

UNNO INDUSTRIES LIMITED

CIN: L93010MH1992PLC205606

ANNUAL REPORT 2014-2015

23RD ANNUAL GENERAL MEETING

CORPORATE INFORMATION

BOARD OF DIRECTORS

Prafulchandra Gordhandas Zaveri
Managing Director

Pankaj Dawar
Director

Hetal Priteshkumar Solanki
Director

Shri Pritesh Naranbhai Solanki
Director

REGISTERED OFFICE

Siddhi Vinayak Appartment, Flat No. 206
Gujaratisamaj Road., Sant Chokamela Road.,
Ville Parle(E) Mumbai, Maharashtra- 400057

STATUTORY AUDITORS

Sanjay N. Shah & Co.
Chartered Accountants
FRN NO.: 124897W

REGISTRARS AND SHARE TRANSFER AGENTS

Purva Sharegistry (India) Pvt.Ltd
Unit No. 9, Shiv Shakti Industrial Estate
J.R.Boricha Marg, Opp Kasturba Hospital Lane
Lower Parel (E), Mumbai – 400 011
Tel: 91-22-2301 6761 / 8261
Email: busicomp@vsnl.com

BANKERS

HDFC Bank Ltd
Axis Bank Ltd.

STOCK EXCHANGES

The Bombay Stock Exchange (BSE)
The Madhya Pradesh Stock Exchange (MPSE)

UNNO INDUSTRIES LIMITED

CIN No. L93010MH1992PLC205606

Siddhi Vinayak Appartment, Flat No. 206 Gujarati Samaj Road,

Sant Chokamela Road, Ville Parle(E), Mumbai- 400057

Email ID: unnoindustries@gmail.com

Tel: 022-65659994

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of Unno Industries Limited will be held at Registered office at Siddhi Vinayak Appartment, Flat No. 206 Gujaratisamaj Road, Sant Chokamela Road., Ville Parle(E) Mumbai (Maharashtra) - 400057 on 30th September' 2015, Wednesday at 2.00 P.M to transact the following business :

Ordinary Business:

1. To receive, consider and adopt –
 - a) The Standalone Financial Statement of the Company for the year ended March 31, 2015, and the report of the Directors and Auditors thereon.
 - b) The Consolidated Financial Statement of the Company for the year ended March 31, 2015, and the report of the Auditors thereon.
2. The Board decided not to declare any dividend for the Financial Year ended 31st March, 2015.
3. To appoint Mr. Pankaj Dhawar (Din: 06479649) who retires by rotation and being eligible, has offered himself for re-appoint.
4. To ratify the appointment of Sanjay N. Shah, Chartered Accountant, (FRN 124897W), as the statutory auditor of the company from the conclusion of 23rd Annual General Meeting till the conclusion of 24th Annual General Meeting of the company, who was appointed as Statutory Auditor of the Company for a term of three in the previous Annual General Meeting, and to authorise the Board of Director to fix their remuneration on yearly basis and in this regard to consider and, if though fit, to pass, with or without modification(s) the following resolution as an **ordinary resolution**

“RESOLVED THAT pursuant to the provision of section 139, 141, 142 and other applicable provision, if any, of the Companies Act, 2013 and the rules made there under, as amended from time to time, ratification of Sanjay N. Shah, Chartered Accountant, (FRN 124897W) as statutory auditor of the company from the conclusion of 23rd AGM till the conclusion of 24th AGM, who was appointed for a term of three year till 25th Annual General Meeting in the previous Annual General Meeting (Subject to ratification at every AGM) at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

5. Re-appointment of Mr. Pankaj Dawar (Din: 06479649) as an Independent Director.

To consider and if though fit, to pass, with or without modification(s) the following resolution as an **ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013, Mr. Pankaj Dawar [holding DIN No. 06479649] who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 19th December, 2014 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company 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 his 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 year up to 28th Annual General Meeting of the Company liable to retire by rotation.

6. Re-appointment of Miss Hetal Pritesh Kumar Solanki (Din: 07146326) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013, Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 30th March, 2015 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company 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 of the Company, be and is hereby appointed as an Independent Director of the Company for a term of Five year up to 28th Annual General Meeting of the Company liable to retire by rotation.

7. Re-appointment of Shri Pritesh Naranbhai Solanki (DIN: 07073650) as an Independent Director.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013, Shri Pritesh Naranbhai Solanki [holding DIN No. 07073650] who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 30th May, 2015 by the Board of Directors to hold office up to the date of this Annual General Meeting of the Company 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 his 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 year up to 28th Annual General Meeting of the Company liable to retire by rotation.

8. Appointment of Mr. Prafulchandra Gordhandas Zaveri (DIN: 07073660) as an Independent Director and Managing Director.

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and any other applicable provisions of the Companies Act, 2013 and rules made there under and read with Schedule IV of the Companies Act, 2013, Mr. Prafulchandra Gordhandas Zaveri (DIN: 07073660) be and is hereby appointed as an Independent Director of the Company from the conclusion of this Annual General Meeting till the conclusion of 28th Annual General Meeting of the Company not liable to retire by rotation and pursuant to the provision of Section 196 of the Companies Act, 2013 and rules made there under, Mr. Prafulchandar Gordhandas Zaveri is be and hereby appointed as a Managing Director of the Company with effect from 30th March, 2015.

By Order of the Board of Director

Registered Office:

Siddhi Vinayak Appartment,
Flat No. 206 Gujaratisamaj Road,
Sant Chokamela Road, Ville Parle(E),
Mumbai- 400057

Sd/-

Prafulchandra Gordhandas Zaveri
Managing Director
DIN No.: 07073660

Dated: 30th May, 2015

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and a proxy need not be a member. The proxy form, in order to be effective, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

Pursuant to the provision of Section 105 of the Companies Act, 2013 and rules framed thereunder, 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 provided that 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 proxy for any other person or shareholder.

2. The Statement pursuant to section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

3. Brief resume of Director proposed to be re-appointed at the ensuing Annual General Meeting in terms of Clause 49 of the Listing Agreement is annexed to the Notice. The Company is in receipt of relevant disclosures from the Director pertaining to her re-appointment.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Book of the Company shall remain closed from Wednesday,

23rd September, 2015 to Wednesday, 30th September, 2015 (both days inclusive) in connection with the Annual General Meeting.

5. Members are requested to bring their attendance slips along with copies of the Notice/Annual Report at the meeting. Please note that the copies of the report will not be distributed and /or be made available at the meeting.

6. Members desirous of getting any information on the accounts or operations of the Company are requested to forward their queries to the Company at least seven days prior to the meeting so that the required information can be made available at the Meeting.

7. The Register of Directors and Key Managerial Personnel (KMPs) and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting.

8. To comply with the provisions of Sections 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules, 2014, the Company is required to update its database by incorporating some additional details of its members.

9. Corporate shareholders intending to send their authorised representative are requested to serve a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the AGM.

10. Voting through Electronic Means

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their rights at the meeting. 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.

11. The remote e-voting period commences on Sunday, 27th September, 2015 (9:00 a.m.) and ends on Tuesday, 29th September, 2015 (5:00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on cut-off date of 23rd September' 2015 may cast their vote through remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

12. The Board of Directors of the Company has appointed Amarendra Mohapatra [ACS-26257], Practising Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the remote e-voting process and the voting process at the AGM in a fair and transparent manner.

13. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the vote cast at the meeting and thereafter unblock the votes cast through remote e-voting in the

presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person so authorised by him in writing, who shall countersign the same and declare the results of the voting forthwith.

The instructions for members for voting electronically is given are as under:

1. The voting period begins on Sunday 27th September, 2015 at 9.00 A.M and ends on Tuesday, 29th September, 2015 at 5 P.M. During this period members of the company holding shares either in physical form or dematerialized form, as on cut-off date (i.e. record date) Wednesday, 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

2. The Members should log on to the e-voting website www.evotingindia.com

3. Click on "Shareholders" tab

4. Now select "Unno Industries Limited" from the drop down menu and click on submit.

5. Now Enter your USER ID

i. For CDSL : 16 digit beneficiary ID

ii. For NSDL : 8 Character DP ID followed by 8 Digit Client ID,

iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.

6. Next enter the Image Verification as displayed and Click on Login.

7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any other Company, then your existing password is to be used.

