

UNISON METALS LTD.



NOTICE

NOTICE is hereby given that the 29th Annual General Meeting of Unison Metals Limited will be held on Monday, September 30, 2019 at 11.00 am at the Registered Office situated at Plot No. 5015, Phase-IV, GIDC, Vatva, Ahmedabad 382 445, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of the Auditors thereon.
2. To appoint a Director in place of Shri Tirth U. Mehta (DIN: 02176397), who retires by rotation and, being eligible for re-appointment, offers himself for re-appointment.

SPECIAL BUSINESS:

3. INCREASE IN BORROWING LIMIT

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

“RESOLVED THAT subject to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the consent of the shareholders of the Company be and is hereby accorded to the Board of Directors and/or any Committee of Directors thereof, to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/ entities and/or authority/authorities, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, bonds, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 50.00 Crores (Rupees Fifty Crores only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorized to finalize and settle and further to execute such documents/ deeds/ writings/ papers/ agreements as may be required and to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with respect to creation of mortgage/ charge as aforesaid.”

4. SELL OF WHOLE OR SUBSTANTIALLY WHOLE UNDERTAKINGS

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



“RESOLVED THAT pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013 and relevant rules framed thereunder (including any statutory modifications or re-enactment thereof, for time being in force), and the enabling provisions of Memorandum of Association and Article of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to sell or transfer of whole or substantially whole undertaking of the Company provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 50 Crore (Rupees Fifty Crore Only) at any time.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company and to delegate such powers to any Officers of the Company as it may consider necessary or expedient or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this resolution.”

5. AUTHORITY TO THE BOARD OF DIRECTORS TO MAKE LOANS, GIVE GUARANTEES AND MAKE INVESTMENTS IN OTHER BODIES CORPORATE

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

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and such other approvals, consents, permissions or sanctions of any other appropriate authorities or entities, including Banks/ Financial Institutions, as per the case may be, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by the Resolution), to:

- a) make loan to any company (including subsidiary/ overseas subsidiaries) or any other person;
- b) give any guarantee, or provide security, in connection with a loan made by any other person to any company (including subsidiary / overseas subsidiaries) and;
- c) acquire by way of subscription, purchase or otherwise, the securities of any company (including subsidiary / overseas subsidiaries)

up to an aggregate amount not exceeding Rs.50 crore (Rupees Fifty Crore) for each of above (a), (b) and (c), at any time, irrespective of aggregate of such loan, guarantee, security and investment in securities exceed sixty percent of the Company’s paid up capital and free reserves and securities premium or one hundred percent of the Company’s free reserves and securities premium, on such terms and conditions as the Board may deem fit.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorized to file necessary forms in the Ministry of Corporate Affairs and to do perform all such acts, deeds, matters and things, as may be considered necessary, desirable or expedient to give effect to this resolution.”



6. INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs. 4,00,00,000 (Rupees Four Crore Only) divided into 32,50,000 (Thirty Two Lac Fifty Thousand) Equity Shares of Rs. 10/- each and 7,50,000 (Seven Lac Fifty Thousand) Redeemable preference shares of Rs.10 each to Rs. 26,00,00,000 (Rupees Twenty Six Crore) divided into 2,52,50,000 (Two crores Fifty Two Lakhs Fifty Thousand) Equity Shares and 7,50,000 (Seven Lac Fifty Thousand) Redeemable preference shares of Rs. 10/- each by creation of additional 2,20,00,000 (Two crore Twenty Lakhs Only) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, the Memorandum of Associations of the Company is be and is hereby altered by substituting the existing Clause IV thereof with the following new Clause IV:

The Authorised Share Capital of the Company is Rs. 26,00,00,000/- (Rupees Twenty Six Crore only) consisting of 2,52,50,000 (Two Crore Fifty Two Lac Fifty Thousand) Equity shares of Rs. 10/- (Rupees Ten Only) each and 7,50,000 (Seven Lac Fifty Thousand only) Redeemable Preference Share of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

7. ADOPTION OF NEW SETS OF ARTICLES AS PER COMPANIES ACT, 2013

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

“RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Articles of Association be and is hereby approved and adopted in substitution for, and to the exclusion, of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) and Mrs. Mitaliben R. Patel Company Secretary of the Company, be and are hereby singly or jointly authorized to issue/ provide certified true copies of these resolutions.”

