



***UNIMERS***  
***INDIA***  
***LIMITED***

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**27<sup>th</sup> Annual Report 2014-2015**

## **BOARD OF DIRECTORS**

Mr.R.P.Ganti (DIN:01877314)	Chairman –Stakeholders' Relationship Committee; Member - Audit Committee
Mr.M.Ghosh (DIN: 06539410)	Member - Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee
Mr. S.P. Gupta (DIN: 00509809)	Member - Audit Committee and Nomination and Remuneration Committee
Mr. T. S. Sridhar (DIN: 00525433)	Chairman - Audit Committee and Nomination and Remuneration Committee; Member - Stakeholders' Relationship Committee
Ms. Savita Acharya (DIN: 07038198)	Appointed as Additional Independent Director w.e.f. July 30, 2015

## **BANKERS**

State Bank Of India

## **AUDITORS**

Lodha & Co.

REGISTERED OFFICE & FACTORY	REGISTRAR & TRANSFER AGENT
2/2, TTC Industrial Area (D Block) MIDC, Thane-Belapur Road Turbhe, Navi Mumbai 400 705 email: investorservices@unimers.in Internet: www.unimers.in	Adroit Corporate Services Pvt. Ltd. 19, Jaferbhoy Industrial Estate 1st Floor, Makhwana Road Marol, Andheri (E), Mumbai 400 059 Tel. Nos.: 2859 0942/ 2850 3758

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## UNIMERS INDIA LIMITED

### NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of UNIMERS INDIA LIMITED- (CIN: L99999MH1987PLC045372) will be held on Friday 20<sup>th</sup> November, 2015 at 11.30A.M. at the Registered Office of the Company - 2/2 TTC Indl. Area, 'D' Block, MIDC, Thane-Belapur Road, Navi Mumbai - 400703, to transact the following businesses:

#### Ordinary Business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon;
2. To appoint Directors in place of those retiring by rotation.
3. To appoint Auditors and fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s. Lodha & Co, Chartered Accountants (Registration No. 301051E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

#### Special Business:

4. To appoint Ms. Savita Acharya (DIN: 07038198) as an Independent Director and in this regard 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 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Savita Acharya (DIN: 07038198), who was appointed as an Additional Director and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company in the calendar year 2020.

By Order of the Board of Directors

**R P Ganti – Director (DIN:01877314)**

Place: Mumbai

Dated: 20<sup>th</sup> August, 2015

Registered Office:

2/2, TTC Industrial Area, (D Block),  
MIDC, Thane - Belapur Road, Turbhe,  
Navi Mumbai - 400 705

#### Notes:

1. A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given

in this Notice under Note No. 17. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.

3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. In terms of Section 152 of the Companies Act, 2013, Shri R. P. Ganti (DIN: 01877314), Director, retires by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company commends his re-appointment. Brief resume of Directors including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 17<sup>th</sup> November 2015 to Friday, 20<sup>th</sup> November 2015 (both days inclusive).
9. Members are requested to send all their correspondence in respect of shares, etc. to Adroit Corporate Services Private Limited ("Adroit"), 19 Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol, Andheri (E), Mumbai 400 059; e-mail – info@adroitcorporate.com.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / Adroit.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Adroit.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit, for consolidation into a single folio.
14. Non-Resident Indian Members are requested to inform Adroit, immediately of:
  - (a) Change in their residential status on return to India for permanent settlement.
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
16. Information and other instructions relating to e-voting are as under:
  - i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast



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their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').

- ii. The facility for voting through 'Poll' shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Poll'.
- iii. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- iv. The Company has engaged the services of Central Depository Services limited ('CDSL') as the Agency to provide e-voting facility.
- v. The Board of Directors of the Company has appointed Mr. Abbas Lakdawala, Practising Company Secretary (CP No – 4052) as Scrutinizer to scrutinize the 'Poll' and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
- vi. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. November 13, 2015.
- vii. 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. November 13, 2015 only shall be entitled to avail the facility of remote e-voting / Poll.
- viii. The remote e-voting facility will be available during the following period:  
Commencement of remote e-voting: From 10.00 a.m. (IST) on November 17, 2015  
End of remote e-voting: Up to 5.00 p.m. (IST) on November 19, 2015  
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by 'CDSL' upon expiry of aforesaid period.
- ix. The Scrutinizer, after scrutinising the votes cast at the meeting ('Poll') and through remote e-voting, will, not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.unimers.in](http://www.unimers.in) and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.
- x. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.
- xi. Instructions and other information relating to remote e-voting:
  - a) The voting period begins at 10.00 a.m. (IST) on November 17, 2015 and ends at 5.00 p.m. (IST) on November 19, 2015. 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 November 13, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - c) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - d) Click on "Shareholders".
  - e) Now Enter your User ID
    - (i) For CDSL: 16 digits beneficiary ID,
    - (ii) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - f) Next enter the Image Verification as displayed and Click on Login.
  - g) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

h) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Address stickers
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. 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 (e).

