

UNIMERS INDIA LIMITED
(CIN: L99999MH1987PLC045372)

Regd. Office: 2/2 TTC Indl. Area, 'D' Block, MIDC, Thane-Belapur Road, Navi Mumbai - 400703

NOTICE

Notice is hereby given that the Twenty Sixth Annual General Meeting of the members of UNIMERS INDIA LIMITED will be held on 18th September, 2014 at 10.30 A.M. at Rotary Club of Navi Mumbai, Rotary Centre, next to Sacred Heart Convent School, Sector-6, Vashi, Navi Mumbai - 400 703 to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the audited statement of Profit & Loss Account for the financial year ended March 31, 2014 and the Balance Sheet as at that date, together with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri S. P. Gupta (DIN:00509809), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT M/s. Lodha & Co, Chartered Accountants (Registration No. 301051E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

4. To appoint Shri M. Ghosh (DIN: 06539410) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri M. Ghosh (DIN: 06539410), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019."
5. To appoint Shri T. S. Sridhar (DIN: 00525433) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri T. S. Sridhar (DIN: 00525433), in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019."
6. To consider and, if thought fit, to adopt, with or without modification, the following as a Special Resolution:
"RESOLVED THAT in supersession of all earlier resolutions in the matter, the consent of the Company be and is hereby accorded to the Board of Directors under Section 180, Sub-sections 1 (c) and 2 and other applicable provisions, if any, of the Companies' Act 2013 to borrow any sum or sums of monies from time to time notwithstanding that the money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the

Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say reserve not set apart for any specific purpose, provided however, the total so borrowed shall not exceed Rs 200 crores (Rupees Two Hundred Crores Only).

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed or have been borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as the Board may deem necessary to give effect to the above resolution including, but not limited to, the appointment of any manager / consultant or any other intermediary in respect of the above and / or to execute all such documents, instruments and writings as may be required."

7. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

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

By Order of the Board
For **UNIMERS INDIA LIMITED**

R. P. Ganti
Director (DIN:01877314)

Place: Mumbai

Dated: 24th July, 2014

Registered Office: 2/2, TTC Industrial Area, (D Block), MIDC, Thane - Belapur Road,
Turbhe, Navi Mumbai – 400 705

NOTES :

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Particulars of Directors seeking appointment / re-appointment, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are annexed herewith.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from Monday, 15th September 2014 to Thursday, 18th September 2014 (both days inclusive).
8. The Shareholders are requested to send all their correspondence in respect of shares, etc. to Adroit Corporate Services Private Limited (“Adroit”), 19 Jaferbhoy Industrial Estate, 1st Floor, Makhwana Road, Marol Naka, Mumbai 400 059.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company / Adroit
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Adroit.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Adroit, for consolidation into a single folio.
13. Non-Resident Indian Members are requested to inform Adroit immediately of change in their residential status on return to India for permanent settlement.
14. **Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
15. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has engaged the services of CDSL to provide the facility of electronic voting (‘e-voting’) in respect of the Resolutions proposed at this AGM. The Board of Directors of the Company has appointed **Mr. Abbas Lakdawala**, Practising Company Secretary (CP No – 4052) as the Scrutinizer for this purpose. e-voting details and procedure are given hereunder:
The e-voting facility will be available during the following voting period:
Commencement of e-voting: From 10.00 a.m. (IST) on September 10, 2014
End of e-voting: Up to 10.00 a.m. (IST) on September 13, 2014
The cut-off date (i.e. the record date) for the purpose of e-voting is August 22, 2014.

E-VOTING INSTRUCTIONS

(A) In case of members receiving e-mail:

- i) If you are holding shares in Demat form and had logged on to www.evotingindia.com and cast your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website www.evotingindia.com.
- iii) Click on “Shareholders” tab to cast your votes.
- iv) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat 	

	<p>account/folio number in the PAN field.</p> <ul style="list-style-type: none"> In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter any one of the details in order to login. In case you have not provided either of these, please enter number of shares held as on cut-off date in the 'Dividend Bank' 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 change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ % & *). 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 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) Click on the relevant EVSN on which you choose to vote.
- ix) 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.
- x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xi) 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.
- xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(B) 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. (ii) to (xii) above, to cast vote.

