

35th
Annual Report
2017 - 2018



UNIPRODUCTS (INDIA) LTD.

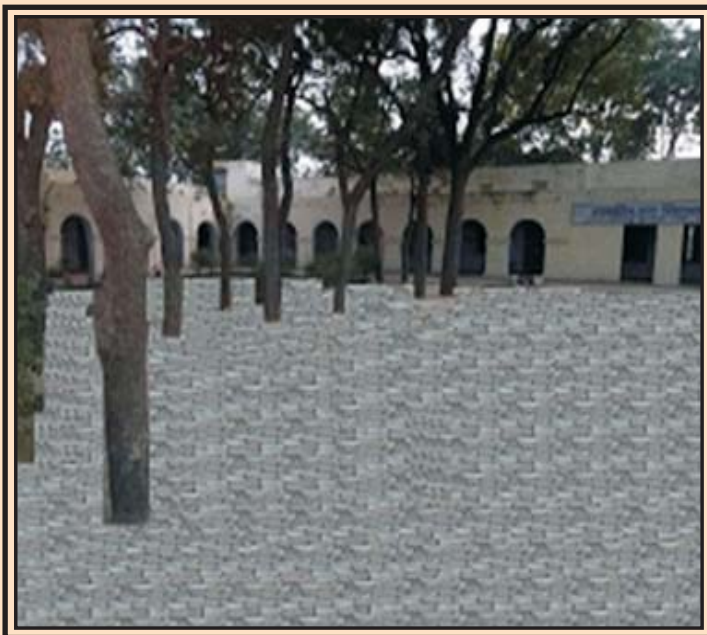


ISO/TS 16949:2009
ISO 14001:2004
OHSAS 18001:2007

UNIPRODUCTS' SOCIAL INITIATIVES

GOVERNMENT SCHOOL, REWARI

RENOVATION OF PRAYER GROUND



RENOVATION OF ROAD



UNIPRODUCTS' SOCIAL INITIATIVES

GOVERNMENT SCHOOL, REWARI

ENVIRONMENT AND SUSTAINABILITY-TREE PLANTATION BY STUDENTS



SANITATION – DISTRIBUTION OF CLEANING TOOL KITS





UNIPRODUCTS (INDIA) LTD.

BOARD OF DIRECTORS

Mr. Ravinder Mehra
Dr. Ashwan Kapur
Dr. Bhaskar Dutta
Mr. P. R. Khanna
Mr. S. L. Kapur
Mr. A. P. Gandhi
Mr. Arun Kumar Seth
Mr. Arun Mehra
Mr. Arjun Mehra
Mrs. Archana Capoor

Chairman
Managing Director
Director
Director
Director
Director
Director
Director
Alternate Director
Additional Director

Mr. Aditya Capoor

Chief Financial Officer

Mrs. Preeti Sondhi

Company Secretary

AUDITORS

Bansal Gupta & Associates
Chartered Accountants
EG-6, Upper Ground Floor,
Inderpuri, New Delhi - 110012

BANKERS

Yes Bank Limited
D-12, South Extension-II
New Delhi-110049

REGISTRAR & SHARE TRANSFER AGENT

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi-110020
Tel. : 011-26387281-83
Fax : 011-26387384
E-mail : info@masserv.com

REGISTERED OFFICE

Jarthal Village Road
84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari
Haryana-123401

HEAD OFFICE

Khasra No. 360-361
Village Jonapur,
Mehrauli,
New Delhi-110047

CORPORATE OFFICE

C-15, Sector-57,
Noida-201307 (U.P.)

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Registered office: Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari, Haryana-123401
Phone: (01274) 249348-50 **Fax :** (01274) 249347
Website: www.unitexindia.com, **Email:** uniproducts@unitexindia.com
CIN: U45201HR1982PLC014785

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting(AGM) of the members of **UNIPRODUCTS (INDIA) LIMITED** will be held on Tuesday, September 25, 2018 at 11.30 a.m. at the Registered Office of the Company at Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road, P.O. Sangwari, Distt. Rewari, Haryana-123401, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited standalone financial statements of the Company for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon.
2. To appoint a Director in place of Mr. Ravinder Mehra (DIN: 00687921), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and fix their remuneration 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company do hereby ratifies the appointment of M/s Bansal Gupta & Associates, Chartered Accountants (Firm Registration No. 017358N), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company (hereinafter referred to as "term"), to examine and audit the accounts of the Company, on such remuneration as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the annual ratification of appointment of Statutory Auditors at every annual general meeting, for their remaining term as aforesaid, shall be done, if so required under the Act."

SPECIAL BUSINESS:

4. 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 provisions of Section 196, 197, 203, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Companies Act, 2013, and the recommendation of the Board of Directors, the approval of the members be and is hereby accorded for re-appointment of Dr. Ashwan Kapur (DIN: 00568432) as the Managing Director of the Company for a period of 3 years w.e.f August 1, 2018 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and approved by the board, as set out below:-

I. Salary

Rs. 5,25,000/- per month (from August 1, 2018 to July 31, 2021)

II. Commission

1% (one percent) of the net profits of the Company for the financial year as computed in the manner laid down in Section 198 of the Companies Act, 2013.

