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**Company Information**


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**Board of Directors & Key Managerial Personnel**

<b>Mr. Bhupen Navnit Vasa</b>	<b>Chairman &amp; Managing Director</b>
<b>Mr. Heman Navnit Vasa</b>	<b>Whole time Director</b>
<b>Mr. Priyank Vasa</b>	<b>Director</b>
<b>Mr. Purushottam Jagannath Bhide</b>	<b>Independent Director</b>
<b>Mr. Shantilal Dhingarmal Chopra</b>	<b>Director</b>
<b>Mr. Andrew Haig Denny</b>	<b>Director</b>
<b>Mr. Akhtar Mirza</b>	<b>Independent Director</b>
<b>Mrs. Jyotiben Solanki Rajeshbhai</b>	<b>Independent Director</b>
<b>Mr. Mukesh R Patel</b>	<b>Chief Financial Officer</b>
<b>Ms. Astha Pandey</b>	<b>Company Secretary</b>

**Statutory Auditor**

A.A. Memon & Co.  
Chartered Accountant  
606, 6<sup>th</sup> Floor, Span Trade Centre  
Ellisbridge, Ashram Road, Ahmedabad-6

**Internal Auditor**

F. S. P. And Company  
Chartered Accountant  
B-10, Javed Park, Opp. Prachina  
Society, Juhapura, Ahmedabad-55

**Secretarial Audit**

Vishakha Agrawal & Associates  
Practising Company Secretaries

**Banker & Financial Institutions**

State Bank of India  
The Cosmos Co. Op. Bank Ltd.

**Registered Office**

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

**Share Transfer Agent**

Bigshare Services Pvt. Ltd  
A/802, Samudra complex,  
Near Klassic Gold, Girish cold drink,  
C.G Road, Ahmedabad, Gujrat  
Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
E-mail : [bssahd1@bigshareonline.com](mailto:bssahd1@bigshareonline.com)

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### Annual General Meeting

Day & Date	Saturday, September 29 <sup>th</sup> , 2018
Time	5:00 P.M.
Venue	472, Tajpur Road, Ahmedabad - Rajkot Highway, Changodhar, Ahmedabad, Gujarat 382213

**UNICK FIX-A-FORM AND PRINTERS LIMITED****NOTICE**

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of Unick Fix-A-Form And Printers Limited will be held on Saturday, 29<sup>th</sup> September, 2018 at 05:00 p.m. at 472, Tajpur Road, Ahmedabad - Rajkot Highway, Changodhar, Ahmedabad, Gujarat 382213, to transact the following business:-

**(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, 2018 including the Audited Balance Sheet as on 31<sup>st</sup> March, 2018, 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.) RATIFICATION OF APPOINTMENT OF AUDITOR:-**

To ratify the appointment of M/s A. A. Memon & Co. Chartered Accountants (Firm Registration No. 106346W), as Statutory Auditors of the Company, who have been appointed by the company in 25th Annual General Meeting for a period of 5 years from of that General Meeting till the conclusion of 30<sup>th</sup> Annual General Meeting, subject to ratification at every Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby appoint M/s A. A. Memon & Co. Chartered Accountants (Firm Registration No. 106346W) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty AGM of the Company on such remuneration plus service tax, as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

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

To re-appoint Mr. Heman Navnit Vasa (DIN 00150717), who is whole-time director of the company and being eligible has offered himself for reappointment as the whole-time 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. Heman Navnit Vasa, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Whole-time Director of company, whose period of office will be liable to retire by rotation.”

**SPECIAL BUSINESS:-****(4.) RE-APPOINTMENT OF MR. BHUPEN NAVNIT VASA AS MANAGING DIRECTOR OF THE COMPANY:-**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an 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 01<sup>st</sup> August 2018, the Company hereby approves the re-appointment and terms of remuneration of Mr. Bhupen Navnit Vasa (DIN 00150585) as the Managing Director of the company for a period of three years with effect from 01<sup>st</sup> October 2018 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. Bhupen Navnit Vasa.”

RESOLVED FURTHER THAT Mr. Priyank Vasa be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution .”

**(5) REVISION IN TERMS REMUNERATION OF KEY MANAGERIAL REMUNERATION IN CASE OF INADEQUATE PROFIT:-**

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

“RESOLVED THAT pursuant to Section II of Part II of Schedule V and other applicable provisions, if any of the Companies Act, 2013, (including any amendment/modification thereof) and subject to such other necessary approval(s), consent (s) or permission (s), as may be required, the Company hereby approves, the revision in the salary scale applicable to Mr. Bhupen Navnit Vasa, (DIN: 00495473), Managing Director of the Company, Mr, Heman Navnit Vasa (DIN: 00150717) whole-time director of the company and Mr. Priyank Vasa (DIN: 06928383) executive director of the company in case of absence of profits, during the period commencing from October 1, 2018 till as detailed in the statement forming part of this notice.

RESOLVED FURTHER that the recommendation and approval of managerial remuneration to be paid to Mr. Bhupen Navnit Vasa, (DIN: 00495473), Managing Director of the Company, Mr, Heman Navnit Vasa (DIN: 00150717) whole-time director of the company and Mr. Priyank Vasa (DIN: 06928383), by the Nomination and Remuneration Committee has been approved in the Meeting held on 01<sup>st</sup> August, 2018 be and is hereby approved and adopted and proposed for the approval of shareholders in the Annual General Meeting of the Company as per the notice of Annual General Meeting.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

**Date : 01.08.2018**  
**Place : Ahmedabad**

**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 section 102 (1) of the Companies Act, 2013 in respect of the Special Business under item no 4 as stated above in annexed hereto.
- b) A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member. The proxies should, however, be deposited at the registered office of the Company not later than 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
- c) In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- d) Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the Meeting.
- e) The Register of Members and Transfer Books of the Company will be closed from Saturday, September 22, 2018 to Friday, September 28, 2018, both days inclusive.
- f) 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 Girish Cold Drinks 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.
- g) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company for assistance in this regard.
- h) Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.
- i) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- j) The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

- k) To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with Depositories.
- l) In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (LODR) Regulation 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited (CDSL), on all the resolutions set forth in this Notice. Resolution(s) passed by Members through remote e-voting/ e-voting is deemed to have been passed as if they have been passed at the AGM.
- m) CS Vishakha Agrawal of Vishakha Agrawal & Associates, Practicing Company Secretaries (Membership No. 39298), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- n) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
- o) The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- p) Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- q) In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to [csvishakhagrwal@gmail.com](mailto:csvishakhagrwal@gmail.com) by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, CS Vishakha Agrawal of Vishakha Agrawal & Associates, at 3rd Floor, 75A, Scheme No. 91, Malwa Mill Indore (M.P.) 9424501155 not later than 28<sup>th</sup> September, 2018, 6:00 p.m. ,Ballot Form received after this date will be treated as invalid.
- r) A member may participate in the general meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again.
- s) The chairman shall, at the general meeting at the end of discussion on the resolution on which voting is to be held, allow voting with assistance of scrutinizer, by use of ballot paper or by using an e-voting system for all the members who are present at the general meeting but have not cast their votes by availing the remote e-voting facilities.
- t) If a company opts to provide the same electronic system as used during the remote e-voting during the general meeting, the said facility shall be in operation till all the resolutions are considered and voted upon in the meeting and may be used for voting by the member attending the meeting and who have not exercised their vote through remote e-voting.
- u) The Equity Shares of the Company are listed on following Stock Exchanges in India:  
**BOMBAY STOCK EXCHANGE LIMITED**  
25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001

**Instructions for remote e-voting / e-voting are as under:****A. In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - “EVSN” along with “Unick Fix-a-Form & Printers Limited” from the drop down menu and click on “SUBMIT”
- (iv) If you are holding shares in Demat form and have already voted earlier on [www.evotingindia.com](http://www.evotingindia.com) for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

- (v) Now, fill up the following details in the appropriate boxes:

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
<b>User ID</b>	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
<b>PAN*</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
<b>DOB#</b>	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.	

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number :< ABCDE1234F> in the PAN Field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN 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 remote e-voting / 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.
- (viii) For member’s holdings shares in physical form, the details can be used only for remote e-voting / e-voting on the resolutions contained in this Notice.
- (ix) Click on the relevant EVSN on which you choose to vote.
- (x) 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.
- (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
- (xii) 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.

- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xv) Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvi) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorised to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.

## B. OTHER INSTRUCTIONS

- (i) **In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy:** Please follow all steps from sl. no. (i) to sl. no. (xvi) above, to cast vote.
- (ii) The voting period begins on **Wednesday, September 26th, 2018 (9.00 A.M.) and ends on Friday, September 28, 2018 (05:00 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 22nd September, 2018 , may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (iii) In case you have any queries or issues regarding remote e-voting / 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).
- (iv) Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details / Password” option available on [www.evoting.cdsl.com](http://www.evoting.cdsl.com).
- (v) Members holding shares in physical or in Demat form as on Saturday, 22<sup>nd</sup> day of September, 2018, shall only be eligible for e-voting.
- (vi) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- (vii) 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 of 22<sup>nd</sup> day of September, 2018

## C. SCRUTINIZER REPORT



- (i) CS Vishakha Agrawal (CP No. 15088) has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.
- (ii) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same
- (iii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be available for inspection and also placed on the website of the Company within prescribed period.
- (iv) Regarding any grievance with respect to remote e-voting / e-voting, you may contact by email at [bssahd3@bigshareonline.com](mailto:bssahd3@bigshareonline.com) Registrar and Transfer Agent at Bigshare Services Private Limited.

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015:**

1.	Name of Director	Mr. Heman Navnit Vasa	Mr. Bhupen Navnit Vasa
2.	Date of Birth	20/07/1955	09/04/1950
3.	Date of Appointment	01/09/1994	01/09/1994
4.	Qualification	Bachelor of Science	Bachelor of commerce
5.	Expertise	rich experience of technical & management skills	Rich experience in the field of finance & purchase
6.	Other Directorship held excluding private companies as on 31 <sup>st</sup> March 2017	NIL	NIL
7.	Chairman/Member of the Committee of Board of the Directors of the Company	<b>Member-</b> Board Meeting	<b>Member-</b> Board Meeting

**Date: 01.08.2018**

**By order of the Board of Directors**

**Place: Ahmedabad**

**For UNICK FIX-A-FORM & PRINTERS LTD**

**Sd/-**  
**BHUPEN NAVNIT VASA**  
**(Managing Director)**  
**(DIN 00150585)**

**STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

**1. ITEM NO. 4**

The Board recommends the re-appointment of Managing Director for a period of three years commencing from October 1<sup>st</sup> 2018 subject to the approval of the shareholders in the ensuing Annual General Meeting.

