



## NOTICE TO MEMBERS

NOTICE is hereby given that the **28<sup>th</sup> 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 Saturday the 29<sup>th</sup> day of September 2018 at 11 A.M. to transact the following business: -

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit & Loss for the year ended on March 31, 2018, the Balance Sheet as at that date and Cashflow together with the Auditor and Directors' Report thereon.
2. To appoint Director in place of Shri Mahesh V. Changrani retiring (DIN 00153615) by rotation and being eligible for reappointment offers himself for reappointment.

### SPECIAL BUSINESS

3. To Re-appoint Ms.Manishaben B. Panchal (DIN: 02047778) as an independent director and in this regard 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 provision of Section 149, 152 read with Schedule IV and other applicable provisions, in any, of the Companies Act, 2013 and the Companies ( Appointment and Qualification of Directors) rules,2014 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re – enactment (s) there of the time being in force) Ms. Manishaben B. Panchal (DIN:02047778)be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5(Five) consecutive years i. e up to 29<sup>th</sup> September,2023.

4. To Re-appoint Mr. Prakash Rajyaguru(DIN:00174093) as an independent director and in this regard 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 provision of Section 149, 152 read with Schedule IV and other applicable provisions , if any, of the Companies Act, 2013 and the Companies ( Appointment and Qualification of Directors) rules,2014 the applicable provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ( including any statutory modification (s) or re – enactment (s) there of the time being in force) Mr. Prakash Rajyaguru (DIN:00174093) be and is hereby appointed as an independent Director of the Company not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years i.e. up to 01<sup>st</sup> April ,2024.

5. To consider and, if thought fit, to pass following Resolution as **Special Resolution**:

“**RESOLVED THAT** pursuant to the 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 of the members of the Company be and is hereby accorded for increase

# UNISON METALS LTD.



the remuneration of Whole Director Shri Mahesh V. Changrani from the existing the salary of Rs.30000/- p.m. and HRA Rs.15000/- p.m. to Salary of Rs.35000/- p.m. and HRA Rs.15000/- p.m. respectively.

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 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. The Board approve following terms & Conditions”:

- 1) The whole-time director shall mainly look after 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.35,000/- per month.
- 3) The whole-time director shall be entitled to house rent allowance of Rs. 15,000/- per month.
- 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 years 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.



## NOTICE TO MEMBERS

### NOTES:-

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE 28TH ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIM/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER 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 23<sup>rd</sup>September, 2018 to 29<sup>th</sup>September 2018 (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 members, whose names appear in the Register of members/list of Beneficial Owners as on Saturday, September 22<sup>nd</sup>, 2018 i.e. cutoff Date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on 26<sup>th</sup>September, 2018 (09.00 A.M) and ends on 28<sup>th</sup>September 2018 (5.00 P.M). 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:
  - (i) The voting period begins on 26<sup>th</sup>September, 2018 (09.00 A.M) and ends on 28<sup>th</sup>September 2018 (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 22<sup>nd</sup>September, 2018 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,
    - 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](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	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>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.</p>
Dividend Bank Details <b>OR</b> 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 records in order to login.</p> <p>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).</p>

- (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 180818024** 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) 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 sr no. (i) to sr no (xviii) above to cast vote.
  - b) The voting period begins on 26<sup>th</sup>September, 2018 (09.00 A.M)and ends on 28<sup>th</sup>September 2018 (5.00 P.M). During this periodshareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22<sup>nd</sup>September, 2018, 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).
- 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 caste 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 Reaport 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 in Time 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.

Place : Ahmedabad  
Date : 28<sup>th</sup> August, 2018

FOR AND ON BEHALF OF THE BOARD  
(TIRTH U. MEHTA)  
(Managing Director)



## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") EXPLANATORY STATEMENT IN ACCORDANCE WITH PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013.

#### ITEM NO 3

The members of the Company at the 27th Annual General Meeting held on 29th September 2017 had approved the appointment of Ms. Manishaben B. Panchal (DIN 02047778) as an Independent Director on the Board of the Company to hold office for a term of 1 (one) from 28th June 2017 to 27th June 2018 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Ms. Manishaben B. Panchal (DIN 02047778) as an Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her experience and background and the contribution made by her as an Independent Director during her current term, the continued association of Ms. Manishaben B. Panchal (DIN 02047778) would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Ms. Manishaben B. Panchal as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective 29<sup>th</sup> September 2018.

Ms. Manishaben B. Panchal (DIN 02047778) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Ms. Manishaben B. Panchal (DIN 02047778) for the office of Independent Director of the Company. The Company has received a declaration from Ms. Manishaben B. Panchal (DIN 02047778) that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Ms. Manishaben B. Panchal fulfils the conditions for her appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Regulations. Ms. Manishaben B. Panchal is independent of the management.

Copy of the letter of appointment issued by the Company to Ms. Manishaben B. Panchal (DIN 02047778) as an Independent Director for her current term setting out the terms and conditions is available for inspection by members at the registered office of the Company on all working days during business hours up to the date of the meeting. The said terms



and conditions of appointment are also available on the website of the Company at [www.unisonmetals.co.in](http://www.unisonmetals.co.in). This Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Save and except Ms. Manishaben B. Panchal (DIN 02047778) and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice. In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of an Independent Director requires approval of members by way of a Special Resolution. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

#### ITEM NO 4

Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) as an Independent Director on the Board of the Company to hold office for a term of 1 (one) from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) as Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during her current term, the continued association of Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) would be beneficial to the Company and therefore it is desirable to continue to avail her services as an Independent Director. Accordingly, it is proposed to re-appoint Prakash Jaswantra Rajyaguru (DIN 00174093) as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company up to 1<sup>st</sup> April, 2019.

Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) for the office of Independent Director of the Company. The Company has received a declaration from Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In the opinion of the Board, Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Regulations. Mr. Prakash Jaswantra Rajyaguru (DIN 00174093) is independent of the management.





Copy of the letter of appointment issued by the Company to Mr. Prakash Jaswantrai Rajyaguru as an Independent Director for his current term setting out the terms and conditions is available for inspection by members at the registered office of the Company on all working days during business hours up to the date of the meeting. The said terms and conditions of appointment are also available on the website of the Company at [www.unisonmetals.co.in](http://www.unisonmetals.co.in). This Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Save and except Mr. Prakash Jaswantrai Rajyaguru and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. In accordance with the provisions of Section 149 read with Schedule IV to the Act, re-appointment of an Independent Director requires approval of members by way of a Special Resolution. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

## ITEM NO 5

Mr. Mahesh V. Changrani was re-appointed by the members of the Company at its 27th Annual General Meeting held on September 29, 2017, as Director (Commercial) of the Company from 16th November, 2016 for a period of three years with remuneration. 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 re-appointed Mr. Mahesh V. Changrani as whole-time Director of the Company for a further period of three years with effect from 16th November, 2016, subject to the approval of members on the following terms and conditions of his remuneration: 1. Basic Salary: ₹ 35000/- per month. 2. House Rent Allowance: ₹15000/- per month. 3. Re-imbursment of medical expenses subject to maximum Re-imbursment of medical expenses subject to maximum salary of 1 month. 4. Personal Accident Insurance Premium not exceed ₹ 2000 p.a 5. