

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the Members of Unick Fix-A-Form And Printers Limited will be held on Monday, 30th September, 2019 at 04:00 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 31st March, 2019 including the Audited Balance Sheet as on 31st March, 2019, 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.) RE- APPOINTMENT OF DIRECTOR:-

To re-appoint Mr. Andrew Haig Denny (DIN 02108645), who is director of the company and being eligible has offered himself for reappointment as the 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. Andrew Haig Denny, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of company, whose period of office will be liable to retire by rotation.”

SPECIAL BUSINESS:-

(3.) RE- APPOINTMENT OF INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013. Mr. Purushottam Jagannath Bhide, DIN: 00012326 be and is hereby re-appointed as an Independent Director of the Company with effect from October 01, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

(4.) RE-APPOINTMENT OF INDEPENDENT DIRECTOR OF THE COMPANY

To consider, and if thought fit, to pass the following resolution, with or without modification(s), as Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149, 150 & 152 of the Companies Act, 2013 and the rules made there under read with Schedule IV of the Companies Act, 2013 and other applicable provisions if any of the Companies Act, 2013. Mr. Shantilal Dhingarmal Chopra, DIN: 00461294 be and is hereby re-appointed as an Independent Director of the Company with effect from October 01, 2019 to hold office for the tenure of five years and whose office is not liable to retire by rotation.

RESOLVED FURTHER THAT any one of the director of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary or incidental to give effect to the above resolution.”

(5.) RE-APPOINTMENT OF MR. HEMAN NAVNIT VASA AS WHOLE-TIME 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 31ST July 2019, the Company hereby approves the re-appointment and terms of remuneration of Mr. Hemen Navnit Vasa (DIN 00150717) as the Whole-time Director of the company for a period of three years with effect from 01st October 2019 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. Hemen Navnit Vasa.”

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

(6.) RE-APPOINTMENT OF MR. PRIYANK VASA AS WHOLE-TIME DIRECTOR OF THE COMPANY:-

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

“RESOLVED THAT pursuant to the 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 31ST July 2019, the Company hereby approves the re-appointment and terms of remuneration of Mr. Priyank Vasa (DIN 06928383) as the Whole-time Director of the company for a period of three years with effect from 01st October 2019 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. Priyank Vasa.”

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

Date : 31.07.2019
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 Monday, September 23, 2019 to Monday, September 30, 2019, 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 2018-19 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 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 29th September, 2019, 5:00 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.
- (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 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:

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|----------------|---|--|
| User ID | For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID | Folio Number registered with the Company |
| PAN* | 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) | |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in DD/MM/YYYY format. | |

- 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 **Friday, September 27th, 2019 (9.00 A.M.) and ends on Sunday, September 29, 2019 (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 21st September, 2019, 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 under help section or write an email to 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. 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.
- (v) Members holding shares in physical or in Demat form as on Saturday, 21st day of September, 2019, 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 day of September, 2019.

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 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. Andrew Denny | Mr. Priyank Vasa | Mr. Heman Navnit Vasa |
| 2. | Date of Birth | 27/02/1969 | 24/10/1992 | 20/07/1955 |
| 3. | Date of Appointment | 01/02/2008 | 01/09/2014 | 01/09/1994 |
| 4. | Qualification | Fellow of the Institute of Chartered Accountants of UK | Bachelor of Printing Technology | Bachelor of Science |
| 5. | Expertise | rich experience of leaflet label industry | rich experience of Production & Printing Technology | rich experience of technical & management skills |
| 6. | Other Directorship held excluding private companies as on 31 st March 2019 | NIL | NIL | NIL |
| 7. | Chairman/Member of the Committee of Board of the Directors of the Company | Member- Board Meeting | Member- Board Meeting | Member- Board Meeting |

Date : 31.07.2019
Place : Ahmedabad
Ltd

By order of the Board of Directors
For Unick Fix-A-Form & Printers

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. 3 to 5 of the accompanying Notice:

1. ITEM No. 3 & 4

The Board recommends the re-appointment of Independent Director for a period of five years commencing from October 01st 2019 subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors

A brief profile along with other details of the Independent Directors are as follows:

| | |
|--|---|
| Name of the Director | Purushottam Jagannath Bhide |
| DIN Number | 00012326 |
| Date of joining the Board | 20.06.2002 |
| Profile of the Director | He is a Chartered Accountant and vast experience of Income tax and Accounting and having experience of more than 40 years |
| No. of shares held in the Company | Nil |
| Directorships and Committee memberships in other companies | Except this company he is a director in 12 companies. |

| | |
|--|---|
| Name of the Director | Shantilal Dhingarmal Chopra |
| DIN Number | 00461294 |
| Date of joining the Board | 30.07.2002 |
| Profile of the Director | Shantilal Dhingarmal Chopra is a successful Doctor by profession and he has fairly good knowledge with regard to the accounting |
| No. of shares held in the Company | Nil |
| Directorships and Committee memberships in other companies | He is director in one more company. |

The Board recommends the appointment of Mr. Purushottam Jagannath Bhide and Mr. Shantilal Dhingarmal Chopra as Independent Directors as set out in Item Nos. 3-4 for the approval of the shareholders at the ensuing Annual General Meeting.

In the opinion of the Board, all the Independent Directors fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and such Independent Directors is independent of the management. Further, aforesaid Independent Directors have given a declaration to the Board of Directors to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Other than the Independent Directors of the Company and his relatives, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolutions as set out in Item Nos. 3 & 4 this Notice.

2. ITEM No. 4:

The Board recommends the re-appointment of Mr. Hemen Navnit Vasa Whole-time Director for a period of three years commencing from October 1st 2019 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 terms and conditions on which Mr. Hemen Vasa is proposed to be re- appointed as Whole -time Director are as under:-

A. Tenure of Appointment: The term of appointment is three years with effect from October 1, 2019.

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

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 Whole-time 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.

F. Other Benefits:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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. Hemen Navnit Vasa, Whole-time 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 Whole-time Director is passed by the members by way of special resolution.

H. Other Conditions:

- i. The office of the Whole-time 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. Hemen 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. Hemen Navnit Vasa to which the appointment relates, is concerned or interested in the resolution.

3. ITEM No.5:

The Board recommends the re-appointment of Mr. Priyank Vasa Whole-time Director for a period of three years commencing from October 1st 2019 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 terms and conditions on which Mr. Priyank Vasa is proposed to be re- appointed as Whole -time Director are as under:-

A. Tenure of Appointment: The term of appointment is three years with effect from October 1, 2019.

B. Gross Salary: Rs. 1,50,000/- (Rupees One lacs fifty thousand Only) per month (Same as previous year)

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 Whole-time 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.

F. Other Benefits:

1. 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.
2. 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.
3. 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.
4. 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.
5. 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. Priyank Vasa, Whole-time 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 Whole-time Director is passed by the members by way of special resolution.

H. Other Conditions:

i. The office of the Whole-time 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. Priyank 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. Priyank Vasa to which the appointment relates, is concerned or interested in the resolution.

Date : 31.07.2019
Place : Ahmedabad

By order of the Board of Directors
For Unick Fix-A-Form & Printers Ltd

Sd/-
Bhupen Navnit Vasa
(Managing Director)
(DIN 00150585)