

REPORT ON CORPORATE GOVERNANCE

As provided in the Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per some of the international practices followed all over the world making of Corporate Governance is one of that. The Report consists of various steps taken by the Company for the purpose of fulfilling Corporate Governance compliances. Below are the details:-

1. INTRODUCTON :

‘Corporate governance is concerned with ways of bringing the interests of investors and manager into line and ensuring that firms are run for the benefit of investors’. Corporate governance includes ‘the structures, processes, cultures and systems that engender the successful operation of organizations’

“Corporate governance deals with laws, procedures, practices and implicit rules that determine a company’s ability to take informed managerial decisions vis-à-vis its Claimants—in particular, its shareholders, creditors, customers, the State and employees. There is global consensus about the objective of ‘good corporate governance i.e. maximizing long-term shareholder value.”

2. COMPANY’S PHILOSOPHY :

Company plans to have its presence in various locations all over India. For the purpose of making its existence, the company along with its Workforce and the Technology is working at its optimum level for the purpose of providing convincing results to all its stakeholders are and bringing itself upto that stage where its Human Capital gets feel of belongingness and self-esteem.

3. BOARD OF DIRECTORS :

The Board of the Company is assigned the ultimate responsibility for the Management of general and specific functions of the Company and also for overseeing the performance of the company as a whole. They are the ones who are entrusted with numerous powers for the purpose of Management of the Affairs of the Company. Articles of the Company give various implied powers to them and remaining powers are given to them by the Members, by way of passing of resolution in the General Meeting.

• COMPOSITION OF THE BOARD :

As the Company is required to maintain optimum combination in the Board. The Board of your Company consists of Executive, Non-Executive and Independent Directors to the optimum level required as per the provisions of various Legislations applicable. The Structure of the Board of the Company is wholly in compliance with the laws applicable, as it consists of: Executive, Non-Executive and Independent Directors. The maximum tenure of Independent Directors are within the limits mentioned under the provisions of the Companies Act, 2013 (“Act”) and the Independent Directors confirm that they meet the criteria Mentioned under Section 149(6) of the Act.

Name	Designation	No. of Board Meetings held	No. of Board Meetings attended	Attendance at the last AGM	No. of Directorships in other Companies
Bhupen Vasa	Managing Director	5	5	Yes	0
Hemen Vasa	Whole time Director	5	5	Yes	0
Purushottam Jagannath Bhide	Director	5	4	Yes	11

Shantilal Dhingarmal Chopra	Director	5	5	Yes	1
Akhtar Mirza	Director	5	4	Yes	0
Andrew Haig Denny	Director	5	4	Yes	0
Priyank Hemen Vasa	Director	5	5	Yes	0
Jyotiben Rajeshbhai Solanki	Director	5	5	Yes	0

• **NUMBER OF BOARD MEETINGS**

The Company has complied with all the provisions of the Companies Act, 2013 and Rules made thereunder regarding the conduction of Board Meetings. The company has conducted all the Meetings of the Board within the time interval specified under the Act and Rules for the purpose of discussing and deciding the Company's policy and strategy. The Annual Pre-scheduled tentative calendar for the Board and Committee Meetings is circulated to all the Directors. During the financial Year 2017-18 following below mentioned are the details of the Board Meetings held :-

S. NO.	DATE OF THE BOARD MEETING
1.	29 th May, 2017
2.	10 th August, 2017
3.	20 th August, 2017
4.	09 th November, 2017
5.	31 st January, 2018

• **SEPARATE MEETINGS OF INDEPENDENT DIRECTOR**

At least one Separate Meeting of the Independent Directors is required to be conducted by and among them as per the provisions of Regulation 25(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 without the attendance of Non- Independent Directors for the Following reasons :-

- (a) Reviewing the performance of non-independent directors and the Board as a whole;
- (b) Reviewing the performance of Chairperson of the company, And considering the views of executive and non-executive directors;
- (c) Assessing the quality, quantity and timeliness of the flow of information between the company management and Board that is necessary for the Board to effectively and reasonably perform their dues.

• **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

As per the requirements laid under SEBI (LODR), Regulation, 2015 the Company is required to conduct a familiarization programme for Independent Directors familiarizing them with their roles, rights, responsibilities in the Company, Nature of industry in which they operate, Business model of the Company. Also the company is required to post such details on its website and your company has complied with all such requirements.

• **COMMITTEES OF THE BOARD**

The Board has been authorized by the provisions of the law regarding the delegation of the work to the Committees formed by an authentic Board Resolution for ensuring that the best practices are being carried in the organization. The Board supervises the operations being carried out by the committees so formed and is also responsible for actions performed by them. The minutes of the Meetings of such committees are placed before the Board for review. The Board of the company has formed following committees :-

A. AUDIT COMMITTEE :-

Pursuant to the provisions laid under Regulation 18 of SEBI (LODR) Regulation, 2015 the Company is required to constitute an Audit Committee which shall oversee the operations regarding Finance, Audit, Internal control, etc. Hence, the same has been formed by the Company. It acts as a link between Management, Statutory and Internal Auditors and the Board. It recommends the appointment or re-appointment of statutory and internal auditors.

(i) Composition of audit Committee :-

The composition of the committee is as per the limits laid under Section 177 of the Companies Act, 2013. Also the Members of the committee possess relevant experience in the field of Finance.

