

### Company Information

#### Board of Directors & Key Managerial Personnel

Mr. Bhupen Navnit Vasa	Managing Director
Mr. Hemen Navnit Vasa	Whole time Director
Mr. Priyank Hemen Vasa	Whole-time Director
Mr. Purushottam Jagannath Bhide	Independent Director
Mr. Shantilal Dhingarmal Chopra	Independent Director
Mr. Andrew Haig Denny	Director
Mrs. Jyotiben Rajeshbhai Solanki	Women Independent Director
Mr. Mukesh R Patel	Chief Financial Officer
Ms. Astha Pandey	Company Secretary

#### **Statutory Auditor**

G.M.C.A.& Co  
Chartered Accountant  
PARISHRAM", 5-B, Rashmi Society,  
NR. LG Showroom, Mithakhali Six Road,  
Navarangpura, Ahmedabad 380009

#### **Internal Auditor**

Shivam Soni & Co.  
Chartered Accountant  
B-904, Titanium City Centre, Prahladnagar  
Satellite, Ahmedabad

#### **Secretarial Auditor**

Vishakha Agrawal & Associates  
Practising Company Secretaries  
3 rd floor, 75A, Scheme No.91,  
Malwa Mill, Indore 452001

#### **Bankers**

The Cosmos Co. Op. Bank Ltd.

#### **Share Transfer Agent**

Bigshare Services Pvt. Ltd  
A/802, Samudra complex,  
Near Klassic Gold, Klassic Gold Hotel,  
C.G Road, Ahmedabad, Gujrat,

#### **Registered Office**

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

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### Annual General Meeting

Day & Date	Saturday, 27 <sup>th</sup> August, 2022
Time	03:00 P.M.
Venue	Through Video Conferencing or Other Audio Video Means (OAVM)

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of Unick Fix-A-Form And Printers Limited will be held on Saturday, 27<sup>th</sup> August, 2022 at 03:00 p.m. through Video Conferencing or Other Audio Video Means (OAVM) for which purposes the registered office of the company situated at 472, Tajpur Road, Ahmedabad - Rajkot Highway, Changodhar, Ahmedabad, Gujarat 382213, shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made there at, to transact the following businesses:-

**(1.) ADOPTION OF FINANCIAL STATEMENTS:-**

To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022 including the Audited Balance Sheet as on 31<sup>st</sup> March, 2022, the Statement of profit and loss for the year ended on that date, the Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

**(2.) RE- APPOINTMENT OF DIRECTOR:-**

To re-appoint Mr. Andrew Haig Denny (DIN 02108645), who is director of the company and being eligible has offered himself for reappointment as the Director of the Company.

"RESOLVED THAT pursuant to the provision of section 152 of Companies Act, 2013 and rules made there under (including any amendment/modification thereof), Mr. Andrew Haig Denny, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of company, whose period of office will be liable to retire by rotation."

**SPECIAL BUSINESS:-**

**(3.) RE- APPOINTMENT OF MRS. JYOTIBEN RAJESHBHAI SOLANKI AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass the following resolution as a Special Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013. Mr. Jyotiben Rajeshbhai Solanki, DIN: 07921790 be and is hereby reappointed as an Independent Director of the Company with effect from October 01, 2022 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

**(4.) RE-APPOINTMENT OF MR. HEMAN NAVNIT VASA AS WHOLE-TIME DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT pursuant to the provision of Section 196, 197, 198, and 203 and other applicable provisions if any, of the Companies Act 2013 (“the Act”) as amended or re-enacted from time to time, read with Schedule V to the Act and resolution passed in the meeting of Board of Directors of the Company duly held on 29<sup>th</sup> July 2022, the Company hereby approves the re-appointment and terms of remuneration of Mr. Hemen Navnit Vasa (DIN 00150717) as the Whole-time Director of the company for a period of three years with effect from 01st October 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial years during the tenure of his appointment) with the authority to the Board of Directors and Mr. Hemen Navnit Vasa.”.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

**(5.) RE-APPOINTMENT OF MR. PRIYANK HEMEN VASA AS WHOLE-TIME DIRECTOR OF THE COMPANY**

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

“RESOLVED THAT pursuant to the provision of Section 196, 197, 198, and 203 and other applicable provisions if any, of the Companies Act 2013 (“the Act”) as amended or re-enacted from time to time, read with Schedule V to the Act and resolution passed in the meeting of Board of Directors of the Company duly held on 29<sup>th</sup> July, 2022, the Company hereby approves the re-appointment and terms of remuneration of Mr. Priyank Hemen Vasa (DIN 06928383) as the Whole-time Director of the company for a period of three years with effect from 01st October 2022 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial years during the tenure of his appointment) with the authority to the Board of Directors and Mr. Priyank Hemen Vasa.”

