UNIQUE MANUFACTURING & MARKETING LIMITED
REGD. OFFICE: 15, MAHARANA PRATAP SARANI, 3RD FLOOR,
(FORMERLY: INDIA EXCHANGE PLACE), KOLKATA-700001,
Phone No.: 033-2230 0292, 033-2231 1935, /Fax: 033-2230 0473,
Website: www.ummarketing.co.in, e-mail: kumarmetal35@bsnl.in
CIN: L65993WB1975PLC029970

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting (AGM) of the Members of Unique Manufacturing & Marketing Limited will be held on Monday**, the 25th September, 2017 at 10:00 A.M.** at 15, Maharana Pratap Sarani,(Formerly known as India Exchange Place) 3rd Floor, Kolkata-700001 to transact the following Business :

ORDINARY BUSINESS:

Item No. 1 – Adoption of Financial accounts

To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended 31st March, 2017, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

Item No. 2 – Re-appointment of Mrs. Moulishree Gani

To appoint a Director in place of Mrs. Moulishree Gani (DIN: 02496033), liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and, being eligible, offers herself for re-appointment.

Item No.3 – Appointment of Statutory Auditors

To appoint Statutory Auditors of the Company, to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 139 ,142 and other applicable provisions,if any, of the Companies Act,2013 (Act) read with the Companies (Audit and Auditors)Rules,2014 ,as amended from time to time, M/s A.Singhi & Co.,Chartered Accountants (Firm Registration No .319226E) be and are hereby appointed as the Statutory Auditors of the Company (in place of M/s Singhi & Co, Chartered Accountants) for a term of 5 (Five) years commencing from the financial year 2017-2018 and to hold office from the conclusion of the 40th Annual General Meeting (AGM) of the Company till the conclusion of the 45th AGM of the Company to be held in the calendar year 2022 (subject to ratification by the Members at every intervening AGM) on such remuneration as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

"RESOLVED FURTHER THAT the Board (including its Audit Committee)of the Company be and is hereby authorised to do all acts and take such steps as may be considered or expedient to give effect to the aforesaid resolution."

By Order of the Board

Date: 30th May, 2017

BASANT KUMAR DAGA
(DIRECTOR)
(DIN: 00922769)

Registered Office:
15, India Exchange Place, 3rd Floor,
KOLKATA-700001
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NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("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.**

2. **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.**

3. If a Person is appointed as Proxy for more than 50 Members, he shall choose any 50 Members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case, the Proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.

4. Proxy holder shall prove his identity at the time of attending the Meeting. A Proxy Form which does not state the name of the Proxy shall be considered invalid.

5. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of Companies Act, 2013 ("the Act") are requested to send to the Company a certified copy of the Board resolution authorizing their representatives to attend and vote on their behalf at the Meeting.

6. Proxy Form(s) and certified copy of Board resolution(s) authorizing representative(s) to attend and vote at the Meeting shall be sent to the registered office of the Company and addressed to the "Secretarial Department".

7. An Explanatory Statement pursuant to Section 102 of the Act in respect of the Notice set out above is annexed hereto.

8. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from **22nd September, 2017 to 25th September, 2017** (both days inclusive) for the purpose of Annual General Meeting.
   All documents referred to in the notice requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the Registered Office of the Company during office hours on all working days between 11.00

a.m. and 1.00 p.m. except Saturdays, Sundays and public holidays, from the date hereof up to the time of the Annual General Meeting.

9. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details to the Secretarial Department of the Company at its Registered Office at 15, Maharana Pratap Sarani (Formerly Known as India Exchange Place), 3rd Floor, Kolkata-700 001 or the Registrar & Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Pvt. Ltd. at 23, R.N.Mukherjee, Kolkata-700 001.

10. Equity Shares of the Company are under compulsory demat trading by all investors. Considering the advantage of scripless trading, members are encouraged to consider dematerialization of their shareholding so as to avoid inconvenience in future.

