

**Unison Metals Ltd.**

CIN No: L52100GJ1990PLC013964

Reg Office :Plot No.5015, Ph-IV, Nr. Ramol Cross Road, GIDC, Vatva, Ahmedabad-382445

Web : [www.unisongroup.net](http://www.unisongroup.net) email : [unisonmetals@gmail.com](mailto:unisonmetals@gmail.com) Tel :079-25841512

**POSTAL BALLOT NOTICE**

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given pursuant to provisions of Section 110 and any other applicable provisions, if any, of the Companies Act, 2013, (“the Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and Secretarial Standard -2 (SS- 2), that the Company is seeking the Members’ consent to pass the Special Resolution by way of Postal Ballot for making loan(s), and/or giving any guarantee(s)/providing any security(ies) and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of the limits prescribed under section 186 as set out below, more specifically described in the Explanatory Statement appended to this notice.

The Board of Directors of the Company have appointed Mr. Viral Ranpura, Practicing Company Secretary Ahmedabad as the Scrutinizer for conducting the postal ballot process in a fair and transparent manner and Central Depository Services (India) Limited (CDSL) as agency in respect of remote e-voting for the postal ballot.

**RESOLUTION**

1. To Consider and if thought fit, to pass, with or without modification(s) ,the Following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and such other provisions as may be applicable, including any statutory modification or re-enactment thereof for the time being in force, 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 be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act,2013 from time to time, maximum amount of 8 Crore (Rupees Eight Crore only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company’s existing loans provided within or exceeding the limit are in excess of the limits prescribed under Section 186 aforesaid

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorized to decide and finalize the terms and conditions while making investment, giving loan or guarantee or providing securities within the aforesaid limits including with the power to transfer and dispose of the investments so made, from time to time, and to execute all deeds, documents and other writings and to do all such acts, deeds, matters and things, as may be necessary and expedient for implementing and giving effect to this resolution.

NOTES:

1) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal is annexed hereto.

2) The record date of sending Postal Ballot Notice to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is Friday, 02<sup>nd</sup> September, 2016 i.e. the cut-off date for despatch of Postal Ballot Notice.

3) Members whose names appear on the Register of Members / List of Beneficial Owners as on Friday, 02<sup>nd</sup> September, 2016 will be considered for the purpose of voting. A person who is not a Member a Friday, 02<sup>nd</sup> September, 2016 i.e. the cut-off date for reckoning voting rights should treat this Notice for information purposes only.

4) The voting period begins on Wednesday, 14<sup>th</sup> September, 2016 at 09.00 a.m. and ends on Thursday, 13<sup>th</sup> October, 2016 at 5.00 p.m. (inclusive of both the days)

5) The Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.

6) A Member cannot exercise his vote by proxy on postal ballot.

7) A member desiring to exercise vote by remote e-voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Notice, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed business reply envelope, so as to reach the Scrutinizer at **A31, Saiyam Co Op Housing Ltd ,Nr. Panchdev Mandir, Nehrunagar , Ahmedabad -380015 ,Gujarat, India** on or before Thursday, 13<sup>th</sup> October, 2016 at 5.00 p.m. The Postal Ballot Forms received after 5.00 p.m. on Thursday, 13<sup>th</sup> October, 2016 will be treated as if the reply from the member has not been received.

8) Any queries/grievances pertaining to voting by postal ballot including the remote e-voting process or complaints relating to non-receipt of postal ballot/duplicate postal ballot can be addressed to Mr. Harshal S.Agrawal, Compliance Officer of the Company, at Plot no 5015, Phase IV, Ramol Cross Road, GIDC, Vatva, Ahmedabad -382445, India or by sending an e-mail at [secretary@unisongroup.net](mailto:secretary@unisongroup.net)

9) Voting through electronic mean (E-voting)

I. In accordance with the applicable provisions of the Listing Regulations and Companies Act 2013, read with Companies (Management and Administration) Rules, 2014 including the amendments thereto, the Company is pleased to provide facility to its members, to cast their vote

electronically for the resolution proposed to be passed through postal ballot. The Board of Directors has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.

II. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut-off date i.e. Friday, 02nd September, 2016.

III. Mr. Viral Ranpura has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

IV. The Procedure and instructions for e-voting are as under:

A) In case of members receiving E-mail:

- (i) The voting period begins on 14<sup>th</sup> September, 2016 (09.00 A.M) and ends on 13<sup>th</sup> October, 2016 (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 02<sup>nd</sup> September, 2016 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](http://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,
  - 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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 Sticker indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> 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. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 14<sup>th</sup> September, 2016 (09.00 A.M) and ends on 13<sup>th</sup> October, 2016 (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 02<sup>nd</sup> September, 2016 , 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **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. 1:**

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

Therefore, the Board proposed to pass the resolution by postal ballot to make loans and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, maximum amount of 8 Crore (Rupees Eight Crore Only), if the investments/ acquisitions, loans, guarantee, securities to be provided along with Company’s existing loans provided within or exceeding the limits are in excess of the limits prescribed under Section 186 aforesaid

None of the other Directors or Key Managerial Personnel of the Company and their respective relative is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the Special Resolution set out at Item No.1 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD OF DIRECTORS OF  
UNISON METALS LIMITED

Sd/-

(TIRTH U. MEHTA)

(Managing Director)

Place: Ahmedabad.

Date. 09.09.2016

Encl:

1) Postal Ballot Form

2) Self addressed postage pre-paid business reply envelope.