RESOLVED FURTHER THAT Mr. Mahesh V. Changrani and Mr. Tirth U. Mehta Directors of the Company and Mrs. Mitaliben R. Patel Company Secretary of the Company be and are hereby singly or severally



authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

8. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 the Companies Act, 2013, and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, the new set of Memorandum of Association be and is hereby approved and adopted in substitution for, and to the exclusion, of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) and Mrs. Mitaliben R. Patel Company Secretary of the Company, be and are hereby singly or jointly authorized to issue/ provide certified true copies of these resolutions.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) and Mrs. Mitaliben R. Patel Company Secretary of the Company be and are hereby singly or severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things, including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

9. RE-APPOINTMENT OF SHRI MAHESH V. CHANGRANI (DIN: 00153615) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR THE TERM 5 YEARS

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Mahesh V. Changrani (DIN: 00153615) as a Whole-time Director, liable to retire by rotation, designated as Executive Director of the Company, for a further period of 5 (five) years with effect from August 23, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board 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.”

10. REVISION OF THE REMUNERATION OF SHRI MAHESH V. CHANGRANI (DIN: 00153615)

To consider and, if thought fit, to pass following Resolution as Ordinary Resolution:

“**RESOLVED THAT,** pursuant to the recommendation of Nomination and Remuneration Committee and

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pursuant to provisions of sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactment thereof for the time being in force (hereinafter referred to as “the Act”) and subject to such other approvals as may be necessary, the consent and approval of the members of the Company be and is hereby accorded to revise the remuneration of Whole-time Director Shri Mahesh V. Changrani (DIN: 00153615) on following terms effective from 1st August, 2019 for a period of 5 years: Board Resolution passed on 23th August 2019.

PARTICULARS	: AMOUNT
Term	: 5 years
Basic Salary	: 70,000 Per Month
House Rent Allowance	: 30,000 Per Month
Personal accident insurance premium	: 2,000 Per Month
Variable Pay	: As may be decided by board time to time

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any Financial Year, the Company shall pay Shri Mahesh V. Changrani, in respect of such Financial Year, remuneration by way of salary, allowances, perquisites and other benefits as the Board may deem fit, subject to the limits and conditions prescribed in Section II of Part II of Schedule V to the Act for the time being in force.

RESOLVED FURTHER THAT any of the Director or the Company Secretary of the company be and are hereby singly or severally authorized to do all such acts, deeds, matters and things, as may in their absolute discretion deem necessary, proper desirable or settle any question, difficulty or doubt that may arise in the said regard.

11. TO APPROVE FOR REGULARISATION OF UTTAMCHAND C MEHTA (DIN: 00153639) AND DESIGNATED AS CHAIRMAN OF THE COMPANY

To consider and, if thought fit, to pass following Resolution as Ordinary Resolution:

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and other applicable provisions of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 (“Act”) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 including any amendments thereto, Mr. Uttamchand C. Mehta (DIN: 00153639), who was appointed as an Additional Director and also designated as Executive Chairman w.e.f. August 23, 2019 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Chairman of the Company, liable to retire by rotation on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorised to file all returns, forms and execute all agreement to give effect the above resolution.”

12. TO ENTER INTO PURCHASES (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED:

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

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“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with related party M/s. Mangalam Alloys Limited in respect to purchases and Job work aggregate value of which does not exceed 200 Crore (Rupees Two Hundred Crore Only) at any period of time.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

13. TO ENTER INTO SALES (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED:

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the board of directors to enter into any contract or arrangements with related party M/s. Mangalam Alloys Limited in respect to sales aggregate value of which does not exceed 200 Crore (Rupees Two Hundred Crore Only) at any period of time

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorised to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,

UNISON METALS LTD.

TIRTH U. MEHTA
(Managing Director)

Place: Ahmedabad

Date:02/09/2019



NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 to 13 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent 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.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company’s Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorized Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company’s website <https://www.unisongroup.net/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to TSRDL in case the shares are held in physical form.
6. The Register of Members and the Share Transfer books of the Company shall remain closed from Tuesday, September 24, 2019 to Monday, September 30, 2019 (both days inclusive).
7. In case of joint holders attending the AGM, 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.
8. 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 AGM.
9. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.