During his tenure, he formulated and successfully executed the Company's Global Strategy and several key strategic transitions. Under his guidance, the Company has refined its corporate sustainability program to focus on education, environment and wellness.

The main terms of appointment of Mr. Bhupen Vasa have been detailed in Point no. 2 of the Explanatory Statement.

The monthly basic salary of Mr. Bhupen Vasa during his previous tenure amounted to Rs. 1,45,000/-. Taking into consideration his contributions and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors on 01<sup>st</sup> August 2018 decided to revise the salary scale applicable to Mr. Bhupen Vasa from Rs. 1,45,000/- to Rs. 2,00,000/- per month.

None of the Directors and key Managerial Personnel of the Company or their respective relatives except Mr. Bhupen Navnit Vasa to which the appointment relates, is concerned or interested in the resolution.

**2. ITEM NO.5**

At the Annual General Meeting of the Company held on September 30, 2015, the Members had approved the appointment and terms of remuneration of Mr. Bhupen Navnit Vasa (DIN:00150585) Managing Director (MD) for a period of three years commencing from October 1, 2015 and ending on September 30, 2018. The term of appointment expires on 30<sup>th</sup> September, 2018 and requires renewal.

The Board of Directors has re-appointed Mr. Bhupen Navnit Vasa as Managing Director for a further period of three years, with effect from October 01, 2018, subject to the approval of the Members. The Company has also received consent in writing from Mr. Bhupen Navnit Vasa to act as Director, in Form DIR-2 pursuant to Rule 8 of The Companies (Appointment & Qualification of Directors) Rules, 2014 and an intimation in Form DIR – 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company in their meeting held on 01<sup>st</sup> August, 2018 recommended the appointment of Mr. Bhupen Navnit Vasa as Managing Director of the Company on the following terms and conditions:

**A. Tenure of Appointment:** The term of appointment is three years with effect from October 1, 2018.

**B. Gross Salary:** Rs. 2, 00,000/- (Rupees Two Lakhs Only) per month

**C. Increment:** Increment will be made by the Company and on the recommendation made by the Nomination and Remuneration Committee at such percentage which will be in the interest of the Company and suitable to the performance of Managing Director.

**D. Perquisites:** All legal and applicable perquisites including Provident Fund at specified rates from time to time in force shall be payable.

**E. Overall Remuneration:** The aggregate of the remuneration as specified above or paid additionally in accordance with the rules of the Company in any financial year, shall not exceed the limit prescribed from time to time under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act as may be in force from time to time.

**D. Other Benefits:**

- (i) He shall also be provided Car, telephone and mobile from the Company for official use and whose expenses, bills will be paid / reimbursed by the Company.
- (ii) The company shall pay / reimburse Club fees for two clubs and all actual entertainment expenses at the club reasonably incurred for the purpose of the Company.
- (iii) He shall be entitled to avail leave in accordance with the policies applicable to management staff of the Company and shall be entitled to encashment of leave standing to his credit as per policies of the Company applicable to Management staff.
- (iv) He shall also be a beneficiary of the Group Medical insurance and the Personal Accident Insurance policies taken by the Company for the Management Staff of the Company.
- (v) He shall not be eligible to receive sitting fees for attending meetings of the Board of Directors or any Committee thereof.

G. Notwithstanding anything to the contrary contained herein, wherein any financial year, during the continuation of the tenure of Mr. Bhupen Navnit Vasa, Managing Director, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him in accordance with the provision of the Section 197 and 198 read with Schedule V and all other applicable provisions of the Companies Act, 2013 or as may be prescribed by the Central Government from time to time, if the resolution approving the re-appointment of and remuneration payable to the Managing Director is passed by the members by way of special resolution.

**H. Other Conditions:**

- i. The office of the Managing Director may be terminated by either party by giving three (3) months prior notice in writing of such termination as may be mutually agreed between the Company and Mr. Bhupen Navnit Vasa.
- ii. The appointee director shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors and shall act in accordance with the Articles of Association of the Company. He shall adhere to the Company's Code of Conduct for its Directors, Senior Management, Officers and Employees of the Company.
- iii. The appointee director will perform his respective duties as such with regards to all the work of the Company and he will manage and attend to such business and carry out the orders and

direction given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board. He will be responsible for overall operations of the Company.

None of the Directors and key Managerial Personnel of the Company or their respective relatives except Mr. Bhupen Navnit Vasa to which the appointment relates, is concerned or interested in the resolution.

5 (b) In terms of the provisions of the Companies Act and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors of the Company in their meeting held on 01<sup>st</sup> August, 2018 recommended to increase gross salary of Mr, Heman Navnit Vasa (DIN: 00150717) whole-time director of the company of Rs. 2,00,000/- per month and Mr. Priyank Vasa (DIN: 06928383) executive director of the company of Rs. 1,50,000/- per month

**Date :01.08.2018**  
**Place : Ahmedabad**

**By order of the Board of Directors**  
**For UNICK FIX-A-FORM & PRINTERS LTD**  
**Sd/-**  
**BHUPEN NAVNIT VASA**  
**(Managing Director)**  
**(DIN 00150585)**

## Board's Report

**To,**  
**The Members**  
**UNICK FIX-A-FORM AND PRINTERS LIMITED**

The Directors of the Company feel amiable in presenting **26<sup>th</sup> Annual Report** of the Company Along with the Audited Statement of Accounts and Auditors' Report for the Financial Year ended 31<sup>st</sup>, March, 2018.

### 1.) FINANCIAL PERFORMANCE:

Particulars	Current Year (F.Y. 2017-18)	Previous Year (F.Y. 2016-17)
<b>Revenue from operations</b>	<b>28,61,82,468</b>	<b>27,84,88,219</b>
Other Income	16,97,067	30,56,676
<b>Total Revenue</b>	<b>28,78,79,535</b>	<b>28,15,44,895</b>
Expenses (Other than finance cost)	2,07,88,491	23,59,12,938
Finance cost	94,25,572	1,07,49,228
<b>Total expenses</b>	<b>25,76,65,472</b>	<b>24,66,62,166</b>
Profit before tax	<b>3,02,14,063</b>	<b>3,48,82,729</b>
<b>Less : Current tax</b>	77,98,000	1,10,51,000
Deferred tax	-3,98,000	2,39,000
<b>Profit/Loss after tax</b>	<b>2,28,14,063</b>	<b>2,24,02,651</b>

### 2.) STATE OF COMPANY'S AFFAIRS:

There is No change in the Nature of the Business of the Company during the Financial Year. Despite of difficult market conditions, healthy competition in the market and lack of interest of the investors, the performance of your Company has been satisfactory and to achieve the healthy growth for its stakeholders. The performance evaluations of the Company are as under;

Revenue: During the financial year 2017-18, the revenue of the Company has increased from Rs. 2815.45 lacs to Rs. 2878.79 lacs it shows that the revenue of the Company increased by 2.25% approx. as compared to previous financial year 2016-17.

Expenses: In Financial Year ended 31 March, 2018, the expense of the Company is increased from Rs. 2466.62 lacs to Rs. 2576.65 lacs as compared to the previous financial year ended on 31 March, 2017. But the finance cost of the Company is decreased by Rs. 94.26 Lacs as compared to the previous financial year 2016-17.

### 3.) DIVIDEND:

Keeping in view the growth prospects of the Company the Board of your company has not recommended any Dividend for the Financial Year 2017-18.

### 4.) MATERIAL CHANGES AND COMMITMENTS:

The Company has not undergone any Material Changes during the Financial Year that may affect the Financial Worth of the Company in any way. There is No Significant and Material orders passed by the Regulators, Tribunals or Courts which can have a Significant impact on the status of the Company of being a going concern and Company's Operations in future.

**5.) INTERNAL FINANCIAL CONTROL:**

Your Directors state that there are adequate Internal Controls in the Company for ensuring the Smooth working of the Operations and growth of the organization

**6.) MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

As the requirement under SEBI (LODR), 2015 the Management is required to prepare MDAR , for that reason it has been annexed as Annexure V forming part of this Report.

**7.) REPORT ON CORPORAE GOVERNANCE:**

Your Company has not been involved in any unethical Practices and has complied with all the Compliance related requirements. A detailed Report on Corporate Governance is required to be made by the Compliance Officer of the Company as per SEBI (LODR), 2015. The same has been annexed in the Report as Annexure VI.

**8.) SUBSIDIARIES/ JOINT VENTURE / ASSOCIATE COMPANIES:**

The Company has no Subsidiary/ Joint Venture/ Associate Company and hence is not required to prepare any Consolidated Financial Statement.

**9.) DEPOSITS:**

The Company has not accepted any Deposits during the Financial Year 2017-18 which are required to be reported as per Chapter V and Section 73 to 76 of the Companies Act, 2013.

**10.) DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to Section 134(5) of the Companies Act, 2013, the board of directors, to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts for the year ended March 31, 2018, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a 'going concern' basis;
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**11.) EMPLOYEE STOCK OPTION:**

During the year there has not been any issue of Equity shares to the Employees of the Company on differential basis. Hence, no such information is required to be filed under the provisions of Companies Act, 2013.

**12.) AUDITORS AND AUDITOR'S REPORT:**

M/s. A.A. Memon & Co, Chartered Accountants, Ahmedabad (Firm Registration No. 106346W), were appointed as Statutory Auditors of the Company at the AGM held on 30<sup>th</sup> Septemeber 2017 till the conclusion of this AGM, subject to ratification of their appointment of the shareholders of the Company at every AGM held thereafter, the present auditors M/s. A.A. Memon & Co Chartered Accountants will hold office upto the conclusion of the thirty AGM to be held in the year 2022. As such, the Board of Director of your Company based on the recommendation of the Audit Committee, have approved the proposal for ratification of M/s. A.A. Memon & Co, Chartered Accountants, Ahmedabad (Firm Registration No. 106346W), as Statutory Auditor of the Company. The Notice of AGM contains a business to this effect for your approval.

**13.) AUDITORS' REPORT:**

The Board has appointed A.A. Memon & Co., Chartered Accountants to conduct the Statutory Audit for the year 2017-18. There are no qualifications or adverse remarks in the Auditors' Report which require any clarification/ explanation. The Notes on financial statements are self-explanatory, and needs no further explanation. Further the Auditors' Report for the financial year ended, 31st March, 2018 is annexed herewith for your kind perusal and information.

