



UNIPRODUCTS (INDIA) LTD.

Registered Office: Jarthal Village Road, 84 Km. Stone, Delhi- Jaipur Road,
P.O. Sangwari, Distt. Rewari, Haryana-123401
CIN: U45201HR1982PLC014785
Phone: 01274-249348-50; Fax: 01274-249347;
Website: www.unitexindia.com; Email: uniproducts@unitexindia.com

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification or re-enactment thereof for the time being in force), and any other applicable provisions of the Act and the rules made thereunder, that the resolutions appended below are proposed to be passed by the members through Postal Ballot / electronic voting ("e-voting").

The Board of Directors of the Company ("the Board") has, in compliance to the Rule 22(5) of Companies (Management and Administration) Rules, 2014 appointed Mr. Rupesh Agarwal (Membership No. A16302), Managing Partner, M/s. Chandrasekaran Associates, Company Secretaries and failing him, Mr. Shashikant Tiwari (Membership No. A28994), Partner, M/s. Chandrasekaran Associates, Company Secretaries as the Scrutinizer to scrutinize the postal ballot/remote e-voting process in a fair and transparent manner.

Members are, requested to carefully read the instructions for voting by "Postal Ballot" or through "Remote E-voting", and-

- (i) record their assent (for) or dissent (against) in the Postal Ballot Form, duly completed and return the same, in original in the attached postage pre-paid self-addressed business reply envelope ["BRE"], so as to reach the scrutinizer not later than 5:00 pm on Saturday, July 27, 2019; or
- (ii) cast their vote electronically from Friday, June 28, 2019 (9:00 am) to Saturday, July 27, 2019 (5:00 pm) by following the procedures as explained in the Note no. 7.

SPECIAL BUSINESS:

Item No. 1 : To approve increase in borrowing limit pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting held on September 25, 2018 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, the consent of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee of the Board) to borrow any sum or sums of money from time to time at their discretion, for the purpose of business of the company from one or more Bank(s)/ Financial Institution(s) and/or other persons, firms, bodies corporate, whether in India or abroad, or from others by way of advances, external commercial borrowing, loans, etc. whether unsecured and secured, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, that may exceed the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided however, that the total amount so borrowed shall not at any time exceed a sum of Rs. 250 crores (Rupees Two Hundred and Fifty Crores) only (including the existing borrowings).

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

Item No. 2 : To approve creation of mortgage and/or charge pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013

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

"RESOLVED THAT in supersession of the Special Resolution passed at the Annual General Meeting held on September 25, 2018 and pursuant to the provisions of Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to such approvals, consents, sanctions and permissions, as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee of the Board) to mortgage and/or hypothecate and/or create charge on all or any of the immovable and movable properties of the Company including receivables in the form of book debts, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company, in such form and in such manner as the Board may think fit, for securing any loans and /or advances already obtained or to be obtained from any financial institutions/ Banks/insurance companies or other persons, and all interests, compound/additional interest, commitment charge, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans for which the charge is to be created, provided however, that the total amount so secured shall not at any time exceed a sum of Rs. 250 crores (Rupees Two Hundred and Fifty Crores) only.

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

By Order of the Board
For **Uniproducts (India) Limited**

Date : June 20, 2019
Place : Noida

Preeti Sondhi
Company Secretary
Membership No. F8676
Address : B-1/54, First Floor,
Malviya Nagar,
New Delhi – 110017

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 setting out all material facts relating to the proposed Resolutions is annexed hereto.
2. This Postal Ballot Notice is being sent to the members whose names appear in the register of members / list of beneficial owners as received from the Depositories as on Friday June 21, 2019 ("cut off date").
3. The Postal Ballot Notice is being sent to Members in electronic form who have registered their email IDs with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a prepaid self-addressed Business Reply Envelope.
4. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date, i.e. Friday, June 21, 2019
5. A person who is not a Member as on the cut-off date is requested to treat this Notice for information purposes only.
6. **Voting through physical postal ballot forms:** Members desiring to exercise their vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed pre-paid self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. on Saturday, July 27, 2019. Envelopes containing Postal Ballots, if sent by courier or registered post or speed post at the expense of the Members, will also be accepted. Any postal ballot received after 5.00 p.m. on Saturday, July 27, 2019 will be considered invalid. The instructions for voting through postal ballot are mentioned in the postal ballot form and the same is annexed hereto.
7. **Voting through electronic means :**
 - a. In compliance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has offered facility of remote e-voting ("e-voting") to all its members whether holding shares in Demat Form or in physical Form to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited ("NSDL") as Authorised Agency to provide remote e-voting facility to its members. The instructions for e-voting forms part of this Notice.
 - b. Members are requested to carefully read the instructions for e-voting before casting their vote.