10. 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.
11. Members, Proxies and Authorized Representatives 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.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to TSRDL in case the shares are held in physical form.
13. 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 AGM.
14. The route map showing directions to reach the venue of the twenty-Ninth AGM is annexed.
15. 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 members, whose names appear in the Register of members/list of Beneficial Owners as on Monday, September 23, 2019 i.e. cut-off date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on September 27, 2019 (09.00 AM) and ends on September 29, 2019 (5.00 PM). The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

The Company has appointed Mr. Gaurang R Shah (CPN. 14446) Practicing Company Secretary, to act as the scrutinizer for conducting the electronic voting process in a fair and transparent manner.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The instructions for members for voting electronically are asunder:

- (A) In case of members receiving E-mail:
 - (1) The voting period begins on September 27, 2019 (09.00 AM) and ends on September 29, 2019 (5.00 PM). 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 September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (2) The shareholders should log on to the e-voting website www.evotingindia.com.

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- (3) Click on Shareholders.
- (4) 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,
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (5) Next enter the Image Verification as displayed and Click on Login.
- (6) 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.
- (7) If you are a first-time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">● 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)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company recorded order to login.</p> <ul style="list-style-type: none">● 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).

- (8) After entering these details appropriately, click on "SUBMIT" tab.
- (9) Members holding shares in physical form will 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.
- (10) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (11) Click on the EVSN for **Unison Metals Limited 190824030** to vote.
- (12) 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.

- (13) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (14) The 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.
- (15) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (16) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (17) 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.
- (18) **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.**
- (19) **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
- 20) 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.
- A) In case of members receiving the physical copy:
 - a) Please follow all steps from Sr.No. (i) to Sr.No (xviii) above to cast vote.
 - b) The voting period begins on September 26, 2019 (09.00 AM) and ends on September 29, 2019 (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date



September 23, 2019 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.

B) 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.

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.

GREEN INITIATIVE - AN IMPORTANT COMMUNICATION TO MEMBERS

Ministry of Corporate Affairs has taken a green initiative by permitting companies to send various documents like notices, annual reports including annual accounts etc. to its Members through electronic mode. Keeping in spirit with the said initiative, we request you to update your email ID with your respective DP’s in case of shares held in electronic form and with Registrar & Share Transfer Agent - M/s **Link Intime(India) Private Limited** in case of shares held in physical form. Email is a better method to receive the communications quickly, with least cost implications and have a longer shelf life. The Company proposes to send all permitted communications electronically to the email id’s of Members unless specific request is received for a physical copy from Member. Please act and contribute to preserve the environment for our better future.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,

UNISON METALS LTD.

TIRTH U. MEHTA
(Managing Director)

Place: Ahmedabad

Date: 02/09/2019



ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT")

ITEM NO. 3: INCREASE IN BORROWING LIMIT

The Members of the Company at their Meeting held on September 30, 2014 had passed a resolution authorizing the Board of Directors of the Company to borrow monies, from time to time, upto Rs. 25 crore.

The Company is expediting its plan to scale up its capacity and coverage and hence it is considered necessary to increase the limits for borrowing of funds from Rs. 25 crore to Rs. 50 crore. the Audit Committee of the Company proposes to the Board and Board further place the resolution among member to be passed as a Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution except their shareholdings.

ITEM NO. 4: SELL OF WHOLE OR SUBSTANTIALLY WHOLE UNDERTAKINGS

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs to enter into agreement related to sell or dispose off the whole or substantially the whole undertakings of the company for need of additional funds. the Audit Committee of the Company proposes to the Board and the Board further place the resolution among member to be passed as a Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

As proposed by the Audit Committee of the Company to the Board and pursuant to Section 180(1)(a) of the Companies Act, 2013 the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company is subject to the approval of members in the General Meeting subject to the limit of Rupees 50 crore at any point of time.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution except their shareholdings.

ITEM NO. 5: AUTHORITY TO THE BOARD OF DIRECTORS TO MAKE LOANS, GIVE GUARANTEES AND MAKE INVESTMENTS IN OTHER BODIES CORPORATE

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Audit Committee of the Company proposes to the Board to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required.

Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding as follows:



Transaction	Maximum Limit
Give any loan to any person or other body corporate;	Rs. 50 Crore (Rupees Fifty Crore Only)
Give any guarantee or provide security in connection with a loan to any other body corporate or person;	Rs. 50 Crore (Rupees Fifty Crores Only)
Acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,	Rs. 50 Crore (Rupees Fifty Crores Only)

in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors, therefore, recommend the Special Resolution for approval of the shareholders.