(C) 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 in PDF format in the system for the scrutinizer to verify the vote.

(D) The voting period begins on 10/9/2014 at 10:00 am and ends on 13/9/2014 at 10:00 am. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of August 22, 2014 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.

(E) In case you have any queries or issues regarding 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item Nos. 4 and 5

Shri M. Ghosh is an incumbent Independent Director of the Company and has held the positions as such from 14th February 2013. Shri T. S. Sridhar was an Independent Director of the Company from 31st October 2009 to 29th March 2013. The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the Listing Agreement *inter alia* stipulating the conditions for the appointment of independent directors by a listed company. It is proposed to appoint Shri M. Ghosh and Shri T. S. Sridhar as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to the conclusion of the 31st Annual General Meeting of the Company in the calendar year 2019. Shri M. Ghosh and Shri T. S. Sridhar are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri M. Ghosh and Shri T. S. Sridhar for the office of Directors of the Company. The Company has also received declarations from Shri M. Ghosh and Shri T. S. Sridhar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. In the opinion of the Board, Shri M. Ghosh and Shri T. S. Sridhar fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Shri M. Ghosh and Shri T. S. Sridhar are independent of the management.

Copy of the draft letter (in generic form) for appointments of Shri M. Ghosh and Shri T. S. Sridhar as Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Shri M. Ghosh and Shri T. S. Sridhar are interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice with regard to their respective appointments. The relatives of Shri M. Ghosh and Shri T. S. Sridhar may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Ordinary Resolutions set out at Item Nos. 4 and 5 of the Notice for approval by the shareholders.

Item Nos. 6

Section 180 (1) (c) of the Companies Act, 2013 which has replaced Section 293 (1) (d) of the Companies Act, 1956, provides that the Board of Directors cannot, except with the consent of the shareholders by means of a Special Resolution, borrow money in excess of the aggregate of the paid up capital and free reserves.

It is therefore proposed to obtain the consent of the shareholders, by way of a Special Resolution, to enable the Company to borrow funds up to Rs. 200 Crores.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in these resolutions. The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Item Nos. 7

The existing Articles of Association (“AoA”) are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies’ Act, 2013 (“Act”). The Act is now largely in force and hence it is considered expedient to wholly replace the existing AoA by a new set of Articles. The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of

the Act which sets out the model articles of association for a company limited by shares. The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 7 of the Notice. The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval by the shareholders.

By Order of the Board
For **UNIMERS INDIA LIMITED**

R. P. Ganti
Director (DIN: 01877314)

Place: Mumbai

Dated: 24th July, 2014

Registered Office: 2/2, TTC Industrial Area, (D Block), MIDC, Thane - Belapur Road,
Turbhe, Navi Mumbai – 400 705

Particulars of Directors seeking appointment at the Annual General Meeting (pursuant to Clause 49 of the Listing Agreement)

Particulars	Mr. S. P. Gupta	Mr. M. Ghosh	Mr. T. S. Sridhar
Date of Birth	01.07.1954	01.12.1951	19.01.1953
Date of Appointment	30.4.2013	28.09.2014	
Qualifications	B. Tech. (Chemical Engg.), MBA	B.E. (Mech)	C. A.
Experience & Functional Expertise	More than 35 years in Process engineering, business management, productivity enhancement and cost savings	More than 35 years in Electrical and Instrumentation engg. and engineering procurement	Practising Chartered Accountant (membership no – 031529); Financial and Managerial experience of more than 35 years
Directorships held in other public companies	None	None	None
Chairmanship/Membership of Board Committees of other public companies as on 31.03.2014	None	None	None
Relationship between Directors' inter-se	None	None	None
Number of shares held	Nil (*)	Nil	Nil

(*) – in personal capacity