III. Allowances & Perquisites

a. House Rent Allowance: House Rent Allowance @ 60% of basic Salary.

b. Medical Reimbursement: Expenses incurred for self and family (consisting of spouse, dependent children and dependent parents) subject to a maximum of one month's basic salary.

- c. Leave Travel Allowance: For self and family (consisting of spouse, dependent children and dependent parents) subject to a maximum of one month's basic salary.
- d. Personal Accident and Mediclaim Insurance: Premium not to exceed Rs. 30,000/- per annum.
- e. Car: A Company maintained Car with driver for use in the Company's business.
- f. Electricity: Reimbursement of electricity bills not exceeding Rs. 3,60,000 p.a.
- g. Security: Provision of security guards for residence through a security agency subject to a maximum of Rs. 60,000/- per month.

In addition, he will be entitled to avail leaves with full pay and allowances as per the rules of the Company.

The value of allowances and perquisites shall be taken as per Income Tax Rules, wherever applicable. In the absence of any applicable rules, allowances and perquisites shall be valued at cost.

- IV. The following benefits paid to Dr. Ashwan Kapur as per the policy/rules of the Company in force shall not be included in the aforesaid allowances and perquisites:

- 1. a. Company's contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c. Encashment of leave at the end of the tenure.

- 2. Telephone and other Communication Facilities

The Company shall reimburse expenses of mobile phone, telephone & other communication facilities at the residence of Dr. Ashwan Kapur.

- V. Dr. Ashwan Kapur will also be entitled to re-imbursement of entertainment and other expenses actually and properly incurred by him in the course of legitimate business of the Company.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the tenure of Dr. Ashwan Kapur as Managing Director, the aforesaid remuneration (salary, commission, allowances and perquisites) be paid to him as minimum remuneration.

RESOLVED FURTHER THAT the Board be and is authorized, upon the recommendation of the Nomination and Remuneration Committee, to give an annual increment, not exceeding 25% per annum on the last remuneration drawn by Dr. Ashwan Kapur, Managing Director.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper and expedient to give effect to this resolution."

5. 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, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Articles of Association of the Company, Mrs. Archana Kapoor (DIN 01204170), who was appointed as an Additional Director (Independent) of the Company with effect from November 17, 2017 and in respect of whom the Company has received a notice in writing under Section 160 of the Act 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 a term of five consecutive years up to November 16, 2022, not liable to retire by rotation."

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

"**RESOLVED THAT** in supersession of the Special Resolution passed at the Annual General Meeting held on September 18, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, 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), subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee of the



Board) to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the company from one or more Bank(s)/ Financial Institution(s) and/or other persons, firms, bodies corporate, whether in India or abroad, or from others by way of advances, external commercial borrowing, loans or otherwise whether unsecured and secured, notwithstanding that the money or moneys to be borrowed together with moneys already borrowed by the company, apart from temporary loans obtained from the company's bankers in the ordinary course of business, may exceed the aggregate of the paid up share capital and free reserves of the company, provided however, that the total amount so borrowed shall not at any time exceed a sum of Rs. 200 crores(Rupees Two Hundred Crores) only.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

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

"**RESOLVED THAT** in supersession of the Special Resolution passed at the Annual General Meeting held on September 18, 2015 and pursuant to the provisions of Section 180(1)(a) 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), subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee of the Board) to mortgage and/or create charge on all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company, in such form and in such manner as the Board may think fit, together with the power to take over the management of the business and concern of the Company in certain events, for securing any loans and /or advances already obtained or to be obtained from any financial institutions/ Banks/insurance companies or other persons, and all interests, compound/additional interest, commitment charge, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans for which the charge is to be created, provided however, that the total amount so secured shall not at any time exceed a sum of Rs. 200 crores(Rupees Two Hundred Crores) only.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be considered necessary, proper or expedient to give effect to this resolution."

By order of the Board
For UNIPRODUCTS (INDIA) LTD.