None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 6: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY

The Current Authorized Capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crore only) and the paid up share capital of the Company is Rs. 3,20,42,000 (Rupees Three Crore Twenty Lac Forty two Thousand only). The Company proposes to increase its authorized share capital further by Rs. 22,00,00,000/- (Rupees Twenty Two Crore only) to facilitate any fund raising in future by equity shares of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause IV of the Memorandum of Association. Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Directors recommend the Resolution set out in the Notice for the approval of the Members. No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

ITEM NO. 7: ADOPTION OF NEW SETS OF ARTICLES AS PER COMPANIES ACT, 2013

Upon enactment of the Companies Act, 2013, various provisions of the Companies Act, 1956 have been repealed and in view of the same the Articles of Association of the Company needs to be realigned as per the provisions of the new Act. The Board of Directors in its meeting held on September 02, 2019 decided (subject to the approval of members) to adopt a new set of Articles of Association in place of and to the exclusion of existing Articles of Association of the Company.

The draft of the new set of Articles proposed for approval is available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Registered Office of the Company and also at the place of the meeting on the meeting day. In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution.



ITEM NO. 8: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

Upon enactment of the Companies Act, 2013, the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. Your directors' in its meeting held on September 2, 2019 had approved (subject to the approval of members) amendments required to align the existing memorandum of association with the provisions of the Companies Act, 2013. The draft of the amended Memorandum of Association proposed for approval, is also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Corporate Office of the Company and also at the place of the meeting on the meeting day.

In terms of Section 4 and 13 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for proposed amendments in the Memorandum of Association of the Company. Your Directors commend passing of this resolution by way of a special resolution.

None of the directors, KMPs, or their relatives are interested or concerned, financially or otherwise, in the resolution.

ITEM NO. 9: RE-APPOINTMENT OF SHRI MAHESH V. CHANGRANI (DIN: 00153615) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR THE TERM 5 YEARS

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Mahesh V. Changrani (DIN: 00153615) as Whole-time Director of the Company, liable to retire by rotation, for a term of 3 years i.e. from November 16, 2016 to November 15, 2019.

Having regard to the vast knowledge, experience and dedicated services rendered by him towards the growth of the Company, it is incumbent that his services should continue to be available to the Company. Hence, the Board of Directors, on recommendations of the Nomination & Remuneration Committee, has proposed to re-appointed Mr. Mahesh V. Changrani as whole-time Director of the Company for a further period of Five years with effect from August 23, 2019, subject to the approval of members on the following terms and conditions of his remuneration:

1. Basic Salary: Rs. 70000/- per month.
2. House Rent Allowance: Rs. 30000/- per month.
3. Re-imbursement of medical expenses subject to maximum Re-imbursement of medical expenses subject to maximum salary of 1 month.
4. Leave travel allowance; leave encashment, contribution to provident fund and family pension fund, bonus, performance bonus and gratuity as per policy of the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the special resolution as set out at Item No. 9 of the Notice for approval of the members. Brief profile of the appointee director has been set out as annexure to the notice of the Annual General Meeting.

Save and except Mr. Mahesh V. Changrani and his relatives, to the extent of their shareholding interest, if any, none of the other directors/ key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 9 of the Notice.

The tenure of appointment of Shri Mahesh V. Changrani as a Whole time Director will expire on



November 15, 2019. Considering his contribution and experience, he was reappointed by the board of directors on recommendation of nomination and remuneration committee as a whole-time director with effect from 16th November, 2019 for a term of 5 years. A notice has been received for 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 holds 5200 equity shares of the company. In View of the provisions of companies Act, 2013, the board recommend the resolution for the approval as per Item No. 9 of the notice.

ITEM NO. 10: REVISION OF THE REMUNERATION OF SHRI MAHESH V. CHANGRANI (DIN: 00153615)

Shri Mahesh V. Changrani, was re-appointed and designated as Whole-time director of the Company, liable to retire by rotation for a period of 3 years i.e. from November 16, 2016 to November 15, 2019. The shareholders' approval for the same has been set out in the Notice for their re-appointment.

Further, considering the contribution of Shri Mahesh V. Changrani and progress made by the Company under his leadership and guidance and as per recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on August 23, 2019 approves the revision in the remuneration of the above director for a period of 5 years effective from August 23, 2019 on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 read with schedule V of the Companies Act, 2013, the revised remuneration of above as decided by the Board required to be approved by the Members at their meeting. Brief profile of the appointee director has been set out as annexure to the notice of the Annual General Meeting.