**14.) EXTRACT OF ANNUAL REPORT:**

HEREWITH the Extract of Annual Return in the Specifies form i.e. Form No MGT 9 has been enclosed as the Annexure I.

**14.) CORPORATE SOCIAL RESPONSIBILITY:**

As the Net Worth, Turnover and Net Profit are below the Limits as prescribed under Section 135 of the Companies Act, 2013 and Rule 9 of the Companies(Corporate Social Responsibility Policy) Rules, 2014, hence the Company is not required to contribute in CSR.

**15.) DIRECTORS COMPOSITION:**

Underneath a table has been provided consisting of the information regarding Directors of your Company.

S. No.	Name	Designation	Executive /Non-Executive
1.	Shri. B. N. Vasa	Chairman & M.D.	Executive
2.	Shri. Hemen Vasa	Whole time Director	Executive
3.	Shri. Priyank Vasa	Director	Executive
4.	Mr. Andrew Denny	Director	Non Executive
5.	Mr. A. Mirza	Independent Director	Non Executive
6.	Mrs. Jyotiben Rajeshbhai Solanki	Independent Director	Non Executive
7.	Dr. S.L. Chopra	Independent Director	Non Executive
8.	Mr. P.J. Bhide	Independent Director	Non Executive

**16.) MEETINGS OF BOARD:**

S. No.	Date of the Meeting	Members Present
1.	29 <sup>th</sup> May, 2017	8
2.	10 <sup>th</sup> August,2017	7
3.	20 <sup>th</sup> August,2017	8
4.	09 <sup>th</sup> November, 2017	6
5.	31 <sup>st</sup> January, 2018	8

**17.) MEETINGS OF AUDIT COMMITTEE:**

S.No.	Date of the Meeting	Members Present
1.	29 <sup>th</sup> May, 2017	8
2.	10 <sup>th</sup> August, 2017	7
3.	09 <sup>th</sup> November, 2017	6
4.	31 <sup>st</sup> January, 2018	8

**18.) BOARD EVALUATION:**

Pursuant to the provisions of Companies Act, 2013, the Board has carried out an Annual Performance Evaluation of its own performance, the Directors individually as well as mutually evaluated their performance along with the performance of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. Various aspects such as Composition, Attendance, Duties, Obligations, etc. have been evaluated under this. The performance of the Directors was assessed individually and as a Whole.

**19.) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO ARE AS FOLLOWS:**

The particulars as required under the provisions of section 134(3) (m) of the Companies Act, 2013 in respect of conservation of energy and technology absorption have not been furnished the nature of activities undertaken by the company during the year under review.

**20.) REMUNERATION TO DIRECTORS:**

The remuneration paid to Executive, Non-Executive and Independent Directors are disclosed in the extract to the Annual Return in Form MGT-9. The same has been annexed as Annexure A of Board Report.

**21.) RISK MANAGEMNT POLICY:**

Major concern to your Company is monsoon. Our customer list is still dominated by pesticide majors. A good monsoon means good business for them which translate into large orders for us. The management try to develop the Pharma Clientele which dilute the risk of monsoon.

**22.) VIGIL MECHANISM:**

Company has vigil mechanism in force to deal with instance of fraud and mismanagement, if any. The mechanism ensures that strict confidentiality is maintained whilst dealing with the concern and also that no discrimination will be meted to any person for a genuinely raised concern. The Chairman of the Audit Committee may also e contacted by employees to report any suspected or concerned incident of fraud/ misconduct.

**23.) SECRETERIAL AUDIT:**

The board has appointed CS Vishakha Agrawal, Practising Company Secretary, to conduct Secretarial Audit for the financial year 2017-18. The Secretarial Audit Report for the financial year ended March 31, 2018 is annexed herewith marked as Annexure II to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**24.) PARTICULARS OF LOANS GIVEN, INVESTMENT MADE, GUARANTEE GIVEN AND SECURITIES PROVIDED:**

The company has not given any loan, done any investment or provided any guarantee under Section 186 of the Companies Act, 2013.



**25.) RELATED PARTY TRANSACTION:**

There is no contract or agreement entered into by the company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013.

**26.) APPRECIATION:**

Your Director wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendor and Shareholders during the year under review. Your Director also wish to place on record their deep sense of appreciation for the committed service of the Executives, staff and workers of the Company

**Date:** 01.08.2018

**Place:** Ahmedabad

**For and on behalf of the Board of Directors**

**Unick Fix a Form & Printers Limited**

**Sd/-**

**Sd/-**

**B.N.Vasa**

**H.N. Vasa**

**Managing Director**

**Director**

**(DIN: 00150585)**

**(DIN: 00150717)**

**Annexure-I**  
**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**  
**as on the financial year ended on 31<sup>st</sup> March, 2018**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

CIN	L25200GJ1993PLC019158
Registration Date	18/03/1993
Name of the Company	UNICK FIX-A-FORM AND PRINTERSS LTD
Category/Sub-Category of the Company	Company limited by share/Indian Non Government Company
Address of the Registered Office and Contact details	Block No. 472, Tajpur Road, Changodar, Tal. Sanand, Dist. Ahmedabad. Gujrat 382213 Phone 91 99789 31303/04/05 Email: info@unickfix-a-form.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any.	Big shares Services Pvt Ltd. A-802, Samudra Complex Off C G Road Navrangpura Near Girish Cold Drinks Ahmedabad 380009 P : +91 079 40392570   M : +91 09879653604

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of main products / service	NIC Code of the Product/ Service	% to Total turnover of the Company
1.	Paper Based Printed Materials/Labels	3219700	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
N.A.	N.A.	N.A.	N.A.	N.A.

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## (i) CATEGORY-WISE SHAREHOLDING

Category of Shareholders	No. of Shares held at the beginning of the year 2017-18				No. of Shares held at the end of the year 2017-18				
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	% Change during the Year
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	1953390	1810	1955200	35.65	1953800	1400	1955200	35.65	0.00%
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt.	0	0	0	0	0	0	0	0	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
(i) Trust	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1)	1953390	1810	1955200	35.65	1953800	1400	1955200	35.65	0
<b>(2) Foreign</b>									
a) NRIs – Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoters (A)= (A)(1)+(A)(2)</b>	1953390	1810	1955200	35.65	1953800	1400	1955200	35.65	0

<b>B. Public Shareholding</b>									
<b>(1) Institution</b>									
a) Mutual Fund/UTI	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0

h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0

<b>(2) Non-Institutions</b>									
a) Body Corporate									
i) Indian	3500	1973700	1977200	36.05	15500	1973700	1989200	36.26	0.03
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) individual shareholders holding nominal share capital upto 1 lakh	260550	758800	1019350	18.58	266266	739600	1005865	18.33	(0.03)
ii) individual shareholders holding nominal share capital in excess of 1 lakh	199650	328100	527750	9.62	199100	328100	527200	9.62	0.00
c) Others (Specify)									
i) Trust	0	0	0	0	0	0	0	0	0.00
ii) Non-Resident Indians	0	5500	5500	0.10	0	5500	5500	0.10	0.00
iii) Clearing Members	0	0	0	0	2035	0	2035	0	0.00
iv) Hindu Undivided Families	0	0	0	0	0	0	0	0	0.00
v) Foreign Corporate Bodies	0	0	0	0	0	0	0	0	0.00
<b>Sub-Total (B) (2)</b>	<b>463700</b>	<b>3066100</b>	<b>3529800</b>	<b>64.35</b>	<b>482900</b>	<b>3046900</b>	<b>3529800</b>	<b>64.35</b>	<b>0.00</b>
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>463700</b>	<b>3066100</b>	<b>3529800</b>	<b>64.35</b>	<b>482900</b>	<b>3046900</b>	<b>3529800</b>	<b>64.35</b>	<b>0.00</b>
<b>TOTAL (A) + (B)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>
<b>GRAND TOTAL (A) + (B) + (C)</b>	<b>2435700</b>	<b>3049300</b>	<b>5485000</b>	<b>100.00</b>	<b>2435700</b>	<b>3049300</b>	<b>5485000</b>	<b>100.00</b>	<b>0.00</b>
<b>Sub-Total (B)(1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

## ii. Shareholding of Promoters

Shareholders Name	Shareholding at the beginning of the Year			Shareholding at the end of the year			% change in share-holding during the year
	No. of Shares	% of total shares of the Company	% of Shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares pledged/encumbered to total shares	
Vasa Hemen	200	0.00	0	200	0.00	0	0
ThakkarMeena	200	0.00	0	200	0.00	0	0
Patel Mukesh	200	0.00	0	200	0.00	0	0
Patel Mukeshbhai A.	200	0.00	0	200	0.00	0	0
ThakerParul N.	200	0.00	0	200	0.00	0	0
KathjuRituraj	200	0.00	0	200	0.00	0	0
Vasa Sarla	400	0.01	0	400	0.01	0	0
SarlaNavnit Vasa	885648	16.15	0	885648	16.15	0	0
HemenNavnit Vasa	300510	5.48	0	300510	5.48	0	0
BhupenNavnitlal Vasa	472750	8.62	0	472750	8.62	0	0
KaminiBhupen Vasa	148840	2.71	0	148840	2.71	0	0
Nicky Hemen Vasa	145852	2.66	0	145852	2.66	0	0
<b>TOTAL</b>	1955200	35.65	0	1955200	35.65	0	0

## iii) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE)

There is no change in Promoters' Shareholding

Sl No.	Shareholding		Increase/ (Decrease) in Shareholding	Cumulative Shareholding during the year		Increase/ (Decrease)in Shareholding
	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company at the beginning (01.04.2016)/ end of the year (31.03.2017)		No of Shares	% of total shares of the Company	
1	1955200	35.65	No change during the year	1955200	35.65	No change during the year

## iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS).

S.No.	For each of the Top Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of Shares	% of Total shares of the Company	No. of Shares	% of Total shares of the Company
1.	Fix A Form International	1970400	35.9234	1970400	35.9234

	Ltd.				
2.	Sushilaben Nailesh Shah	98400	1.794	98400	1.794
3.	Amrutlal Jamnadas Kotak	38500	0.7019	38500	0.7019
4.	Mansuklal Jamnadas Kotak	30000	0.55	30000	0.55
5.	Sharadaben Ramanbhai Patel	27000	0.49	27000	0.49
6.	Atul Moradia	25000	0.4558	25000	0.4558
7.	Daxa Moradia	24600	0.4485	24600	0.4485
8.	Shah Chandulal J.	24600	0.4485	24600	0.4485
9.	Shah Mukesh N.	24600	0.4485	24600	0.4485
10.	Shah Manoj C.	24600	0.4485	24600	0.4485

**v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

For each of the Directors*	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
	No. of Shares	% of Total shares of the Company	No. of Shares	% of Total shares of the Company
At the beginning of the year	1955200	35.65	1955200	35.65
Date wise increase/decrease in Promoters Shareholders during the year specifying the reasons for increase / decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc.	No change during the year	No change during the year	No change during the year	No change during the year
At the end of the year	1955200	35.65	1955200	35.65

**V. INDEBTEDNESS**

Indebtedness of the company including interest outstanding / accrued but not due for payment

	Secured loans excluding deposits	Unsecured loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i).Principal Amount	79088791	-	-	79088791
ii).Interest due but not paid	-	-	-	-
iii). Interest accrued but not due	-	-	-	-
<b>Total (i +ii+iii)</b>	79088791	-	-	79088791
<b>Change in indebtedness during the financial year</b>	79088791	-	-	-
Addition	24021491	-	-	-
Reduction	8411400	-	-	-
<b>Net change</b>	15610091	-	-	15610091
<b>Indebtedness at the end of the financial year</b>	94698882	-	-	94698882
i).Principal Amount				
ii).Interest due but not paid				

iii).Interest accrued but not due				
<b>Total (i +ii+iii)</b>	79088791	-	-	79088791

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director/ Whole Time Director.