- c. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of remote e-voting	9.00 a.m. on Friday , June 28, 2019
End of remote e-voting	5.00 p.m. on Saturday, July 27, 2019

- d. The procedure and instructions for remote e-voting are as under:

- (i) In case of Members receiving Postal Ballot Notice through e-mail from NSDL [for members whose e-mail addresses are registered with Company/Depository Participant(s)]:
- Open e-mail and open PDF file viz."UIL-remote e-Voting.pdf" with your client ID or Folio No. as password. The said pdf file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - Click on Shareholder – Login
 - Put user ID and password as initial password noted in step (a) above. Click Login
 - Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "EVEN" of "**Uniproducts (India) Limited**".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rupesh@cacsindia.com with a copy marked to evoting@nsdl.co.in.
- (ii) In case of Members receiving Postal ballot Notice by post and opting for voting through Electronic means [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- initial password is provided at the bottom of the postal ballot form/ in the communication being sent separately.
 - Please follow instructions from Sl. No.(a) to (l) under heading (i) above to vote through remote e-voting platform
- e. In case of any query or grievance pertaining to e-voting, Members may contact Ms. Pallavi Mhatre, Assistant Manager, NSDL, 4th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013. Email: evoting@nsdl.co.in/pallavid@nsdl.co.in, Tel: 91 22 2499 4545/1800-222-990. Further, Members may also refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
- f. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently or cast vote again.
- g. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through physical Postal Ballot Form will be treated as invalid.
8. The Postal Ballot Notice will also be available on the Company's website at www.unitexindia.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com.
9. The Scrutinizer shall after the conclusion of e-voting period unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the voting, a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
10. The result of the Postal Ballot (including e-voting) will be announced by the Chairman or any person authorised by him, on or before 5.00 p.m. on Tuesday, July 30, 2019 at the corporate office of the Company situated at C-15, Sector 57, Noida – 201 307.

11. The Result declared along with Scrutinizer's report shall be placed on the website of the Company www.unitexindia.com and on the website of NSDL at www.evoting.nsdl.com, immediately after the declaration of result by the Chairman or a person authorized by him in writing and the same shall also be displayed on the Notice Board of the Company at its registered office and its head office/corporate office.
12. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Saturday, July 27, 2019 i.e. the last date specified for receipt of duly completed Postal Ballot Forms or e-voting.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Postal Ballot Notice until the last date for receipt of votes by Postal Ballot/e-voting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item Nos. 1 & 2

The Board of Directors ("Board") of the Company envisages requirements of funds in future. As per the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act"), the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up capital, free reserves and securities premium, that is to say, reserves not set apart for any specific purpose and securities premium unless the Members have authorized the Board to borrow the monies up to some higher limits.

The members of the Company at the Annual General Meeting held on September 25, 2018 granted approval, by way of special Resolution under Section 180(1)(c) of the Companies Act, 2013, to the board of directors to borrow any sums in excess of the limits specified under the section upto an amount not exceeding Rs. 200 crore (Rupees Two Hundred crore only). To arrange funds for capital investments and to finance future business expansions and running of operations of the Company, it is considered necessary to increase the existing borrowing powers to a sum not exceeding Rs. 250 crore (Rupees Two Hundred and Fifty crore only) (including existing borrowing of the Company).