- i) After entering these details appropriately, click on "SUBMIT" tab.
- j) 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.
- k) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l) Click on the EVSN for the relevant Company Name – Unimers India Limited - on which you choose to vote.
- m) 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.
- n) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- o) 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.
- p) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- q) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- r) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- s) **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](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



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- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- t) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors

**R P Ganti – Director (DIN:01877314)**

Place: Mumbai

Dated: 20<sup>th</sup> August, 2015

Registered Office:

2/2, TTC Industrial Area, (D Block),  
MIDC, Thane - Belapur Road, Turbhe,  
Navi Mumbai - 400 705

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 4**

Ms Savita Acharya was appointed as an Additional Independent Director of the Company on July 30, 2015. It is proposed to appoint Ms Savita Acharya as Independent Director under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company in the calendar year 2020. Ms Savita Acharya is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given her consent to act as Director. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Ms Savita Acharya for the office of Director of the Company. The Company has also received declaration from Ms Savita Acharya that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Ms Savita Acharya fulfils the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Ms Savita Acharya is independent of the management.

Copy of the draft letter (in generic form) for appointments of Ms Savita Acharya as Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Ms Savita Acharya is interested in the resolution set out at Item No. 4 of the Notice with regard to her appointment. The relatives of Ms Savita Acharya may be deemed to be interested in the resolution set out at Item No. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company and / or their relatives is in any way, concerned or interested, financially or otherwise, in this resolution. The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.





# UNIMERS INDIA LIMITED

## BOARD REPORT

To the Members,

Your Directors have pleasure in submitting their Twenty Seventh Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March 2015.

### 1. FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures are given hereunder:

Particulars	FYE March 31, 2015	FYE March 31, 2014
Net Sales /Income from Business Operations	-	-
Other Income	22.67	23.23
Total Income	22.67	23.23
Less Interest	2.47	62.52
Profit before Depreciation	(116.84)	(184.90)
Less Depreciation	20.37	45.11
Profit after depreciation and Interest	(137.21)	(230.01)
Less Current Income Tax	-	-
Less Previous year adjustment of Income Tax	-	-
Less Deferred Tax	-	-
Net Profit after Tax	(137.21)	(230.01)
Dividend (including Interim if any and final )	-	-
Net Profit after dividend and Tax	(137.21)	(230.01)
Amount transferred to General Reserve	-	-
Balance carried to Balance Sheet	(137.21)	(230.01)
Earnings per share (Basic)	(0.82)	(1.41)
Earnings per Share(Diluted)	(0.82)	(1.41)

### 2. DIVIDEND

No Dividend was declared for the current financial year due to loss incurred by the Company.

### 3. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

### 4. REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year under review, the Company did not carry out any production activity, the factory being closed with effect from June 26, 2008.

The management continues to explore various options for restructuring the business and finances of the Company, including the recommencement / relocation of its manufacturing operations. As a part of the restructuring efforts, the Company had earlier entered into an arrangement for the assignment of the leasehold rights of its land. However, certain issues have affected its implementation and the management is pursuing the matter.

The validity of the closure declared by the Company with effect from June 26, 2008, under the relevant provisions of The Industrial Disputes Act, 1947, has been challenged before the Industrial Court by the employees' union and the matter is pending before the Hon'ble Court.

The Net Worth of the Company has been fully eroded and is negative as on March 31, 2015. The management had been advised that since certain conditions as per the Sick Industrial Companies (Special Provisions) Act,

1985 were not being met, the Company was not eligible to make reference to BIFR. In the event of any change in the status, inter alia, arising out of developments in the pending legal case, appropriate steps will be taken in this regard.

**5. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

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

7. As the company has not carried on any production or related operational activities, the information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is not applicable. The Company has neither earned nor spent any foreign exchange during the reporting period.

**8. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY**

Considering the absence of production operations following closure of its plant, the Company has not devised any risk management policy for the time being.

**9. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON ITS CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

**10. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013**

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

**11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES**

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review..

**12. EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS**

The Board has appointed Mr. Abbas Lakdawala (Practising Company Secretary, C.P. No. 4052), to conduct the Secretarial Audit for the financial year 2014-15. The explanations /comments made by the Board relating to the qualifications, reservations or adverse remarks made by the Statutory Auditors and the Secretarial Auditor in their respective reports furnished as Annexure II and III are attached to this report. Secretarial Audit Report is given in Annexure IIIA.

**13. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Company's Policy relating to appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is set out below:

- General understanding of the Company's business dynamics
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;