S. No.	Particulars of Remuneration	BHUPEN NAVNIT VASA	HEMAN NAVNIT VASA	PRIYANK HEMEN VASA	TOTAL
	Gross Salary	17,40,000	17,40,000	14,40,000	49,20,000
1	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961		-	-	-
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961		-	-	-
	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2	Stock options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	- Others, specify..				
5	Others - please specify	14,036	14,742	9000	37778
	<b>TOTAL</b>	<b>17,54,036</b>	<b>17,54,742</b>	<b>14,49,000</b>	<b>49,57,778</b>

### B. Remuneration to Independent Directors: N.A.

Description	PURUSHOTTAM JAGANNATH BHIDE	SHANTILAL CHOPRA	ANDREW HAIG DENNY	Jyotiben Rajeshbhai Solanki	TOTAL
Fees for attending Board/ Committee Meetings	10,000	15,000	-	5,000	30,000
- Commission	-	-	-	-	-
- Others, please specify	-	-	1,45,100	-	1,45,100
<b>TOTAL</b>	<b>10,000</b>	<b>15,000</b>	<b>1,45,100</b>	<b>5,000</b>	<b>1,75,100</b>

### C. Remuneration to Key Managerial other than MD/WTD

S. No.	Particulars of Remuneration	Mr. Mukesh Patel CFO	Ms. Astha Pandey	Total Amount (In Rs.)
	Gross Salary	11,33,650	1,74,000	11,20,300
1	(a) Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	-	-	-
	(b) Value of perquisites under section 17(2) Income Tax Act, 1961	-	-	-

	(c) Profit in lieu of salary under section 17(3) Income Tax Act, 1961	-	-	-
2	Stock options	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify..	-	-	-
5	Others - please specify	-	-	-
	<b>TOTAL</b>	11,33,650	1,74,000	11,20,300

**VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

TYPE	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>B. DIRECTOR</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
<b>C. OTHERS OFFICERS IN DEFAULT</b>					
Penalty	N.A.	N.A.	N.A.	N.A.	N.A.
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.



## FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014]

To,  
The Members  
UNICK FIX-A-FORM AND PRINTERS LIMITED  
Block No. 472, Tajpur Road,  
Changodar, Tal. Sanand, Dist. Ahmedabad (GJ.) 382213

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by UNICK FIX-A-FORM AND PRINTERS LIMITED (CIN: L25200GJ1993PLC019158) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

We have followed the audit practices and processes as were appropriate to the best of our understanding to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.

Wherever required we have obtained the management representation about the compliance of the laws, rules and regulations and happening of events, etc.

Our report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness or accuracy with which the management has conducted the affairs of the company.

Based on the information and/or details received on verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulation made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the company during the audit period)**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): (Not applicable to the Company as the Company is under the Dissemination Board of NSE)
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. **(Not applicable to the company during the audit period as the Company has not issued/listed any Share Capital during the financial year under review)**
  - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities And Exchange Board of India (Share Based Employees Benefits) Regulations 2014. **(Not applicable to the Company during Audit Period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **(Not applicable to the Company during Audit Period)**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not applicable to the Company during the Audit Period)**
  - h) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2009. **(Not applicable to the Company during the Audit Period)**
- (vi) The following other laws as specifically applicable in the view of the Management.
- a) Factories Act, 1948
  - b) Negotiable Instruments Act, 1881
  - c) Works Contract Rules, 2007
  - d) Industrial Disputes Act, 1947
  - e) Employees' State Insurance Act, 1948
  - f) Employees Provident Fund and Miscellaneous Provisions Act, 1952
  - g) Environment Protection Act, 1986
  - h) Water (Prevention and Control of Pollution) Act, 1981
  - i) Air (Prevention and Control of Pollution) Act, 1974
  - j) Hazardous Waste (Management and Handling) Rules, 1989
  - k) Payment of Wages Act, 1936 and other applicable labour laws
  - l) The Water (Prevention and Control of Pollution) Act, 1974
  - m) General Clause Act, 1897
  - n) Registration Act, 1908
  - o) Indian Stamp Act, 1899
  - p) Limitation Act, 1963
  - q) Transfer of Property Act, 1882
  - r) Indian Contract Act, 1872
  - s) Sale of Goods Act, 1930
  - t) Information Technology Act, 2000
  - u) Consumer Protection Act, 1986
  - v) Arbitration and Conciliation Act, 1996
  - w) Other laws as applicable to the Company other than taxation laws

We have also examined compliance of the applicable Clauses of the Listing Agreements entered into by the Company with the Ahmedabad Stock Exchange Limited and Secretarial Standards issued by The Institute of Company Secretaries of India.

We have relied on the certificates obtained by the Company from the Management Committee/Function heads and based on the report received, there has been due compliance of all laws, orders, regulations and other legal requirements of the central, state and other Government and Legal Authorities concerning the business and affairs of the company. However, please note for the Audit Period:

- (i) SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are not applicable, as there being no schemes of the Company under the said Guidelines.
- (ii) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable, as company has not issued any Debt Securities.

- (iii) SEBI (Delisting of Equity Shares) Regulations, 2009 are not applicable, as there being no instances of delisting of Equity Shares.
- (iv) SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the companies act and dealing with client are not applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review.
- (v) SEBI (Buyback of Securities) Regulations, 1998 are not applicable, as there being no instances of buy-back of shares.
- (vi) The Secretarial Standards under the Companies Act 2013 was applicable during the reporting period and, the same was considered in the Audit.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, however there are procedural lacunas in complying with some of the Act, Rules, Regulations, Guidelines, etc. subject to the following Qualifications:

- a) The company has not complied with the provisions/requirements of the SEBI Act and listing agreement/regulations, during the financial year under review. As per the information provided, since the Company was under the Dissemination Board of NSE, so it was not possible for the company to comply with the requirements of the listing agreement.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and recorded in the minutes.

We further report that there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines and as informed, the Company has responded to notices for demands, claims, penalties etc. levied by various statutory/regulatory authorities and initiated actions for corrective measures, wherever necessary.

As per information given by the management, shares of the company are listed on Bombay Stock Exchange after the end of financial year 2018 but before the date of this Secretarial Audit Report.

**For Vishakha Agrawal & Associates.**  
Company Secretaries

**Place: Indore**  
**Date: 01.08.2018**

**Vishakha Agrawal**  
(Proprietor)  
ACS No : **39298**  
C P No : **15088**

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.

## ANNEXURE A

To,  
The Members  
**UNICK FIX-A-FORM AND PRINTERS LIMITED**  
CIN: L25200GJ1993PLC019158  
Block No. 472, Tajpur Road,  
Changodar, Tal. Sanand, Dist. Ahmedabad (GJ.) - 382213

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and have relied on the report of statutory auditors on direct and indirect taxes. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**ANNEXURE III****TO BOARD'S REPORT  
POLICY ON REMUNERATION OF DIRECTORS,  
KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES****1. INTRODUCTION:**

Unick Fix-a-form & Printers Limited ("the Company") recognizes the importance of attracting, retaining and motivating personnel of high caliber and talent for the purpose of ensuring efficiency and high standard in the conduct of its affairs and achievement of its goals besides securing the confidence of the shareholders in the sound management of the Company.

Section 178 of the Companies Act, 2013 require the Nomination and Remuneration Committee of the Board of Directors of every listed entity, among other classes of companies, to

- formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees.

- identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal

- carry out evaluation of every director's performance

- formulate the criteria for evaluation of Independent Directors and the Board

Accordingly, in adherence to the above said requirements and in line with the Company philosophy towards nurturing its human resources, the Nomination and Remuneration Committee of the Board of Directors of Unick Fix a Form & Printers Limited herein below recommends to the Board of Directors for its adoption the Nomination and Remuneration Policy for the Directors, key managerial personnel and other employees of the Company as set out below:

**2. DEFINITIONS:**

**"Act"** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

**"Board"** means Board of Directors of the Company.

**"Company"** means "Unick Fix a Form & Printers Limited."

**"Directors"** means Directors of the Company.

**"Independent Director"** means a director referred to in Section 149 (6) of the Companies Act, 2013.

**"Key Managerial Personnel"** means as may be defined in the Companies Act, 2013.

As per section 2(51) "key managerial personnel", in relation to a Company, means—

- i. the Chief Executive Officer or the Managing Director or the Manager;
- ii. the Company Secretary;
- iii. the Whole-time Director;
- iv. the Chief Financial Officer; and
- v. such other officer as may be prescribed;

**"Nomination and Remuneration Committee"** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.

**"Policy or This Policy"** means "Policy for Remuneration of Directors, Key Managerial Personnel and Senior Employee".

**"Remuneration"** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

**"Senior Management"** mean personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive Directors, including all the functional heads.

**"Other employees"** mean all the employees other than the Directors, KMPs and the Senior Management Personnel.

**3. REMUNERATION TO THE DIRECTORS:**

The Company strives to provide fair compensation to Directors, taking into consideration industry benchmarks, Company's performance vis-à-vis the industry, responsibilities shouldered, performance/ track record, macroeconomic review on remuneration packages of heads of other organizations.

The remuneration payable to the Directors of the Company shall at all times be determined, in accordance with the provisions of Companies Act, 2013.