11. **Voting through electronic means**

I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for e-voting are as under:

(i) The voting period begins on 22nd September, 2017 at 9 A.M. and ends on 24th September, 2017 at 5 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 (record date) of 18th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on “Shareholders” tab.

(iv) Now, Enter your User ID

(a) For CDSL : 16 digits beneficiary ID,

(b) For NSDL : 8 Character DP ID followed by 8 Digits Client ID,

(c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below :

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 8 digits of the sequence number in the PAN Field. In case the sequence 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 e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend, Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the Member ID / Folio Number in the Dividend Bank details field as mentioned in instruction (v).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company 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 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for Unique Manufacturing & Marketing Limited.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as promoted by the system.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.

II. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18th September, 2017.

III. Any person who becomes a Member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 18th September, 2017, may obtain the Sequence No. from RTA.

IV. Mrs. Sweety Kapoor, Practicing Company Secretary, (Membership No: 6410,C.P. No: 5738) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

V. 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.

VI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to The Calcutta Stock Exchange Limited ("CSE"), where the shares of the Company are listed.

12. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.

14. Corporate Members are requested to send to the Company/RTA, a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.

15. Members are requested to produce the attendance slip duly signed as per the specimen signature recorded with the Company for admission to the Meeting hall.

16. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos. for easy identification of attendance at the Meeting.

17. Shareholders, who have not dematerialized their shares as yet, are advised to have their shares dematerialized to avail the benefits of paperless trading as well as easy liquidity, as the trading in shares of the Company is under compulsory dematerialized form.

18. In all correspondence with the Company or the RTA, Members are requested to quote their Folio Number and in case their shares are held in the dematerialized form, they must quote their DP ID and Client ID Number.

19. 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/RTA.

20. Members who wish to obtain any information on the Company or the Accounts for the financial year ended 31st March, 2017 may send their queries at the Registered Office of the Company at least 10 days before the Annual General Meeting.

21. Members who are holding Shares 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 holding into one folio. The Share Certificates will be returned to the Members after incorporating requisite changes thereon.

22. Route Map of the venue is given in the Notice .The prominent landmark is opposite Tea Board & in the same building as Indian Chamber of Commerce.
23. Nomination facility is available for those shareholders who hold shares in single name.

Annexure to Notice

Statement pursuant to Section 102 of the Companies Act, 2013 (Act)

Item No.3

his statement is provided though strictly not required as per Section 102 of the Act

In terms of Section 139 of the Companies Act, 2013 the term of M/s Singhi &Co, Chartered Accountants, the current Statutory Auditors of the Company, will end at the conclusion of the ensuing AGM of the Company and the Company is required to appoint new Statutory Auditors to conduct the statutory audit of the books of the accounts of the Company from Financial year 2017-2018 onwards. The Board of Directors recommend the appointment of M/s A. Singhi & Co., ((Firm Registration No 319226E) as the Statutory Auditors of the Company for a period of 5 years commencing from the conclusion of this AGM till the conclusion of 45th AGM to be held in the calendar year 2022 (subject to ratification of their appointment at every intervening AGM .The Board recommends the resolution set forth in Item No 4 for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise in the resolution mentioned in Item No 3 of this Notice

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Disclosures relating to Directors pursuant to Regulation 26(4) of Listing Regulations and Secretarial Standards on General Meetings (SS- 2)

Name of the Director	Mrs. Moulishree Gani
Category	Non Executive Director
Director Identification Number (DIN)	02496033
Date of Birth	27/08/1976
Age	41
Nationality	Indian
Qualification	M.B.A. (Marketing) from U.K.
Nature of Expertise/ Experience	She gained experience in various family businesses. She is on the board of the Company from 09.08.1995. She has marketing expertise and leadership qualities
Father's Name	Shri Ratan Mohta
Residential Address	Shree Gunjan, 7 Ronaldshay Road, Alipore, Kolkata- 700027
Date of Appointment on the Board	07/02/2000
Terms and conditions of appointment or reappointment	Appointment for a period of next annual general meeting subject to retirement by rotation
Last drawn remuneration	NIL
Shareholding in Unique Manufacturing and Marketing Limited as on 31st March, 2017	117150
List of Directorship \s held in other Companies (excluding Foreign, Private and Sec 8 Companies)	ECE Industries Limited Pratibha Manufacturing & Marketing Ltd
Relationship between Directors inter-se	NIL
No. of Board meetings attended during the year	1