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution."

**(6.) APPOINTMENT OF MS. KHUSHI RAJENDRA BHATT (DIN: 06942484) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE) OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to said Act and Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as may be amended from time to time, Ms. Khushi Rajendra Bhatt (DIN: 06942484), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29<sup>th</sup> July, 2022 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from the conclusion of this AGM, and she shall not be liable to retire by rotation."

**(7.) TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY:**

To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the board be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing Rs. 6,00,00,000 (Rupees Six Crore) divided into 60,00,000 (Sixty Lacs) Equity Shares of Rs. 10/- each to Rs. 11,00,00,000/- (Rupees Eleven Crores) comprising of 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each pari passu in all respects with the existing Equity Shares of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the board be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause:

**“(V) The Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores) comprising of 1,10,00,000 (One Crore Ten Lakhs) Equity Shares of Rs. 10/- each with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, differed, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.”**

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to file, sign, verify and execute all such e-forms with Registrar of companies, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this resolution.”

**Date: 29.07.2022**  
**Place: Changodar**

**By order of the Board of Directors**  
**For Unick Fix-A-Form & Printers Ltd**

**Sd/-**  
**Bhupen Navnit Vasa**  
**(Managing Director)**  
**(DIN 00150585)**

**NOTES:**

a) The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the meeting, is annexed hereto.

b) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.

c) The Ministry of Corporate Affairs ("MCA") has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode. Electronic copy of the Annual Report for the FY 2021-22 is being sent to all the members whose email ID's are registered with the Company/Depository Participants Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/Big Share Services Pvt. Ltd., Ahmedabad the Registrar and Share Transfer Agent in case the shares are held by them in physical form.

d) Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

e) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for every shareholder includes Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction.

f) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.

g) Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the



Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with BlueJeans.com for facilitating voting through electronic means, for providing necessary platform for Video Conference/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system will be provided by CDSL.

h) The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at [www.bseindia.com](http://www.bseindia.com).

i) This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.

j) The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company –[www.unickfix-a-form.com](http://www.unickfix-a-form.com) as soon as possible after the Meeting is over.

k) In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ RTA. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website - [www.unickfix-a-form.com](http://www.unickfix-a-form.com), and websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department looking to the Covid-19.

l) Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

m) The Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013 with respect to the Special Businesses set out in the notice is annexed hereto and forms part of this notice.

n) Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 20, 2022 to Saturday, August 20, 2022, (both days inclusive) for the Annual General Meeting. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date Friday August 19, 2022.

o) CS Vishakha Agrawal Proprietor of M/s Vishakha Agrawal & Associates, (CP No. 15088, Membership No. 39298) Email id:[csvishakhagrwal@gmail.com](mailto:csvishakhagrwal@gmail.com) Indore has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.



p) Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [info@unickfix-a-form.com](mailto:info@unickfix-a-form.com) so that the information required may be made available at the Meeting.

q) The Members are requested to:

- Intimate changes, if any, in their registered addresses immediately.
- Quote their ledger folio number in all their correspondence.
- Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company

r) Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents Bigshare Services Private Limited. At A-802, Samudra Complex, off C G Road, Navrangpura, Near Klassic Gold Hotel Ahmedabad 380009 India Contact No.:- +91- 079 40024135 Members are also requested to furnish their Bank details to the company's Share Transfer Agents immediately for printing the same on the dividend warrants/Cheques to prevent fraudulent encashment of the instruments.

s) The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.

t) The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the Members electronically during the 30th AGM. Members seeking to inspect such documents can send an email to [info@unickfix-a-form.com](mailto:info@unickfix-a-form.com).

u) As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company, **Bigshare Services Private Limited. At A-802, Samudra Complex, off C G Road, Navrangpura, Near Klassic Gold Hotel Ahmedabad 380009 India Contact No.:- +91- 079 40024135** having email Id [bssahd@bigshareonline.com](mailto:bssahd@bigshareonline.com).

v) The Company has designated an exclusive e-mail ID i.e [info@unickfix-a-form.com](mailto:info@unickfix-a-form.com) to enable the investors to register their complaints / send correspondence, if any

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND EVOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

1. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be

made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

2. The voting period begins on Wednesday 24<sup>th</sup> August, 2022 from 9.00 A.M. and ends on Friday 26<sup>th</sup> August, 2022 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 (record date) of Friday 19<sup>th</sup> August, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (i) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below: