

NOTICE TO MEMBERS

NOTICE is hereby given that the **TWENTY SEVENTH ANNUAL GENERAL MEETING** of “UNISON METALS LIMITED “ will be held at the Registered Office at Plot No 5015, Phase-IV, GIDC, Vatva, Ahmedabad-382445 on Friday the 29th day of September, 2017 at 11 A.M. to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and, if approved, adopt the Audited Balance Sheet as on 31st March, 2017 and Profit & Loss Account for the year ended 31st March, 2017 and reports of the Directors and auditors thereon.
2. To consider the appointment of M/s Jain Kedia & Sharma, Chartered Accountants as Auditors of the Company ,
3. To appoint Director in place of Shri Tirth U.Mehta retiring by rotation and being eligible for reappointment offers himself for reappointment,

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196,197 and 203 and all other applicable provisions of the Companies Act, 2013 read with the Schedule V to the said act and Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 and the recommendation of Nomination and remuneration Committee, the approval be and is hereby accorded to increase the remuneration of Managing Director Shri Tirth U. Mehta from the existing the salary of Rs.75000/- p.m. and HRA Rs.40000/- p.m. to Salary of Rs.105000/- p.m. and HRA Rs.45000/- p.m. respectively with effect from 16th November 2016

RESOLVED FURTHER THAT the board of Directors of the Company or a Committee of the Board be and is hereby authorized to approve the terms and conditions including any changes in the remuneration and do all such other acts ,deeds and things which are necessary and incidental in order to give effect this resolution.

5. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196,197 and 203 and all other applicable provisions of the Companies Act, 2013 read with the Schedule V to the said act and Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 and the recommendation of Nomination and remuneration Committee ,the approval be and is hereby accorded to increase the remuneration of Managing Director Shri Tirth U. Mehta from the existing the salary of Rs.105000/- p.m. and HRA Rs.45000/- p.m. to Salary of Rs. 200000/- p.m. and HRA Rs.85000/- p.m. respectively w.e.f from 1st April 2017.

RESOLVED FURTHER THAT the board of Directors of the Company or a Committee of the Board be and is hereby authorized to approve the terms and conditions including any changes in the remuneration and do all such other acts ,deeds and things which are necessary and incidental in order to give effect this resolution.

6. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

Resolved that in accordance with the provisions of section 196, 197 & 203 r. w. Schedule-V and all other applicable provisions of the companies Act, 2013, the approval be and is hereby accorded for re-appointment of Shri Tirth U.Mehta as Managing director w.e.f 16/08/2017 on the following terms & conditions for a term of 5 years.

- 1) The Managing director shall mainly look after day-to-day matters pertaining to overall affairs of the Management of the company but always subject to the superintendence, control and direction of the board of directors of the Company.
- 2) The Managing director shall be entitled to a salary of Rs.2,00,000/- per month.
- 3) The Managing director shall be entitled to house rent allowance of Rs.85,000/-per month.
- 4) The Managing director shall be entitled to reimbursement of hospital and medical expenses for self and family, subject to the ceiling of one month's salary in a year or of as many month's salary in a block of so many years as are there in the total tenure.
- 5) The Managing director shall be entitled to the benefit of gratuity or such other schemes like P.F. in accordance with the company's rules & regulations in force from time to time and applicable for the officers & executives of the company.
- 6) Leave travel concession for self and family once in a year incurred in accordance with any rules of the company.
- 7) Personal accident insurance premium not exceed the Rs.2,000/- per annum.
- 8) The car shall be provided by the company for office as well as personal use.
- 9) Mobile and Telephone facility at residence shall not be considered as perquisite.

7. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

"Resolved that, pursuant to the provision of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Ms.Manishaben Panchal be and is hereby appointed as an independent Director of the Company not liable to retire by rotation w.e.f 28th June,2017

8. To consider and, if thought fit, to pass, the following resolution as an Ordinary Resolution:

Resolved that In accordance with the provisions of section 196, 197 & 203 of the Companies Act, 2013 read with schedule V thereof, the approval be and is hereby accorded for reappointment of Shri Mahesh V Changrani as Whole time director with effect from 16th November 2016 on the following terms & conditions for a term of 3 years

- 1) The whole time director shall mainly lookafter day-to-day matters pertaining to production, stores & misc. purchases and factory administration of the company but always subject to the superintendence, control and direction of the board of directors of the Company.
- 2) The whole time director shall be entitled to a salary of Rs.30,000/- per month.
- 3) The whole time director shall be entitled to house rent allowance of Rs. 15,000/- per month.

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- 4) The whole time director shall be entitled to reimbursement of hospital and medical expenses for self and family, subject to the ceiling of one month's salary in a year or of as many month's salary in a block of so many year as are there in the total tenure.
- 5) Leave travel concession for self and family once in a year incurred in accordance with any rules of the company.
- 6) Club fee & expenses subject to one club.
- 7) Personal accident insurance premium not exceed Rs.2,000/- per annum.
- 8) The car shall be provided by the company for office as well as personal use.
- 9) Telephone facility at residence shall not be considered as perquisite.

NOTES:-

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. Proxies, in order to be effective, should be completed, stamped and signed and must be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and the Share Transfer books of the Company shall remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive).
3. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to send their queries to the Company Secretary at least seven days prior to the meeting so that the required information can be made available at the meeting.
4. Members attending the meeting are requested to bring with them the Attendance Slip attached at Annual Report duly filled in and signed and handover the same at the entrance of the hall.
5. Voting through electronic means;

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014, the company is pleased to provide its Members the facility to exercise their right to vote at the Annual general Meeting by electronic means. The business may be transacted through E-Voting Services provided by Central depository Service Limited (CDSL).