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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}

Name of the Member(s): ………………………………………………………………..

Registered address: ………………………………………………………………..
………………………………………………………………………………………..
………………………………………………………………………………………..

E-mail ID: ………………………………………………………………………………

Folio No. / DP ID and Client ID: ………………………………………………………

I/We, being the Member(s) of ……..……… Shares of the above named Company, hereby appoint:

1. Name: …………………………..........…...............……..........………
   E-Mail ID: ……..........…………………………
   Address:…………………………………………...
   ....……………………..……………………………………………………
   …………………………………………………………………………………………..
   Signature………………………………………………………………………...........
   ....…or failing him/her

2. Name: …………………………..........…...............……..........………
   E-Mail ID: ……..........…………………………
   Address:…………………………………………...
   ....……………………..……………………………………………………
   …………………………………………………………………………………………..
   Signature………………………………………………………………………...........
   ....…or failing him/her

3. Name: …………………………..........…...............……..........………
   E-Mail ID: ……..........…………………………
   Address:…………………………………………...
   ....……………………..……………………………………………………
   …………………………………………………………………………………………..
   Signature………………………………………………………………………...........

as my/our proxy to attend and vote (on a poll) for me/us and my/our behalf at the 42nd Annual General Meeting, to be held on Monday**, the 25th September, 2017 at 10:00 A.M.** at 15, Maharana Pratap Sarani (Formerly known as India Exchange Place), 3rd Floor, Kolkata- 700001 and at any adjournment thereof in respect of such resolutions and in such manner as are indicated below:

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I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolution No.	**Description**	**For***	**Against***	**Abstain***
Ordinary Business	**Ordinary Resolution**			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, report of the Board of Directors and Auditors for the financial year ended 31st March, 2017			
2.	Appointment of Mrs. Moulishree Gani, who retires by rotation & being eligible offer herself for re-appointment			
3.	Appointment of M/s. A. Singhi & Co., as Statutory Auditors of the Company for a period of five years and to fix their remuneration.			

Signed this ……………......………. day of ……………...........................2017

Affix Revenue Stamp

……………………….............…   ………………………………….   ………………………………….

Signature of first proxy holder   Signature of second proxy holder   Signature of third proxy holder

* Please Put a (√) in the appropriate column against the resolution as indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes: 1. This Form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a Member of the Company.

3. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.
4. A person can act as proxy on behalf of such number 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. Further, 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 proxy for any other person or Member.
5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

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Folio No./DP ID/ Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/ We record my /our presence at the 42nd Annual General Meeting of the Company at Registered Office of the Company at 15, Maharana Pratap Sarani, 3rd Floor, (Formerly: India Exchange Place), Kolkata-700001 on Monday, 25th September, 2017 at 10:00 A.M..

NAME OF THE SHAREHOLDER(S) (in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY (in Block Letters)	
SIGNATURE OF THE PROXY	

ELECTRONIC VOTING SEQUENCE NUMBER (EVSN)	**USER ID**	**PASSWORD**
	AS PER INSTRUCTION SHEET	AS PER INSTRUCTION SHEET

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

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ROUTE MAP FOR THE VENUE OF ANNUAL GENERAL MEETING OF UNIQUE MANUFACTURING & MARKETING LIMITED

15, MAHARANA PRATAP SARANI (FORMERLY INDIA EXCHANGE PLACE), KOLKATA-700 001