#### **4. APPOINTMENT AND REMUNERATION OF MANAGING DIRECTOR AND WHOLE TIME- DIRECTOR:**

The terms and conditions of appointment and remuneration payable to a Managing Director and/or Whole-time Director(s) shall be recommended by the Nomination and Remuneration Committee to the Board for its approval which shall be subject to approval by shareholders at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in Schedule V to the Companies Act, 2013. Approval of the Central Government is not necessary if the appointment is made in accordance with the conditions specified in Schedule V to the Act. In terms of the provisions of Companies Act, 2013, the Company may appoint a person as its Managing Director or Whole-time Director for a term not exceeding 3 (years) at a time. The executive Directors may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other. The break-up of the pay scale, performance bonus and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and shall be within the overall remuneration approved by the shareholders and Central Government, wherever required. While recommending the remuneration payable to a Managing/ Whole-time Director, the Nomination and Remuneration Committee shall, inter alia, have regard to the following matters:

- Financial and operating performance of the Company
- Relationship between remuneration and performance
- Industry/ sector trends for the remuneration paid to executive director

Annual Increments to the Managing/ Whole Time Director(s) shall be within the slabs approved by the Shareholders. Increments shall be decided by the Nomination and Remuneration Committee at times it desires to do so but preferably on an annual basis.

#### **5. INSURANCE PREMIUM AS PART OF REMUNERATION:**

Where any insurance is taken by a Company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. However, if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

#### **6. REMUNERATION TO INDEPENDENT DIRECTORS:**

Independent Directors may receive remuneration by way of

- Commission as approved by the Shareholders of the Company
- Independent Directors shall not be entitled to any stock options.

Based on the recommendation of the Nomination and Remuneration Committee, the Board may decide the sitting fee payable to Independent Directors, but the amount of such sitting fees shall not exceed the maximum permissible under the Companies Act, 2013.

#### **7. REMUNERATION TO DIRECTORS IN OTHER CAPACITY :**

The remuneration payable to the Directors including Managing Director or Whole-time Director or Manager shall be inclusive of the remuneration payable for the services rendered by him/her in any other capacity except the following :-

- a) The services rendered are of a professional nature; and
- b) In the opinion of the Nomination and Remuneration Committee, the director possesses the requisite qualification for the practice of the profession.

#### **8. EVALUATION OF THE DIRECTORS:**

As members of the Board, the performance of the individual Directors as well as the performance of the entire Board and its Committees is required to be formally evaluated annually. Section 178 (2) of the Companies Act,

2013 also mandates the Nomination and Remuneration Committee to carry out evaluation of every director's performance. In developing the methodology to be used for evaluation on the basis of best standards and methods meeting international parameters, the Board / Committee may take the advice of an independent professional consultant.

**9. NOMINATION AND REMUNERATION OF THE KEY MANAGERIAL PERSONNEL (OTHER THAN MANAGING/ WHOLE-TIME DIRECTORS), KEY-EXECUTIVES AND SENIOR MANAGEMENT:**

The executive management of a Company is responsible for the day to day management of the Company. The Companies Act, 2013 has used the term "Key Managerial Personnel" to define the executive management. The KMPs is the point of first contact between the Company and its stakeholders. While the Board of Directors is responsible for providing the oversight, it is the Key Managerial Personnel and the Senior Management who are responsible for not just laying down the strategies as well as its implementation. The Companies Act, 2013 has for the first time recognized the concept of Key Managerial Personnel. Among the KMPs, the remuneration of the CEO or the Managing Director and the Whole-time Director(s), shall be governed by the Section on Remuneration of the Directors of this Policy dealing with "Remuneration of Managing Director and Whole-time- Director". Apart from the Directors, the remuneration of all the other KMPs such as the Chief Financial Officer, Company Secretary or any other officer that may be prescribed under the statute from time to time; and "Senior Management" of the Company defined in the SEBI (LODR, Regulations, 2015 shall be determined by the Key Managerial Personnel/s of the Company in consultation with the Managing Director and/ or the Whole-time Director Finance. The remuneration determined for all the above said senior personnel shall be in line with the Company's philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme medical expenses etc. shall be decided by the Company's Key Managerial Personnel/s. Decisions on Annual Increments of the Senior Personnel shall be decided by the Human Resources Department in consultation with the Managing Director and/ or the Whole-time Director Finance of the Company.

**10. REMUNERATION OF OTHER EMPLOYEES:**

Apart from the Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee including professional experience, responsibility, job complexity and local market conditions. The Company considers it essential to incentivize the workforce to ensure adequate and reasonable compensation to the staff. The Key Managerial Personnel/s shall ensure that the level of remuneration motivates and rewards high performers who perform according to set expectations for the individual in question. The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package. The annual increments to the remuneration paid to the employees shall be determined based on the annual appraisal carried out by the HODs of various departments. Decisions on Annual Increments shall be made on the basis of this annual appraisal.

**11. REVIEW AND AMENDMENT:**

Any or all the provisions of this Policy would be subject to the revision/ amendment in the Companies Act, 2013, related rules and regulations, guidelines and the Listing Agreement on the subject as may be notified from time to time. Any such amendment shall automatically have the effect of amending this Policy without the need of any approval by the Nomination and Remuneration Committee and/ or the Board of Directors.

**ANNEXURE IV****Form No. AOC-2****(As per “the Act” and rule made thereunder)****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)****1. DETAILS OF CONTRACTS OR ARRANGEMENTS OR TRANSACTIONS NOT AT ARM’S LENGTH BASIS**

- (a) Name(s) of the related party and nature of relationship -NA  
 (b) Nature of contracts/arrangements/transactions -NA  
 (c) Duration of the contracts / arrangements/transactions-NA  
 (d) Salient terms of the contracts or arrangements or transactions including the value, if any: -NA  
 (e) Date(s) of approval by the Board, if any: -NA  
 (f) Amount paid as advances, if any: -NA

**2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM’S LENGTH BASIS**

- (a) Name(s) of the related party and nature of relationship  
 (b) Nature of contracts/arrangements/transactions:

Sr.no	Name of Related Parties	Nature of Relationship	Nature of Transaction
1	NA	NA	NA

- (c) **Salient terms of the contracts or arrangements or transactions including the value, if any**  
 Terms of the contract conform to the prevailing market rates and all the care has been taken to ensure reasonability of prices as compared to the prevailing rates in the market better quality products and timely supplies.
- (d) **Justification for entering into such contracts or arrangements or transactions**  
 It is ensured that the contract with the Contracting party is advantageous to the Company and its shareholders. The Company intends to ensure following aspects by dealing with contracting parties:
- (e) **Date(s) of approval by the Board:** all the quarterly meetings held during the FY 2017-18.
- (f) **Amount paid as advances, if any:** NIL
- (g) **Date on which the special resolution was passed in general meeting as required under first proviso to section 188:** N.A.

**3. THE DETAILS OF ALL RELATED PARTY TRANSACTIONS AS PER ACCOUNTING STANDARD 18 HAVE BEEN DISCLOSED IN NOTES TO ACCOUNTS OF FINANCIAL STATEMENT.**

**Date :** 01.08.2018  
**Place :** Ahmedabad

**By order of the Board of Directors**  
**For UNICK FIX-A-FORM & PRINTERS LTD**

**Sd/-**  
**BHUPEN NAVNIT VASA**  
**(Managing Director)**  
**(DIN 00150585)**



## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### A. Economic Overview :

The growth rate during the Financial Year 2017-18 was 6.5%. The overall view of the economy is improving due to various Government reforms, Favorable external factors, improved investor sentiments, agricultural policy, public investment, services sector and Demonetization.

India's real GDP growth will remain between 6.75% and 7.5% in the 2017-2018 financial year, the government said in its Economic Survey, an annual document that deciphers the state of the economy.

### B. Printing Industry in India:

*"Printing industry had been witnessing a healthy growth in the past five years"*

Printing – Packaging industry in India is growing; people are taking keen interest in this key industry now. There are more than 36 printing institutes some of these giving even post-graduate education.

Every year more than 3500 new printing engineering graduates joins this industry, while still much more get on the spot training in the print shops. Printing especially Packaging printing is now one of the fastest growing sectors in India. It is said that since 1989 the growth of the Printing coupled with Packaging Printing industry is over 14%.

### C. Human Capital :

The most important asset of our company isn't something we can put our hands on. It isn't equipment or the physical plant, and it isn't data, technology, or intellectual property. The most valuable part of our company is the people—the human capital—and any plans to move our business forward have to start there. Without the availability of employees and labour no industry can work. Hence for that purpose the company keeps in mind the welfare of all the Employees and Labours. Company maintains smooth relations with whole of the workforce and incentives are provided to them from time to time.

### D. Segment Growth Drivers:

Availability of Labour, Raw Material and Capital. A strong customer base is must for all the segments and hence required in this industry also. Keeping updates of all the available and updated technological changes.

### E. Review of Company's Business and Financials :



### F. Opportunities :

India has averted the effects of the global slump and continues to grow. More and more multinational companies are now targeting India as the hub for manufacturing and exporting. This provides good opportunities to component manufacturers and service providers for accelerated growth. Project expansion is in progress demanding many companies

**G. Challenges for Printing industry :**

Maintaining existing customer base, servicing them with the goal of retaining their business is imperative. Also, the importance of the retention of expert employees cannot be ignored. Building & communicating will always be the most valuable investment organization makes to delivering sustainable growth. The pressure of senior managers to deliver will intensify significantly in future with fierce competition.

**H. Internal Control Mechanism :**

The Company has in place a Systematized setup for the purpose of Internal Control. The company has an authorized person for the purpose of management of internal control of the Organization. There are neither any Loop in the internal control of company nor is there any Activity carried which results in any interruption in the smooth functioning of the operations.

**I. Changes in the Nature of Business :**

There has not been any change in the Nature of business being carried by the Company. The Company is still working hard for being a leader in the Printing industry in all over the India. There has not been any change in the operations of the company except in case of up gradation of the Technology.