Sr. No.	Name of the Director	Category	Designation
1.	Purushottam Jagannath Bhide	Independent Director	Chairman
2.	Shantilal Dhingarmal Chopra	Independent Director	Non-Executive Director
3.	Akhtar Mirza	Independent Director	Non-Executive Director
4.	Jyotiben Rajeshbhai Solanki	Independent Director	Non-Executive Director
5.	Andrew Haig Denny	Member	Non-Executive Director
6.	Bhupen Navnit Vasa	Member	Executive Director
7.	Heman Navnit Vasa	Member	Executive Director
8.	Priyank Vasa	Member	Executive Director

(ii) Meeting of Audit Committee :-

During the Financial Year 2017-18 Audit Committee Meetings have been conducted. Below are the details regarding all the Meetings held :-

Sr. No.	Name of the Director	No. of Meetings held	No. of Meetings attended
1.	Purushottam Jagannath Bhide	4	3
2.	Shantilal Dhingarmal Chopra	4	4
3.	Akhtar Mirza	4	3
4.	Jyotiben Rajeshbhai Solanki	4	4
5.	Andrew Haig Denny	4	3
6.	Bhupen Navnit Vasa	4	4
7.	Heman Navnit Vasa	4	4
8.	Priyank Vasa	4	4

(iii) Powers of Audit Committee :-

It includes the following:

- (1) Investigating any activity falling within the terms of its Appointment.
- (2) Seeking information from any employee.

- (3) Obtaining outside legal or other advice.
- (4) Securing attendance of outsider with relevant expertise, if it considers necessary.
- (5) Any other matter as may be required by SBI (LODR) Regulation, 2015 or companies Act, 2013 and rules made thereunder or any other Legislation applicable.

B. NOMINATION AND REMUNERATION COMMITTEE :

Pursuant to the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 a Company is required to constitute Nomination and Remuneration Committee and the same has been formed by your company. Following are the details of the Meetings held :-

Sr. No.	Name of the Director	No. of Meetings held	No. of Meetings attended
1.	Purushottam Jagannath Bhide	1	1
2.	Shantilal Dhingarmal Chopra	1	1
3.	Akhtar Mirza	1	1
4.	Jyotiben Rajeshbhai Solanki	1	1

C. STAKEHOLDER RELATIONSHIP COMMITTEE :

As stated under Regulation 20 of SEBI (LODR) Regulation, 2015 the Company is required to constitute a Stakeholders Relationship Committee for the purpose of redressing investor grievances and hence the same has been formed by the Company.

• STAKEHOLDERS MEETINGS

The last three Annual General Meetings were held at the Time and Venue mentioned below:-

YEAR	AGM NO.	DATE	TIME	VENUE
2017-18	26	29/09/2018	5:00	472, Tajpur Road Changodar Dist. Ahmedabad- 382213
2016-17	25	29/09/2017	5:00	472, Tajpur Road Changodar Dist. Ahmedabad- 382213
2015-16	24	29/09/2016	5:00	472, Tajpur Road Changodar Dist. Ahmedabad- 382213

• OTHER DISCLOSURES:-

1. There are no materially significant transactions with its promoters, the directors or the senior management personnel, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company. The disclosures in respect of Related Party Transactions have been provided in the notes to accounts. All contracts with the related parties entered into during the year are in normal course of business.
2. Neither were any penalties imposed, nor was any strictures passed by Stock Exchange or SEBI or Any Statutory Authority on any capital market related matters during the last three years.
3. The Company believes in conducting its behavior in an ethical manner which constitutes and results in highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end the Company has framed a Whistle Blower Mechanism.
4. The company has complied with the requirements of SEBI (LODR) Regulation, 2015.
5. The Company doesn't have any subsidiary Company.
6. All the transactions entered into with the Related Parties during the financial year are in the ordinary course of business and are at Arm's Length Price. And hence doesn't attract any relevant provision.

7. The website of the company has been made keeping in view various legislations applicable.

• **INFORMATION FOR SHAREHOLDERS :-**

		26th Annual General Meeting of the Company
1.	Annual General Meeting	
2.	Day, Date, Time, Venue	Saturday 29 th September 2018 05.00 P.M Block No. 472, Tajpur Road, Changodar, Tal. Sanand, Dist. Ahmedabad. AHMEDABAD GJ 382213
3.	Financial Year	2017-18

• **DEMATERIALIZATION AND LIQUIDITY :-**

The shares of the company are being traded on the stock exchange under the depository system of National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)

• **OUTSTANDING ADRs/GDRs/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS :-**

The company had not issued any ADR/GDR/Warrants or any convertible instruments till that date i.e. 31st March, 2018.

• **ADDRESS FOR CORRESPONDENCE :-**

1.) Share Transfer Agent :

Name : Bigshare Services Private Limited

Address : A-802, Samudra Complex, off C G Road, Navrangpura, Near Girish Cold Drinks
Ahmedabad 380009, India

Contact No : +91-079-40024135

2.) M/S Unick Fix-A-Form & Printers Ltd.

Address : 472, Tajpur Road, Ahmedabad - Rajkot Highway, Changodar, Ahmedabad, Gujarat
382213

Contact No : +91- 99789 31303

• **AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

The Company has obtained a certificate from its Statutory Auditor M/S A.A. Memon & Co. (Chartered Accountants) that confirms that the company has complied with Corporate Governance as stipulated under Regulation 34 (3) of SEBI (LODR) Regulation, 2015.

• **DECLARATION REGARDING AFFIRMATION OF CODE OF ETHICS :-**

In confirmation with the Regulation 34(3) of SEBI (LODR) Regulation, 2015 the Company has obtained written confirmation from the Directors that the company has complied with the Code of conduct applicable to the Company by the pursue of any Legislation.

Date : 01.08.2018
Place : Ahmedabad

For and on behalf of Board of directors
Unick Fix-A-Form & Printers Ltd.