ITEM NO 11: TO APPROVE FOR REGULARISATION OF UTTAMCHAND C MEHTA (DIN: 00153639) AND DESIGNATED AS CHAIRMAN OF THE COMPANY

As a part of Board re-organization, on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on August 23, 2019 appointed Mr. Uttamchand C Mehta (DIN: 00153639), as Additional Directors on the Board of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the 'Act').

In terms of the provisions of Section 161 of the Act, Mr. Uttamchand C Mehta will hold office up to the date of the ensuing Annual General Meeting. The Company has received notices in writing under the provisions of Section 160 of the Act, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Uttamchand C Mehta as Directors under the Act and also designated him as chairman of the Company. The Company has received all the requisite disclosures from Uttamchand C Mehta with respect to their appointment as Directors on the Board of the Company. The Directors proposed, if appointed, shall be liable to retire by rotation under the provisions of Section 152 of the Act. Brief profile of the appointee director has been set out as annexure to the notice of the Annual General Meeting.

He shall be appointed on the following remuneration, individually:

1. Basic Salary: Rs 60,000/- per month.
2. House rent allowance Rs. 40,000/-
3. Performance Bonus: Not exceeding 200% of Basic / Consolidated Salary, payable annually for each financial year, as may be determined by the Board.
4. Perquisites: In addition to the aforesaid Basic / Consolidated Salary and Performance Bonus, Mr.



Uttamchand Mehta shall be entitled to perquisites like gas, electricity, water, furnishings, leave travel concession for self and family, club fees, personal accident insurance.

5. Medical expenses for self and family as per the rules of the Company

ITEM NO. 12: TO ENTER INTO PURCHASES (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED:

The members are apprised that M/s. Mangalam Alloys Limited is fall under related party of the Company with whom regular purchases related work required to be entered in regular course of business.

The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

(a)	Name of the related party	M/s. Mangalam Alloys Limited
(b)	Nature of relationship	Entity in which the directors are interested.
(c)	Nature, duration of the contract and particulars of the contract or arrangement	Purchases & Jobwork
(d)	Material terms, monetary value and particulars of the contract or arrangement;	For Purchases and Jobwork: 200 Crore (Rupees Two Hundred Crore Only)

None of the Directors except Shri Uttamchand Mehta and key managerial personnel of the Company or their relatives are concerned or interested in the resolution. All related parties shall abstain from voting on these resolutions.

The Board recommends passing of the proposed Ordinary Resolution.

ITEM NO. 13: TO ENTER INTO SALES (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED:

The members are apprised that M/s. Mangalam Alloys Limited is fall under related party of the Company with whom regular purchases related work required to be entered in regular course of business.

The following disclosure(s) for rendering of any services to the related party is made in accordance with the provisions of Section 188 of the Companies Act, 2013 and Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014:

UNISON METALS LTD.



(a)	Name of the related party	M/s. Mangalam Alloys Limited
(b)	Nature of relationship	Entity in which the directors are interested.
(c)	Nature, duration of the contract and particulars of the contract or arrangement	Sales
(d)	Material terms, monetary value and particulars of the contract or arrangement;	For Sales: 200 Crore (Rupees Two Hundred Crore Only)

None of the Directors except Shri Uttamchand Mehta and key managerial personnel of the Company or their relatives are concerned or interested in the resolution. All related parties shall abstain from voting on these resolutions.

The Board recommends passing of the proposed Ordinary Resolution.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,
UNISON METALS LTD.
TIRTH U. MEHTA
(Managing Director)**

Place: Ahmedabad
Date: 02/09/2019



ANNEXURE TO THE AGM NOTICE

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

PARTICULARS	MR. TIRTH UTTAM MEHTA	MR. MAHESH V. CHANGRANI	MR. UTTAMCHAND C MEHTA
Date of Birth	15/04/1990	06/11/1958	20/11/1953
Date of Appointment	16/08/2012	16/11/2010	23/08/2019
Qualifications	M.B.A	Mechanical Engineer	B.E in Chemical Engineering
Expertise in specific functional areas	Finance	Production Department	Expertise in motivating staff and dedication towards work
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	3	2	3
Memberships / Chairmanships of committees of other public companies	-	-	-
Number of shares held in the Company	292100	5200	106200