## 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 <sup>th</sup> May, 2017
2.	10 <sup>th</sup> August, 2017
3.	20 <sup>th</sup> August, 2017
4.	09 <sup>th</sup> November, 2017
5.	31 <sup>st</sup> 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 :-**

		<b>26<sup>th</sup> Annual General Meeting of the Company</b>
<b>1.</b>	Annual General Meeting	
<b>2.</b>	Day, Date, Time, Venue	Saturday 29 <sup>th</sup> September 2018 05.00 P.M Block No. 472, Tajpur Road, Changodar, Tal. Sanand, Dist. Ahmedabad. AHMEDABAD GJ 382213
<b>3.</b>	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. 31<sup>st</sup> 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.**

**COMPLIANCE CERTIFICATE**

{Under Regulation 34(3) and Schedule V (E) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015}

To,  
The Members  
UNICK FIX-A-FORM AND PRINTERS LTD  
(CINL25200GJ1993PLC019158)

We have examined the compliance of conditions of corporate governance by Unick Fix-A-Form And Printers Ltd, for the year ended March 31,2018, as stipulated in Regulation 34 (3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and Management, we certify that the company has complied with conditions of corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For A.A.Memon & Co.**  
**Chartered Accountants**

**Place: Ahmedabad**  
**Date: 30.05.2018**

**A.A.Memon**  
(Membership No. 037728)



**CFO Certification under Regulation 17(8) and Part B of Schedule II of the  
SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

I the undersigned, in our respective capacities as Chief Financial Officer of Unick Fix-A-Form And Printers Ltd to the best of our knowledge and belief certify that:

1. We have reviewed financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
  - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit committee:-
  - (a) Significant changes in internal control over financial reporting during the year;
  - (b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**Place: Ahmedabad**

**Date: 30.05.2018**

**Mukesh Ramanbhai Patel**

**(CFO)**

## INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF  
UNICK FIX-A-FORM & PRINTERS LTD.

### Report on the Financial Statements

We have audited the accompanying financial statements of UNICK FIX-A-FORM & PRINTERS LTD. ("the Company") which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the statement of changes in Equity for the year then ended and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of IND AS financial statements that give a true and fair view of the financial performance including Other Comprehensive Income and changes in Equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian (Ind AS) Accounting Standards specified under Section 133 of the Act read with the Companies Indian Accounting Standards Rules 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent and the design implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with Standards on Auditing issued by the Institute of Chartered Accountants of India as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgments, including assessment of the risks of material misstatements of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors as well as evaluating the overall presentation of the Ind AS financial statements. We believe that audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the Company as at 31st, March, 2018 and its profit including other comprehensive income, its cash flow and the changes in Equity for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, Statement of Profit and Loss including the statement of other comprehensive income, the Cash Flow Statement and statement of changes in Equity dealt with by this report are in agreements with the books of account.
  - (d) In our opinion the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules 2015 as amended.
  - (e) On the basis of the written representation received from the directors as on 31st March, 2018 taken on record by the Board, no Director is disqualified as on 31st March 2018 from being Appointed as a Director in terms of Section 164(2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls referred to our separate report in "Annexure B" to this report.
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Accounts) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed that there are no any litigations against the Company which may impact its Ind AS financial statements.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There was no any amount required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Ahmedabad

Date : **30th May 2018.**

For, A. A. Memon & Co.  
Chartered Accountants  
F.R.No.:106346W  
(A.A. Memon)  
Proprietor  
Membership No. 037728

## ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under heading "Report on other legal and regulatory requirements" of our report of even date,

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
(b) All the fixed assets were physically verified by the management during the year. We are informed that no material discrepancies were noticed on such verification.  
(c) The title deeds of the immovable properties have been found in the name of the company.
- (ii) The stocks of the inventories have been physically verified during the year by management. In our opinion, the frequency of verification is reasonable. The Company is maintaining proper records and no discrepancy was noticed on verification between the physical inventory and the book records.
- (iii) The Company has not granted any loans, secured or unsecured to Companies, firms and LLPs or to other parties covered in the register maintained under Section 189 of the Act. Consequently, requirement of clauses (iii,a), (iii,b) and (iii,c) of paragraph 3 of the order are not applicable.
- (iv) As regard loans & advances and investments the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with. The Company has not given any guarantee or security on behalf of any party.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the Rules framed thereunder.
- (vi) The Central Government has not specified any rules for maintenance of cost records for the items of goods manufactured by the company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, employees state insurance, Income Tax, GST, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it. According to the information and explanations given to us, no Undisputed amounts payable in respect of outstanding statutory dues were in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.  
(b) There are no any amounts under dispute which are required to be deposited by 31st March, 2018.
- (viii) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to the Banks, Financial Institutions and Government.
- (ix) To the best of our knowledge, belief and information and explanations given to us the Company has not applied the moneys of initial public offer, private placement and term loans for the purposes other than those for which they were raised/obtained.

- (x) To the best of our knowledge and belief and according to information and explanations given to us, no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Companies Act
- (xii) As the Company is not a Nidhi Company, the paragraph (xii) is not applicable to the company.
- (xiii) As per our belief and information and explanations provided to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Notes of the Financial Statements etc. as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) As informed to us and as per information and explanations given to us, the Company has not entered in to any non cash transactions with directors or persons connected with them as per provisions of section 192 of the Companies Act, 2013
- (xvii) In our opinion the company is not required to be registered under section 45IA of the RBI Act, 1934.

Place : Ahmedabad

Date : **30th May 2018.**

For, A. A. Memon & Co.  
Chartered Accountants  
F.R.No.:106346W  
(A.A. Memon)  
Proprietor  
Membership No. 037728

## ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

**Report on the financial Control Under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Unick Fix-A-Form & Printers Ltd. (“the Company”) as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of the frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS’ RESPONSIBILITY**

Our responsibility is to express as opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Control over Financial Reporting ( the “Guidance Note”) and the standards on Auditing, issued by 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance

with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31,2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial reporting issued by Institute of Chartered Accountants of India.

Place : Ahmedabad

Date : **30th May 2018.**

For, A. A. Memon & Co.  
Chartered Accountants  
F.R.No.:106346W  
(A.A. Memon)  
Proprietor  
Membership No. 037728

## BALANCE SHEET AS AT 31ST MARCH – 2018

<i>Particulars No.</i>	<i>Note</i>	<i>As At 31st March, 2018</i>	<i>As At 31st March, 2017</i>
		RUPEES	RUPEES
<b>I. ASSETS</b>			
1. Non-Current Assets			
(a) Property, Plant and equipment	1	175480376	157879237
(b) Capital work in progress			
(c) Other Intangible assets			
<b>(d) Financial assets</b>			
(i) Investments	2	696300	619000
(ii) Loans			
(iii) Other Financial assets			
(e) Deferred tax assets (net)			
(f) Non-current tax assets (net)			
(g) Other non-current assets	3	3051336	1994955
<b>Total non-current assets</b>		<b>179228012</b>	<b>160493192</b>
2. Current Assets			
(a) Inventories	4	23430858	25182200
(b) Financial assets			
(i) Investments			
(ii) Trade receivable	5	82860952	86674767
(iii) Cash and cash equivalents and Bank balance other than above	6	12410451	12125266
(iv) Loans	7	59309720	24014984
(v) Other financial assets	8	588917	1179014
<b>Total current assets</b>		<b>178600898</b>	<b>149176231</b>
<b>Misc. Exps (Assets)</b>			
Deferred Revenue Exps (to the extent not w/off)		2655000	
<b>Total assets</b>		<b>360483910</b>	<b>309669423</b>
<b>II EQUITY AND LIABILITIES</b>			
1. Equity			
(a) Equity Share Capital	9	54850000	54850000
(b) Other Equity			
Reserves & Surplus	10	118698805	95884742
<b>Total Equity</b>		<b>173548805</b>	<b>150734742</b>
2. Liabilities			
1. Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	11	23297722	9046895
(ii) Other financial liabilities			
(b) Provisions			
(c) Deferred tax liability	12	21266000	21664000
2. Current Liabilities			
(a) Financial liabilities			
(i) Borrowings	13	64151618	58207301
(ii) Trade Payables		38754649	33917824



(iii) Other financial liabilities			
(b) Provisions	14	32215575	24264066
(c) Other Current Liabilities	15	7249541	11834595
(d) Current tax liabilities (Net)			
Total liabilities		<b>186935105</b>	<b>158934681</b>
Total equity and liabilities		<b>360483910</b>	<b>309669423</b>
The Notes form integral part of these financial statements			

As per our Audit Report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For, A. A. Memon & Co.  
Chartered Accountants  
FRN. : 106346W

(A. A. MEMON)  
Proprietor  
M. No.: 037728

B. N. VASA  
Chairman &  
Managing Director  
DIN 00150585

H. N. VASA  
Wholetime  
Director  
DIN 00150717

A. PANDEY  
Co.Secretary

M. R. PATEL  
CFO

PLACE : AHMEDABAD  
DATE : **30th May 2018**

PLACE : AHMEDABAD  
DATE : **30th May 2018**

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON 31ST MARCH-2018**

Particulars	Note No.	As At 31st March, 2018	As At 31st March, 2017
		RUPEES	RUPEES
I. Revenue from operations	16	286182468	278488219
II. Other Income	17	<u>1697067</u>	<u>3056676</u>
III. Total Revenue (I+II)		287879535	281544895
IV. Expenses:			
Cost of materials consumed	18	119110106	126399896
Manufacturing and Operating Costs	19	39012795	30577507
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	20	2684030	5282641
Employee benefits expense	21	40814423	28057787
Finance Costs	22	9425572	10749228
Depreciation and amortization expense		19737696	17352332
Other expenses	23	<u>26880850</u>	<u>28242775</u>
Total expenses		<b>257665472</b>	<b>246662166</b>
V. Profit before exceptional and extraordinary items and tax (III-IV)		30214063	34882729
VI. Exceptional items		<u>0</u>	<u>0</u>
VII. Profit before extraordinary items and tax (V-VI)		30214063	34882729
VIII. Extraordinary items		<u>0</u>	<u>0</u>
IX. Profit before tax (VII-VIII)		<b>30214063</b>	<b>34882729</b>
X. Tax expense:			
Current Year		7798000	11051000
Earlier Years		0	1190078
Deferred tax		-398000	239000
XI. Profit (Loss) for the period from continuing operations (VII-VIII)		<u>22814063</u>	<u>22402651</u>
XII. Other Comprehensive Income		<u>0</u>	<u>0</u>
XIII. Total Comprehensive Income for the year, net of tax		<u>0</u>	<u>0</u>
XIV. Earnings per equity share of Rs. 10 each :			
(1) Basic		4.16	4.08
(2) Diluted		4.16	4.08
Weighted average number of shares outstanding		<u>5485000</u>	<u>5485000</u>
The notes form an integral part of these financial statements			

As per our Audit Report of even date  
For, A. A. Memon & Co.  
Chartered Accountants  
FRN. : 106346W

For And On Behalf Of The Board Of Directors

(A. A. MEMON)  
Proprietor  
M. No.: 037728

B. N. VASA  
Chairman &  
Managing Director  
DIN 00150585

H. N. VASA  
Wholetime  
Director  
DIN 00150717

A. PANDEY  
Co.Secretary

M. R. PATEL  
CFO

PLACE : AHMEDABAD  
DATE : **30th May 2018**

PLACE : AHMEDABAD  
DATE : **30th May 2018**

**Statement of changes in Equity for the year ended March 31, 2018**

Particulars			No. of Shares	Amount in Rs.
<b>A. Equity Share Capital</b>				
Equity Shares of Rs. 10 Each issued, Subscribed and fully Paid.				
Balance As at April 1, 2016			5485000	54850000
Changes in Share Capital During the year 2016-2017			0	0
Balance As at March 31, 2017			5485000	54850000
Changes in Share Capital During the year 2017-2018			0	0
Balance As at March 31, 2018			5485000	54850000

Particulars	Capital Reserve	Security Premium Reserve	General Reserve	Retained Earnings
	RS	RS	RS	RS
<b>B. Other Equity</b>				
Balance As at April 1, 2016	13958	3940800	205000	69322333
Changes in Share Capital During the year 2016-2017	0	0	0	22402651
Balance As at March 31, 2017	13958	3940800	205000	91724984
Changes in Share Capital During the year 2017-2018	0	0	0	22814063
Balance As at March 31, 2018	13958	3940800	205000	114539047

As per our Audit Report of even date  
For, A. A. Memon & Co.  
Chartered Accountants  
FRN. : 106346W

For And On Behalf Of The Board Of Directors

(A. A. MEMON)  
Proprietor  
M. No.: 037728

B. N. VASA  
Chairman &  
Managing Director  
DIN 00150585

H. N. VASA  
Wholetime  
Director  
DIN 00150717

A. PANDEY  
Co.Secretary

M. R. PATEL  
CFO

PLACE : AHMEDABAD  
DATE : **30th May 2018**

PLACE : AHMEDABAD  
DATE : **30th May 2018**

Particulars	As At 31st March, 2018		As At 31st March, 2017	
<b>Note : No. 2 Investments : (At Cost) 6963 Shares of The Cosmos Co-Op Bank Ltd of Rs. 100 each(Unquoted)</b>				
Total RS.	696300	<b>696300</b>	619000	<b>619000</b>
<b>Note No. 3 Other non-current assets Security Deposits (Unsecured considered good)</b>		<b>3051336</b>		<b>1994955</b>
<b>Note No. 4. Inventories</b>				
(a) Raw Materials (At Cost)	11245859		10313171	
(b) Work in Progress	8009401		7473120	
(c) Finished Goods (At Cost of realizable value whichever is less)	4175598		7395909	
Total		<b>23430858</b>		<b>25182200</b>
<b>Note No. 5 Trade Receivables (unsecured considered good)</b>				
(i)Over Six Months	7749585		2754205	
(ii) Others	75111367		83920562	
Total Rs.		<b>82860952</b>		<b>86674767</b>
<b>Note No. 6 Cash and Cash Equivalents</b>				
(a) Balance With Banks	496849		877636	
(b) Cash on Hand	221948		74989	
(c) Fixed Deposit with Bank (Lodged with the bank as Security)	11691654		11172641	
Total Rs.		<b>12410451</b>		<b>12125266</b>
<b>Note No. 7 Loans Loans and advances (Unsecured considered good)</b>		<b>59309720</b>		<b>24014984</b>
<b>Note No. 8 Other financial Assets</b>				
(i) Pre Paid insurance	559600		461850	
(ii) Cenvat Credit Receivables	29317		717164	
Total Rs.		<b>588917</b>		<b>1179014</b>
<b>NOTE NO. 9 : Share Capital</b>				
<b>Authorised Share Capital :</b>				
<b>60,00,000 Equity Shares of Rs. 10 each</b>		6,00,00,000		6,00,00,000
<b>TOTAL RS.</b>		<b><u>6,00,00,000</u></b>		<b><u>6,00,00,000</u></b>

Issued, Subscribed & Paid up : 54,85,000 Equity Shares of Rs. 10 each fully paid up. (The Company has Only one class of shares referred to as equity shares having nominal value of Rs. 10/- . The holders are entitled to one vote per share)						
<b>TOTAL RS.</b>			<u>54850000</u>			<u>54850000</u>
List of Shareholders holding more than 5%						
Equity Shares						
Name	No of Shares					
Held						
Fix-a-Form Int Ltd	19,70,400					
Sarla N Vasa	8,85,648					
Bhupen N Vasa	3,83,240					
Hemen N Vasa	3,00,510					
<b>NOTE NO. 10 RESERVES &amp; SURPLUS :</b>						
(a) Capital Reserve						
Balance as per last account		13958				13958
(b) Security Premium Reserve						
Balance as per last account		3940800				3940800
(c) General Reserve						
Balance as per last account		205000				205000
(d) Profit & Loss						
Op. Balance	91724984			69322333		
Less:- Earlier Yrs. Adjustments	<u>0</u>			<u>0</u>		
Add:- Profit during the Year	<u>22814063</u>	<u>114539047</u>		<u>22402651</u>	<u>91724984</u>	
<b>TOTAL</b>			<u>118698805</u>			<u>95884742</u>

Particulars	As At 31st March, 2018			As At 31st March, 2017		
<b>NOTE NO. 11 Long Term Borrowings</b>						
(a) Term Loans						
(i) From Banks		21166302		5799461		
(Secured by Factory Land Building & Plant and Machinery, Further secured by personal guarantee of M.D. and Whole Time Directors)						
(ii) Deferred Payment Liability		2131420		3247434		
(Against Hypo of Motor Cars)						
<b>TOTAL</b>			<u>23297722</u>			<u>9046895</u>
<b>NOTE NO. 12 Deferred Tax Liability</b>						
Op. Balance		21664000		21425000		
Add;- Addition during the year		<u>-398000</u>		<u>239000</u>		
<b>TOTAL</b>			<u>21266000</u>			<u>21664000</u>
<b>NOTE NO. 13 Short Term Borrowings</b>						
Cash Credit from Bank		64151618		58207301		
(Against Hypothecation of Stocks and Debtors)						
<b>TOTAL</b>			<u>64151618</u>			<u>58207301</u>

Particulars	As At 31st March, 2018			As At 31st March, 2017		
<b>Note. No. 14 Short Term Provisions</b>						
(a) Provision for Employees benefits		12642404		11928510		
(b) Others						
Sundry Payable	5638487			6198872		
Provision for Taxation (Net)	13934684			6136684		
Total Rs.		19573171		12335556		
			<b>32215575</b>			<b>24264066</b>
<b>NOTE NO. 15 Other Current Liabilities</b>						
Current Maturities of Long Term Debts.						
(a) Term Loans						
(i) From Banks (Secured by Factory Land Building & Plant and Machinery, further secured by personal guarantee of M.D. and Whole Time Directors)		1192608		6948302		
(ii) Loan against Bank F.D. (Secured against F.D. of Bank)		4954289		4139773		
(b) Deferred Payment Liability (Against Hypo of Motor Cars)		1102644		746520		
<b>TOTAL</b>			<b><u>7249541</u></b>			<b><u>11834595</u></b>
<b>NOTE.NO. 16 Revenue from operations</b>						
(a) Sale of Products		286182468		278488219		
(b) Other Operating Revenues		0		0		
<b>Note No. 17 Other Income</b>						
(a) Interest Income		1203625		655915		
(b) Dividend		0		18000		
(c) Other non-operating Income		493442		2382761		
TOTAL RS.			<b>1697067</b>			<b>3056676</b>

<b>Note No. 18 Cost of Materials Consumed</b>					
Raw Materials (Paper & Ink)					
Opening Stock		10313171		12429364	
Add. Purchases		120042794		124283703	
		-----		-----	
		130355965		136713067	
Less : Closing Stock		11245859		10313171	
Total Rs.			<b>119110106</b>		<b>126399896</b>
<b>NOTE NO. 19 Manufacturing &amp; Operating Costs</b>					
Consumption of Stores & Spares.		13775179		8529595	
Power & Fuel		6756808		5945842	
Repairs to Building		380262		798584	
Repairs to Machinery		1264993		1429227	
Production & Mfg Exps		7091794		5446655	
Art Work Expenses		0		0	
Printing & Labour Charges		57039		20786	
Clearing & Forwarding Charges		371217		644833	
Custom duty		430043		261060	
Packing Material Consumed		4970862		3652091	
Royalty		3914598		3848834	
<b>TOTAL RS.</b>			<b><u>39012795</u></b>		<b><u>30577507</u></b>



Particulars	As At 31st March, 2018			As At 31st March, 2017		
	<b>NOTE NO. 20 Increase (decrease) in Stock</b>					
Opening Stock						
Finished Goods	7395909			5199671		
Work-in-process	7473120			14951999		
		14869029			20151670	
Closing Stock						
Finished Goods	8009401			7473120		
Work-in-process	4175598			7395909		
		<u>12184999</u>			<u>14869029</u>	
<b>NET INCREASE</b>			<b><u>2684030</u></b>			<b><u>5282641</u></b>
<b>NOTE.NO. 21 Employees Benefits Exps.</b>						
(a) Salaries and Wages		36787737			23946616	
(b) Cont. to Provident and Other Funds		3795156			3851073	
(c) Staff Welfare Expenses		<u>231530</u>			<u>260098</u>	
<b>TOTAL</b>			<b><u>40814423</u></b>			<b><u>28057787</u></b>
<b>NOTE. NO. 22 Finance Costs</b>						
(a) Interest Expense		9425572			10749228	
(b) Other Borrowing Costs		<u>0</u>			<u>0</u>	
<b>TOTAL</b>			<b><u>9425572</u></b>			<b><u>10749228</u></b>

Particulars	As At 31st March, 2018			As At 31st March, 2017		
<b>NOTE.NO. 23 Other Expenses</b>						
Rent		130615			1723700	
Insurance		1146941			997401	
Rates & Taxes		0			10800	
Freight & Transport		5325573			4471824	
Other Repairs & Maintenance		751120			1091509	
Directors sitting fees		30000			35000	
Directors Remuneration		4920000			6480000	
Office Exps.		1904351			1520521	
Post & Telegraph		1105805			935432	
Stationary & Printing		395711			313707	
Security Exps.		542500			450000	
Telephone Exps.		531854			653975	
Conveyance Exps.		777421			748842	
Legal Fees		14618			13431	
Professional Fees		1082032			778782	
Sales Promotion Exps		814047			694174	
Travelling Exps.		1042261			1508084	
Motor Vehicle Exps.		2954740			1986162	
Positive Charges		312158			484555	
Electric Exps.		382966			347148	
Sales Commission		587900			0	
Dies & Tools		712430			626476	
Listing Fees		295000			653590	
Misc Exps		1003307			709567	
Loss on Sale of Assets (Net)		0			809595	
Payments to Auditors		117500			198500	
<b>TOTAL</b>			<b>26880850</b>			<b>28242775</b>

## SIGNIFICANT ACCOUNTING POLICIES :

1. **METHOD OF ACCOUNTING**  
The financial statements are prepared under the historical cost convention on accrual basis.
2. **FIXED ASSETS :**  
Fixed Assets are stated at cost net of cenvat, less accumulated depreciation. All cost, including financing cost till commencement of assets put to use, net charges on foreign exchange contracts and adjustment arising from exchange rate variations attributable to the fixed assets are capitalised.
3. **DEPRECIATION :**
  - (a) Depreciation is charged on the fixed assets purchased in & after F.Y. 2016-17 on the rates adopted as prescribed in Schedule II of Companies Act, 2013.
  - (b) Depreciation on the fixed assets purchased upto F. Y. 2014-15 has been provided on residual value of the assets on the basis of life of assets as prescribed in Schedule II of Companies Act, 2013.
4. **INVENTORIES :**
  - (a) Raw materials and packing goods are valued at lower of cost or net realisable value.
  - (b) Stock in process is valued at lower of cost or net realisable value.
  - (c) Finished stock is valued at lower of cost or realisable value.
5. **RETIREMENT BENEFITS :**  
The Company has a scheme of provident fund. The gratuity is provided on the basis of actuarial valuation liability. Company provides for leave encashment on accrued basis :
6. **TRANSACTION IN FOREIGN EXCHANGE :**  
Expenses and Income in foreign currencies are recorded at the exchange rates prevailing on the date of the transactions. Company has exercised the option of capitalising foreign exchange difference on outstanding loans incurred by the Company for purchase of fixed assets as per AS 11 pursuant to MCA notification.
7. **PROVISION FOR TAXATION :**  
Provision for taxation is computed as per "total income" returnable under the Income Tax Act. 1961 after taking into account deductions and exemptions.

## NOTES FORMING PART OF ACCOUNTS :

1. Corporate Information : UNICK FIX-A-FORM AND PRINTERS LIMITED is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its shares are listed with Ahmedabad Stock Exchange. The Registered Office of the Company is located at Block No. 472, Tajpur Road, Changodar, Tal. Sanand, Dist. Ahmedabad – 382213. The Company is engaged in The Business of Paper Based Printed Materials / Labels.
2. Figures of the previous year have been regrouped wherever necessary for comparison purposes.
3. Balance of loans & advances, sundry debtors, creditors and unsecured loans are subject to confirmation.
4. The amount due to small scale Industrial undertakings is furnished under the relevant head, on the basis of information available with the company regarding the status of small scale industry of the suppliers. There is no amount exceeding Rs. 1 lac. outstanding to such suppliers which is due for more than 30 days.
5. Provision and/or payment to Auditors :

Current Yr.	Pre. Yr.	Rs.	Rs.
Audit Fees		100000/-	100000/-
Certification / Reimbursement etc.		17500/-	98500/-
6. Managerial remuneration to Directors have been paid on monthly basis and hence Computation of profit in accordance with section 197 & 198 of the Companies Act, 2013 has not been given.
7. Traveling Exp. include Rs.541455/- as Director's Traveling to attend Board meetings. (Pr. Yr. 1129991/-)
8. Contingent Liabilities : Nil (Pr. Yr. Nil).

9. The Company has only one business segment - Printing.  
 10. There is no loss on account of Impairment of Assets.  
 11. Related Party Transactions as per the Accounting Standard - 18 on  
 Related Parties Disclosure are as under.

Sr. No.	Name of the Party	Description of Relationship	Nature of Transaction	Amount of Transaction Rs.	Amount O/s on B/s Date Debit / Credit Rs.
1	Shri B. N. Vasa	Whole time Director	Remuneration	17,40,000	-
			Reimbursement of expenses	14036	-
2	Shri H. N. Vasa	Whole time Director	Remuneration	17,40,000	-
			Reimbursement of expenses	14742	-
3	Shri P. H. Vasa	Whole time Director	Remuneration	1440000	-
			Reimbursement of expenses	9000	-
4	Shri P. J. Bhide	Director	Sitting Fees	10000	
5	Dr. S. L. Chopra	Director	Sitting Fees	15,000	-
6	Shri Andrew Haig Denny	Director	Reimbursement of Traveling Exp.	145100	
7	Ms. Jyoti R Solanki	Director	Sitting Fees	5000	
8	Smt. Sarla N. Vasa	Relative of Key Management Personnel	Salary	4,47,500	
9	Smt. Jigisha Patel	Relative of Key Management Personnel	Prof. Fees	48,000	-
			Conveyance	9,000	-
10	Ms. Ruhi H. Vasa	Relative of Key Management Personnel	Salary	4,57,600	-
11			Earning per Share as per AS 20.		
	For the year ended on			31-03-18	31-03-17
(a)			Basic Earning per Share (Rs.)	4.16	4.08
(b)			Diluted Earning per Share (Rs.)	4.16	4.08

- 12 (a) In accordance with Accounting Standard 22, which has been made applicable w. e. f. 1-04-01 Accounting for Taxes on Income (As 22) issued by the Institute of Chartered Accountants of India, the company has provided deferred tax of Rs. -3.98 Lacs during the year.(Previous year Rs. 2.39 lacs) on the basis of normal rate of depreciation as per IT rules allowable on addition to plant and machinery during the year.  
 (b) The break up of net deferred tax liability as on 31st March 2018. (Rs. in Lacs)

	For the year ended 31-03-18	For year ended 31-03-17
Timing difference on account of book and tax depreciation and allied adjustments	-3.98	2.39

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2018. (Rs. in Lacs)**

Indirect Method	2017 - 2018 (Rs.)	2016 - 2017 (Rs.)
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extraordinary items	302.14	348.83
Depreciation	197.38	173.52
Interest	94.25	107.49
Increase in provision	<u>81.14</u>	<u>(12.82)</u>
	<u>372.77</u>	<u>268.19</u>
Operating profit before working capital changes	674.91	617.02
Adjustment for:		
Receivables	38.14	(127.83)
Loans & Advances	(358.10)	(52.51)
Inventories	17.51	73.99
Current Liabilities	<u>43.26</u>	<u>(58.26)</u>
	<u>(259.19)</u>	<u>(164.61)</u>
Cash generation from operation	415.72	452.41
Interest paid	(94.26)	(107.49)
Tax paid	<u>(74.00)</u>	<u>(124.80)</u>
	<u>(168.26)</u>	<u>(232.29)</u>
Net cash flow from operating activities	247.46	220.12
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Addition in Fixed Assets (Net)	(373.39)	(101.30)
Realisation of investments	(0.77)	(1.44)
Increase in share capital	-	-
	<u>(374.16)</u>	<u>(102.74)</u>
Net cash out flow in investing activities	(126.70)	117.38
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Dividend paid	-	-
Increase in financial liabilities	156.10	(129.53)
Increase in Misc. expenditure	(26.55)	-
	<u>129.53</u>	<u>(129.53)</u>
Net cash out flow/in flow in financing activities	2.85	(12.15)
Net increase in cash and cash equivalent	2.85	(12.15)
Cash & cash equivalent at start of year	121.25	133.40
Cash & cash equivalent at close of year	124.10	121.25

As per our Audit Report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For, A. A. Memon &amp; Co.

Chartered Accountants

FRN. : 106346W

(A. A. Memon)

Proprietor

M. No.: 037728

PLACE : AHMEDABAD

DATE : **30th May 2018**

B. N. VASA  
Chairman &  
Managing Director  
DIN 00150585

H. N. VASA  
Wholetime  
Director  
DIN 00150717

A. PANDEY  
Co.Secretary

M. R. PATEL  
CFO

**Unick Fix-A-Form and Printers Limited**

CIN: L25200GJ1993PLC019158

Regd Off: 472, Tajpur Road, Ahmedabad - Rajkot Highway,  
Changodhar, Ahmedabad, Gujarat 382213

Website: <http://www.unickfix-a-form.com/>; Email: info@unickfix-a-form.com

**ATTENDANCE SLIP**

*DP ID									Regd. Folio No.	
*Client ID									No of Shares held	

Name of Shareholder	
Address	

I/ We hereby record my/ our presence at the **26<sup>th</sup> Annual General Meeting** of the Company held on Saturday, 29<sup>th</sup> September, 2018 at 05:00 p.m. at **472, Tajpur Road, Ahmedabad - Rajkot Highway, Changodhar, Ahmedabad, Gujarat 382213.**

Name of Member / Representative / Proxy : \_\_\_\_\_

Signature of Member / Representative / Proxy : \_\_\_\_\_

\* Applicable for investors holding shares in electronic form

***Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of the Annual Report to the meeting.***

**Form No. MGT-11  
PROXY FORM**

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration), Rules, 2014]*

<b>*DP ID</b>									<b>Regd. Folio No.</b>	
<b>*Client ID</b>									<b>No of Shares held</b>	

<b>Name of Shareholder</b>	
<b>Address</b>	

I/We, being the member(s) of.....shares of Unick Fix-A-Form Limited, hereby appoint;

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail Id \_\_\_\_\_ Signature \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **26<sup>th</sup> Annual General Meeting** of the Company held on Saturday, 29<sup>th</sup> September, 2018 at 05:00 p.m. at **472, Tajpur Road, Ahmedabad - Rajkot Highway, Changodhar, Ahmedabad, Gujarat 382213** and at any adjournment thereof in respect of resolutions as are indicated below:-

<b>Resolutions</b>	<b>For</b>	<b>Against</b>
1. Adoption of Financial Statements		
2. Appointment of Director		
3. Appointment of Auditor		
4. Regularisation of Director		
5. Revision in terms of remuneration of Managing director		

Signed this..... day of ..... 2018

\_\_\_\_\_  
Signature of Shareholder

Affix Revenue Stamp
---------------------------

\_\_\_\_\_  
Signature of  
First Proxy holder

\_\_\_\_\_  
Signature of  
Second Proxy holder

\_\_\_\_\_  
Signature of  
Third Proxy holder

**NOTE:**

- The proxy form duly completed and signed should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting.
- A Proxy need not to be member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.



- This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of 26<sup>th</sup> Annual General Meeting.
- Please complete all details including detail of member(s) in above box before submission.

