



UNICK FIX-A-FORM & PRINTERS LTD.

***ANNUAL REPORT
2014-15***



**At Unick, Growth has been achieved due
to Your Strategic Initiatives**

BOARD OF DIRECTORS

Shri Bhupen N. Vasa	-	Chairman & Whole time Director
Shri P. J. Bhide	-	Director
Shri A. Mirza	-	Director
Dr. S. L. Chopra	-	Director
Shri Hemen N. Vasa	-	Whole time Director
Shri Andrew Haig Denny	-	Director
Shri Amit B. Vasa	-	Whole time Director
Shri Priyank H. Vasa	-	Whole time Director
Smt. Kamini B. Vasa	-	Director (31-03-2015 to 21-05-2015)
Shri Nishit B. Bangdiwala	-	Director

AUDITORS

Shahir Asgarkhan & Co.
Chartered Accountants

BANKERS

State Bank of India
The Cosmos Co. Op. Bank Ltd.

REGISTERED OFFICE

Block No. 472, Tajpur Road, Changodar,
Tal. Sanand, Dist. Ahmedabad - 382213.

UNICK FIX-A-FORM AND PRINTERS LTD
[CIN L25200GJ1993PLC019158]

NOTICE

NOTICE is hereby given that the TWENTY THIRD Annual General Meeting of the members of UNICK FIX- A- FORM AND PRINTERS LTD [CIN L25200GJ1993PLC019158] will be held at the Regd office of the Company at Block No.472 Tajpur Road Changodar Ta Sanand Dist Ahmedabad 382213 on Thursday 27th August, 2015 at 5.00 p.m. to transact the following business:

Ordinary Business

1. To receive consider and adopt the Audited Balance Sheet and the Statement of Profit & Loss and Cash Flow Statement for the year ended on 31st March 2015 and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Bhupen N Vasa [DIN 00150585] who retires by rotation and being eligible offers himself for reappointment.
3. To appoint a Director in place of Hemen N Vasa [DIN 00150717] who retires by rotation and being eligible offers himself for reappointment
4. To appoint auditors and to fix their remuneration.

Special Business:

5. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution

“Resolved That pursuant to the provisions of section 14 and all other applicable provisions of the Companies Act, 2013 (the Act), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re- enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this Meeting, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

Resolved Further That the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

6. To consider and if thought fit to pass with or without modification the following resolution as Special Resolution

“Resolved That pursuant to section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the Act) (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the Articles of Association of the Company (hereinafter referred to as the “Articles”), consent of the Company be and is hereby granted to the Board of Directors of the Company, to borrow for and on behalf of the Company, from time to time as they may consider fit, any sum or sums of money, in any manner and without prejudice to the generality thereof, by way of loans, advances, credits, acceptance of deposits or otherwise in Indian Rupees or any other foreign currency, from any bank(s) or financial institution(s), other person or persons and whether the same be unsecured or secured, and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever, on, or in respect of all or any of the Company’s assets and properties including uncalled capital, stock in trade (including raw materials, stores, spares and components in stock or in transit) notwithstanding that the monies so borrowed together with the monies, already borrowed, if any, by the Company (apart from temporary loans and credits obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Company’s paid up capital and free reserves i.e. reserves not set apart for any

specific purpose, provided that the total amount so borrowed and outstanding at any time shall not exceed Rs.100 Crore (Rupees One Hundred Crore) only, over and above the aggregate of the paid-up capital and free reserves”.

By order of the Board of Directors
For UNICK FIX-A-FORM & PRINTERS LTD

B.N.VASA
M. D.
DIN 00150585

Regd.Office
Block No.472 Tajpur Road Changodar
Ta. Sanand Dist Ahmedabad-382213
EMAIL: info@unickfix-a-form.com WEBSITE: www.unickfix-a-form.com
Date: 21st May 2015

NOTES:

1. A member entitle to attend and vote at the meeting is entitle to appoint one or more proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. The proxy form in order to be effective must be received by the company not less than 48 hours before the meeting.
 2. The relevant statement pursuant to Section 102 of the Companies Act, 2013 (the Act), in respect of business under item Nos. 5 of the Notice set out above is annexed hereto.
 3. The Register of Members and the share transfer book of the company will remain closed from 21st August, 2015 to 26th August, 2015 (both days inclusive)
 4. Members are requested to notify immediately any change in their address with the Company's Share Transfer Agents Sharepro Services (India) Pvt.Ltd 13AB Samhita Warehousing Complex 2nd Floor Sakinaka Telephone Exchange Lane Off Andheri- Kurla Road, Sakinaka Andheri (E) Mumbai 400072
 5. Members/proxies should bring their attendance slips duly filled in for attending the meeting.
 6. Shareholders seeking any information on account or operations are requested to write to the company at an early date so as to enable the management to keep the information ready.
 7. Members holding shares in more than one folio in identical order of names are requested to write to the registered office of the company enclosing their share certificates to enable us to consolidate their holdings in one folio, to facilitate better service.
 8. Members who have not forwarded details of their bank account number and the name and address of the bank are requested again to send the same with a copy of PAN.
 9. Relevant documents referred in accompanying notice and statement are open for inspection by members at the Registered office of the company on all working days, except Sundays, during the business hours upto the date of the Meeting.
 10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address
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for receiving all communication including annual report, notice, circular etc. from the company electronically.

11. Voting through electronic means

- (a) Pursuant to Section 108 of the Companies Act, 2013 and Rules 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of Listing Agreement, the Company is pleased to provide its members the facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means. The business set out in the notice will be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL). The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (b) The remote e-voting period begins on August 23, 2015 at 9.00 a.m. and ends on August 26, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is August 20, 2015, may cast their vote electronically. The voting rights of Shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on August 26, 2015.
- (c) The facility for voting through electronic voting system or poll or ballot paper shall be made available at the meeting and the members who have not cast their voting through remote e voting shall be able to vote at the meeting.
- (d) The members who have cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.
- (e) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 20, 2015 only shall be entitled to avail the facility of voting.
- (f) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. August 20, 2015, shall follow the instructions for e-voting as mentioned below for the FIRST TIME USER. In case of any query, shareholders may contact Company's Share Transfer Agents Sharepro Services (India) Pvt.Ltd 13AB Samhita Warehousing Complex 2nd Floor Sakinaka Telephone Exchange Lane Off Andheri- Kurla Road, Sakinaka Andheri (E) Mumbai 400072.

(g) Instructions for e-voting:

(A) In case Members receiving Notice of AGM by email and who wish to vote using the remote e-voting facility

- (a) The shareholders should log on to the e-voting website www.evotingindia.com.
- (b) Click on Shareholders.
- (c) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (f) If you are a FIRST TIME USER follow the steps given below:

For Members	Holding shares in Demat Form	Holding Shares in physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. 	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). 	

- (g) After entering these details appropriately, click on "SUBMIT" tab.
- (h) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (j) Click on the EVSN for the relevant of Unick Fix-A-Form and Printers Ltd from drop down menu and click on submit.
- (k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (m) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (p) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - (q) Note for Non – Individual Shareholders and Custodians
- (B) In case of Members receiving Notice of AGM by post and who wish to vote using the remote e-voting facility:
Please follow all steps mentioned above, to cast your vote.
- (C) Note for Non-Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
12. Mr. Bipin L. Makwana, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
13. The Scrutinizer shall, after the conclusion of the AGM, first count the votes cast at the meeting and thereafter unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than three (3) days from the conclusion of the AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of the voting.
14. The Result shall be declared on or after the Annual General Meeting (AGM). The result declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
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Annexure to the Notice:

Statement in respect of Special Business pursuant to Section 102 of the Companies Act, 2013.

Item No. 5

The existing Articles of Association (AoA) of the Company are based on the Companies Act, 1956, and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 (the Act).

With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 of the Notice.

The Board commends the Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No.6

Section 180(1) (c) of the Companies Act, 2013 effective from 12th September, 2013 requires that the Board of Directors shall not borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the members accorded by way of a special resolution. It is, therefore, necessary for the member to pass a Special Resolution under section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 6 of the Notice, to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members is being sought to borrow money up to Rs,100 Crore (Rupees One Hundred Crore) only, in excess of the aggregate of the paid-up share capital and free reserves of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the members.

By order of the Board of Directors
For UNICK FIX-A-FORM & PRINTERS LTD

B.N.VASA
M. D.
DIN 00150585

Regd.Office
Block No.472 Tajpur Road Changodar
Ta. Sanand Dist Ahmedabad-382213
EMAIL: info@unickfix-a-form.com WEBSITE: www.unickfix-a-form.com
Date: 21st May 2015

Details of Directors seeking appointment/ re appointment in ensuing annual general meeting.

- Name : Bhupen N Vasa
Din: : 00150585
Date Of Birth: : 09/04/1950
Date of Appointment : 01/09/1994
Qualification: : B. Com
Expertise in Specific functional areas: Finance and Management
Directorship in other Companies : Nil
Chairman/ Member of Committee
of the Board of Companies in
which he is a Director: Nil

Relation with Key Managerial Personnel : Relative of Hemen N Vasa, Amit B Vasa, Priyank H Vasa, Kamini B Vasa

Director has furnished the requisite declaration for their appointment/reappointment.

- Name : Hemen N Vasa
Din: : 00150717
Date Of Birth: : 20/07/1955
Date of Appointment : 01/09/1994
Qualification: : B. Sc.
Expertise in Specific functional
areas: : Production and Printing Technology
Directorship in other Companies : Nil
Chairman/ Member of Committee
of the Board of Companies in
which he is a Director: Nil
Relation with Key Managerial Personnel: Relative of Bhupen N Vasa, Amit B Vasa,
Priyank H Vasa, Kamini B Vasa

Director has furnished the requisite declaration for their appointment/reappointment.

By order of the Board of Directors
For UNICK FIX-A-FORM & PRINTERS LTD

B.N.VASA
M. D
DIN 00150585