Place : New Delhi
Date : July 4, 2018

Registered Office:
Jarthal Village Road
84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari,
Haryana-123401

DR. ASHWAN KAPUR
Managing Director
DIN : 00568432
Address : 15 , Ring Road,
Lajpat Nagar- IV,
New Delhi-110024

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed herewith.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SAME PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY DOES NOT HAVE THE RIGHT TO SPEAK AT THE MEETING AND CAN VOTE ONLY ON A POLL.
THE INSTRUMENT APPOINTING THE PROXY, DUTY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED WITH THIS NOTICE.
3. The Register of Members and Share Transfer Books of the company will remain closed from September 19, 2018 to September 25, 2018 (both days inclusive) in terms of the provisions of the Companies Act, 2013.
4. In accordance with the Section 139 of the Companies Act, 2013 amended vide the Companies (Amendment) Act, 2017, effective vide MCA Notification dated 7th May, 2018, the requirement of annual ratification of appointment of Statutory Auditors by the members at every Annual General Meeting has been removed. Accordingly, the members are required to affirm the appointment of statutory auditors without the ratification at every AGM.
5. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
6. Members/proxies/authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
7. 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.
8. All the documents referred to in the accompanying notice will be open for inspection by the members at the Registered Office of the Company on all working days between 10.00 a.m. to 5.00 p.m. up to the date of the Meeting.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained u/s 170 of the Companies Act, 2013 and Register of Contracts or Arrangements in which Directors are interested maintained u/s 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
10. Members seeking clarifications on the financial statements are requested to send in written queries to the Company at least 10 days before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
11. Members holding shares in dematerialized mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their Depository Participant. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
12. Members holding shares in physical form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company/RTA.
13. Pursuant to Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and no claim shall lie against the said fund or the Company for the amount so transferred. The unpaid/unclaimed dividend

pertaining to the financial year 2010-11 will become due for transfer to IEPF on September 30, 2018. Those shareholders who have not encashed their dividend warrant for the financial year 2010-11 are, therefore, requested to immediately forward the same to the Company for revalidation.

Also, in terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) shares on which dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares which are transferred to the Demat Account of IEPFA can be claimed back by the shareholder from IEPFA by following the procedure prescribed under the aforesaid rules. Therefore, it is in the interest of shareholders to regularly claim the dividends declared by the Company. In accordance with the aforesaid provision, the Company has transferred all shares in respect of which dividend declared has not been claimed by the members for 7 (seven) consecutive years or more relating to FY 2008-09 and 2009-10.

14. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in prescribed form SH-13 (which will be made available on request) to the Registrar & Share Transfer Agent- M/s MAS Services Limited. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
15. Ministry of Corporate Affairs (MCA) is promoting electronic communication as a contribution to greener environment. Accordingly, as a part of green initiative soft copy of the Annual Report 2017-18 including the Notice, Attendance Slip and Proxy Form is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the same. Members requiring a soft copy of the Annual Report may write to the Company at the preeti@unitexindia.com and/or at the registered address of the Company. For members who have not registered their email addresses, physical copies of the Annual Report 2017-18 including the Notice, Attendance slip and Proxy Form will be sent at their registered address through permitted mode. Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address.
16. The Annual Report together with the Notice of the Annual General Meeting is also being hosted on the website of the Company www.unitexindia.com.
17. The members are requested to take the following steps to register their e-mail address and changes therein:
 - a. In respect of shares held in physical form, members should register their e-mail address with our Registrar and Share Transfer Agent, M/s Mas Services Limited at their website www.masserv.com and;
 - b. In respect of shares held in demat mode, members should register their e-mail address with their respective Depository Participants and also with our Registrar and Share Transfer Agent, M/s Mas Services Limited at their website www.masserv.com.
18. Voting through electronic means
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 a member of the Company holding shares either in physical form or in dematerialized form, may exercise his right to vote by electronic means (e-voting) in respect of resolution(s) contained in this notice.
 - (ii) The Company has engaged the services of National Securities Depository Limited (NSDL) as Authorised Agency to provide re-mote facility (i.e. the facility of casting votes by member by using electronic voting system from a place other than the venue of the meeting).
 - (iii) The facility for voting through ballot paper shall be made available at the Meeting and the members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the meeting through ballot paper.

- (iv) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- (v) The Board of Directors have appointed Mr. Shashikant Tiwari (ACS No. 28994) and failing him Mr. Lakhan Gupta (ACS No.36583) Practising Company Secretary as the Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
- (vi) The cut-off date for the purpose of re-mote e-voting is September 18, 2018.
- (vii) The remote e-voting period commences on September 22, 2018 (9:00 am) and ends on September 24, 2018 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (viii) The procedure and instructions for remote e-voting are as under:
 - I. In case of Members receiving e-mail from NSDL [for members whose e-mail addresses are registered with Company/Depository Participant(s)]:
 - (a) Open e-mail and open PDF file viz."UIL-remote e-Voting.pdf" with your client ID or Folio No. as password. The said pdf file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - (c) Click on Shareholder - Login
 - (d) Put user ID and password as initial password noted in step (a) above. Click Login
 - (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (g) Select "EVEN" of "**Uniproducts (India) Limited**".
 - (h) Now you are ready for remote e-voting as Cast Vote page opens.
 - (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in.
 - II. In case of Members receiving physical copy of Notice of the Meeting (for members whose e-mail addresses are not registered with Company/Depository Participant(s)or requesting physical copy):
 - (a) Initial password is provided in the communication being sent separately
 - (b) Please follow all steps from Sl. No. (i) (b) to Sl. No. (i) (l) above, to cast vote.
- (ix) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.