8. 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 Participants 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 the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. E.g If your name is Rahul Kumar or R. Ashish Kumar with Sr. No. 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.

9. After entering these details appropriately, click on "SUBMIT" tab.

10. Members holding the 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 resolution of any other company in which they are eligible to vote, provided that the 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.

11. For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

12. Click on the EVSN for the UNNO INDUSTRIES LIMITED on which you choose to vote.

13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the options 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.

14. Click on the 'Resolution File Link' if you wish to view the entire Resolution details.

15. After selecting the resolution you have decided to vote, 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.

16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

17. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

18. If a Demat account holder has forgotten the changed password then Enter the USER ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19. Note for Non-Individual Shareholders & Custodians:

a. Non- Individual shareholders (i.e. other than Individual, HUF, NRI etc.) and custodians are required to log on to [www. Evotingindia.com](http://www.evotingindia.com) and register themselves as corporate and Custodians respectively)

b. A scanned copy of the Registration Form bearing the stamp and sign the entity should be emailed to helpdesk.evoting@cdslindia.com

c. After receiving the login details they have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the accounts(s) for which they wish to vote on.

d. 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 the PDF format in the system for the scrutinizer to verify the same.

20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Question ("FAQ") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

21. Institutional Members / Bodies Corporate (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 through e-mail at unnoindustries@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 29th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.

22. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2015.

23. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 28th August, 2015.

24. The shareholders shall have one vote per equity share held by them as on the cut-off date of 23rd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

25. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2015 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

26. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 23rd September, 2015 are requested to send the written / email communication to the Company Registrar and Transfer Agents viz., Purva Sharegistry (India) Pvt.Ltd , Unit No. 9, Shiv Shakti Industrial Estate , J.R.Boricha Marg, Opp Kasturba Hospital Lane, Lower Parel (E), Lower Parel (E) Tel : 91-22-2301 6761 / 8261 Email : busicomp@vsnl.com Company by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

By Order of the Board of Director

Sd/-

Prafulchandra Gordhandas Zaveri

Managing Director

DIN No.: 07073660

Registered Office:

Siddhi Vinayak Appartment,
Flat No. 206, Gujaratisamaj RD.,
Sant Chokamela RD., Ville Parle(E)
Mumbai, Maharashtra- 400057

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013.

RESOLUTION AT ITEMS No. 5

The Board of Directors of the Company had appointed Mr. Pankaj Dawar (DIN No.: 06479649) as an Additional Director of the Company with effect from 19th December, 2014. The Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying his intention to propose Mr. Pankaj Dawar (DIN No.: 06479649) for appointment as a Director of the Company.

The Board considers that the expertise of Mr. Pankaj Dawar (DIN No.: 06479649) should continue to remain available to the Company and therefore, recommends the Ordinary Resolution set out at item no. 5 of the Notice for your approval. Mr. Pankaj Dawar (Din: 06479649) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Mr. Pankaj Dawar (Din: 06479649) along with his relatives does not hold any shares in the Company.

Except Mr. Pankaj Dawar (Din: 06479649) none of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

RESOLUTION AT ITEMS No.6

The Board of Directors of the Company had appointed Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] as an Additional Director of the Company with effect from 30th March, 2015. The Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying her intention to propose Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] for appointment as a Director of the Company.

The Board considers that the expertise of Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] should continue to remain available to the Company and therefore, recommends the Ordinary Resolution set out at item no. 6 of the Notice for your approval. Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] along with her relatives does not hold any shares in the Company.

Except Miss Hetal Pritesh Kumar Solanki [holding DIN No. 07146326] none of the other Directors and Key Managerial Personnel of your Company or their relatives are, in any way, concerned or interested financially or otherwise in the said resolution.

RESOLUTION AT ITEMS No. 7

The Board of Directors of the Company had appointed Shri Pritesh Naranbhai Solanki (Din: 07073650) as an Additional Director of the Company with effect from 30th May, 2015. The Additional Director holds office only until the ensuing Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('Act') but is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the said Act from a Member along with requisite deposit signifying his intention to propose Shri Pritesh Naranbhai Solanki (Din: 07073650) for appointment as a Director of the Company.