The said borrowings/ issue of securities may be required to be secured by way of mortgage / charge over all or any part of the movable and / or immovable properties of the Company and as per the provisions of Section 180 (1) (a) of the Act, the mortgage or charge on all or any part of the movable and /or immovable properties of the Company, may deemed as disposal of the whole, or substantially the whole, of the undertaking of the Company(both present and future) in favour of the financial institutions/banks/ other lender(s)/ trustees etc. However, that the total amount so secured shall not at any time exceed a sum of Rs. 250 crores (Rupees Two Hundred and Fifty Crores) only.

As per Section 180(1)(a) and 180(1)(c) and other applicable provisions of the Act, approval of the Members is being sought by way of passing Special Resolution. Hence, the Board of Directors recommends passing of the enabling special resolutions set out at item No. 1 and 2 of the Notice.

None of the Directors and/or key managerial personnel and/or their relatives are concerned or interested, financially or otherwise, in the proposed special resolutions mentioned at Item Nos. 1 & 2 of the Notice.

By Order of the Board
For **Uniproducts (India) Limited**

Date : June 20, 2019
Place : Noida

Preeti Sondhi
Company Secretary
Membership No. F8676
Address : B-1/54, First Floor,
Malviya Nagar,
New Delhi – 110017



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CIN: U45201HR1982PLC014785

Phone: 01274-249348-50; Fax: 01274-249347;

Website: www.unitexindia.com; Email: uniproducts@unitexindia.com

POSTAL BALLOT FORM

(Kindly refer to the instructions specified overleaf before filling the form)

Sr. No.

Particulars Required	Details
Name & Registered Address of the Sole/First Named Member (in block letters)	
Names(s) of the Joint Holder(s), if any (in block letters)	
Registered folio No. /DPID No. & Client ID No.>(*Applicable to Members holding shares in Dematerialized form)	
Number of shares held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot as stated in the Postal Ballot Notice of the Company dated June 20, 2019, by sending my/our Assent (For) or Dissent (Against) to the said Special Resolutions by placing a tick (√) mark at the appropriate box below:

Resolution No.	Description of the Resolution	Number of shares for which votes cast	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To approve increase in borrowing limit pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013.			
2.	To approve creation of mortgage and/or charge pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013			

Place:

Date:

.....
(Signature of Member)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD

The e-voting facility will be available during the following voting period:

Commencement of remote e-voting	9.00 a.m. on Friday, June 28, 2019
End of remote e-voting	5.00 p.m. on Saturday, July 27, 2019

Important Instructions:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. The Members can opt only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
4. The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address to which the same needs to be dispatched.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member
6. Consent must be accorded by placing a tick mark [√] in the column, 'I/We assent to the resolution', or dissent must be accorded by placing a tick mark [√] in the column, 'I/We dissent to the resolution'. Form bearing tick mark in both the columns will be treated as invalid. A Member need not use all of his/her votes nor does he/she need to cast his/her votes in the same way.
7. The votes of a Member will be considered invalid on any of the following grounds:
 - a. if the Postal Ballot form has not been signed by or on behalf of the Member;
 - b. if the Member's signature does not tally;
 - c. if the Member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate Shares
 - d. voted for 'Assent' and 'Dissent' exceeds total number of Shares held;
 - e. if the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f. if the Postal Ballot Form is incomplete or incorrectly filled;
 - g. if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the Member or the
 - h. number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
 - i. if the form other than the one issued by the company is used;
8. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 pm on Saturday, July 27, 2019. If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
9. A Member may request for a duplicate Postal Ballot Form from the Registrar and Share Transfer Agent, Mas Services Limited, T-34, Okhla Industrial Area, Phase –II, New Delhi - 110020 or from the Company at its Registered Office or download the same from the Company's website www.unitexindia.com.
10. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/other authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. Voting rights shall be reckoned in proportion to the paid up value of the shares registered in the name of the Member on the cut-off date, i.e. Friday, June 21, 2019
13. The Scrutinizer's decision on the validity of the postal ballot Form shall be final.
14. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.
15. Any query in relation to postal ballot may be sent to preeti@unitexindia.com or info@masserv.com.
16. The result of voting on the Resolutions will be declared on or before Tuesday, July 30, 2019 at the corporate office and will also be displayed on the website of the Company www.unitexindia.com, and on the website of the NSDL at www.evoting.nsdl.com.