The instructions for members for voting electronically are as under:-

- A) In case of members receiving E-mail:
 - (i) The voting period begins on 26th September, 2017 (09.00 A.M) and ends on 28th September, 2017 (5.00 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 (record date) of 22nd 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.
 - (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,
 - i. 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 sequence number which is printed on Postal Ballot / Attendance Slip / Address Slip indicated 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 **Unison Metals Limited** to vote.
- (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 prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - (a) 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.
 - (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - (c) 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.
 - (d) 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.
 - (e) 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.
- (xx) 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

B) In case of members receiving the physical copy;

- a) Please follow all steps from sl no. (i) to sl no (xviii) above to cast vote.
- b) The voting period begins on 26th September, 2017 (09.00 A.M) and ends on 28th September, 2017 (5.00 P.M). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-

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off date 22ndSeptember, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- c) 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.

C) General Instruction :

- (i) You are advised to cast your vote only through one mode (E-voting or through Show of Hands or Poll at the AGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Show of Hand or Poll would be rejected.
- (ii) Members, who have registered their E-mail addresses with the Company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip & Proxy Form by E-mail and others are being sent by post.
- (iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer’s Report of the total votes cast in favour of or against, if any, not later than 3 days after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

Place : Ahmedabad
Date : 16th August, 2017

For and on behalf of the Board
(PRAKASH RAJYAGURU)
(Chairman)

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT IN ACCORDANCE WITH PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

In conformity with the provision of Section 102 of the companies Act, 2013, the following Explanatory Statement sets out all material facts relating to certain Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM NO 2

The tenure of the existing auditors M/s Kishan M Mehta & co expires from the conclusion of the ensuing annual general meeting due to application of provisions of retiring by rotation under section 139 of the companies act ,2013 .The Board of Directors recommend the appointment of M/s. Jain ,Kedia & Sharma, Chartered Accountants (FRN 103920W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 32nd AGM .

ITEM NO 3

Pursuant to section 152 of the Companies Act, 2013 Shri Tirth U Mehta retires by rotation at this AGM and being eligible is proposed for reappointment.He has expressed his intention to act as director if reappointed. Shri Tirth U. Mehta is aged 27, a qualified graduate and is handling the affairs of the company since more than 5 years. He is member of audit Committee & stakeholder's relationship committee of the company. He holds 292100 equity shares of the company.None of the director or KMP of company or relative except appointee is concerned or interested in the resolution.

ITEM NO 4,5 & 6

Pursuant to the recommendation of nomination and remuneration committee of the board, the board of directors increased the remuneration during the tenure of appointment of Shri Tirth U.Mehta ,Managing Director considering his contribution & growth of the company twice ,with effect from 16th November ,2016 & again with effect from 1st April ,2017.In view of the provisions of the Companies Act ,2013 ,the board recommends the resolution for the approval of shareholders as per item no 4 & 5.

Further the tenure of appointment of Shri Tirth U.Mehta as a managing director expired on 15th August ,2017 Considering his contribution and growth, he was reappointed by the board of directors on recommendation of nomination & remuneration committee as a managing director with effect from 16th August ,2017 for a term of five years . A notice has been received from a member proposing Shri Tirth U.Mehta as a candidate for the office of director of the company Shri Tirth U. Mehta is aged 27, a qualified graduate and is handling the affairs of the company since more than 5 years. He is member of audit Committee & stakeholder's relationship committee of the company. He holds 292100 equity shares of the company. In view of the provisions of the Companies Act, 2013, the board recommend the resolution for the approval as per item no 6.

None of the director or KMP of company or relative except appointee is concerned or interested in the resolution.

ITEM NO 7

Pursuant to the recommendation of nomination and remuneration committee of the board, the board of directors appointed Ms.Manishaben B.Panchal as an independent director of the board of company for a term of 1year subject to approval of shareholders in annual general meeting. A notice has been received from a member proposing Ms.Manishaben Panchal as a candidate for the office of director of the company.She has given her consent and declaration regarding her independence in terms of the provisions of the Act. Ms. Manishaben B.Panchal is a qualified law graduate & having 15 years experience in the field of Legal, Tax, Accounting & company law. She does not hold any shares in the company. The board considers that the company will be benefited from her experience and knowledge and she fulfills the conditions specified in the Companies Act for appointment as independent director. Board recommends resolution of her appointment for approval. None of the director or KMP of company or relative except the appointee is concerned or interested in the resolution.

ITEM NO 8

The tenure of appointment of Shri Mahesh V.Changrani as a whole-time director expired on 15th November ,2016. Considering his contribution and experience, he was reappointed by the board of directors on recommendation of nomination & remuneration committee as a whole-time director with effect from 16th November, 2016 for a term of three years. A notice has been received from a member proposing Shri Mahesh V.Changrani as a candidate for the office of director of the company .Shri Mahesh Changrani is aged 58, an engineer and is handling the affairs of the company since more than 20 years. He is member of stakeholder's relationship committee of the company. He holds 5200 equity shares of the company. In view of the provisions of the Companies Act, 2013, the board recommend the resolution for the approval as per item no 8.

None of the director or KMP of company or relative except appointee is concerned or interested in the resolution.

Place : Ahmedabad
Date : 16th August, 2017

For and on behalf of the Board
(PRAKASH RAJYAGURU)
(Chairman)