Cash in Hand	1,402	747
Balance with Banks in C/A	6,16,785	6,41,718
	<u>6,18,187</u>	<u>6,42,465</u>
7) <u>Other Current Assets include :</u>		
Advance Payment of Tax	51,635	7,118
Income Tax Refundable	13,498	22,963
Interest Receivable	—	39,446
	<u>65,133</u>	<u>69,527</u>

	Year Ended 31.3.2013 Rs.	Year Ended 31.3.2012 Rs.
8) Other Income include :		
Interest	24,668	43,829
Profit on Commodity	—	22,391
Sundry Credit Balance w/back	—	2,20,690
Income Tax Refund	—	680
	<u>24,668</u>	<u>2,87,590</u>
9) Changes in Inventories include :		
Opening Stock of Shares, Debentures & Land	6,01,397	6,03,335
Closing Stock of Shares, Debentures & Land	5,99,022	6,01,397
	<u>2,375</u>	<u>1,938</u>
10) Employee Benefits Expenses include :		
Salary	—	1,500
11) Other Expenses include :		
Printing & Stationery	2,650	3,000
General Charges	160	1,379
Postage & Telegram	1,195	1,429
Bank Charges	662	1,380
Filling Fees	600	906
Statutory Audit Fees	11,236	11,236
Listing Fee	11,798	11,581
Rates & Taxes	3,296	5,156
Professional Fee	13,221	19,173
Advertisement	6,022	5,435
Professional Tax	2,500	2,500
Bonus	—	250
	<u>53,340</u>	<u>63,425</u>

	31.3.2013 Rs.	31.3.2012 Rs.
12) Value of Imports on CIF Basis	NIL	NIL
13) Expenditure in Foreign Currency	NIL	NIL
14) Dividend remitted in foreign currency	NIL	NIL
15) Earnings in Foreign Exchange	NIL	NIL
16) There is no undisclosed item of income or expenditure which exceeds 1% of the revenue from operations or Rs. 1,00,000/-, whichever is higher.		
17) Earnings per share has been computed as under :		
(Loss) / Profit for the year	(31,047)	1,77,617
Weighted number of shares as at the end of the year	2,40,000	2,40,000
Earnings per share (Basic & Diluted)	(0.12)	0.74
18) As the deferred tax assets / liability is not material, the same has not been provided in accounts.		

19) SIGNIFICANT ACCOUNTING POLICIES

- a) The financial statements has been prepared in accordance with the historical cost convention and as a going concern.
- b) (i) Stock in Trade comprising of shares and securities are valued :
 - a) At cost - Unquoted shares & Securities.
 - b) Lower of Cost or Market Value - Quoted Shares & Securities where quotation is available.
- (ii) Stock in Trade comprising of land valued at lower of cost or market value.
- c) Other Income and Expenditure are accounted for on accrual basis.

In term of my Report of even date annexed herewith

For A. K. KUMAR & CO.

Chartered Accountant

Regn. No. 308013E

9/15, Fern Road,

Kolkata - 700 019

Dated : 22.05.2013

ANJAN KUMAR

Proprietor

Regn. No. 013166

C. P. KANOI

C. D. CHAUDHURI

} Directors

**CASH FLOW STATEMENT FOR THE YEAR
ENDED 31ST MARCH, 2013**

UNIVERSAL PROPERTIES LIMITED

	31.3.2013 Rs.	31.3.2012 Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net (Loss) / Profit before Tax and extra ordinary Items	(31,047)	2,20,727
Add : Depreciation	—	—
Operating (Loss) / Profit before Working Capital changes	(31,047)	2,20,727
Adjustment for :		
Trade & Other Receivable	6,769	(27,091)
Trade Payable	—	(2,21,486)
Cash Flow before Extra Ordinary Items	(24,278)	(27,850)
Less : Income Tax paid / adjusted	—	(1,110)
Net Cash Inflow from Operating Activities (A)	(24,278)	(28,960)
B. CASH FLOW FROM INVESTING ACTIVITIES	—	—
C. CASH FLOW FROM FINANCING ACTIVITIES	—	—
Net (Increase / Decrease) in cash & Cash equivalent (A + B + C)	(24,278)	(28,960)
Opening Balance of Cash & Cash equivalents	6,42,465	6,71,425
Closing Balance of Cash & Cash equivalents	6,18,187	6,42,465

This is the Cash Flow Statement referred to in my report of even date.

For A. K. KUMAR & CO.
Chartered Accountant
Regn. No. 308013E

9/15, Fern Road,
Kolkata - 700 019
Dated : 22.05.2013

ANJAN KUMAR
Proprietor
Regn. No. 013166

C. P. KANOI
C. D. CHAUDHURI } Directors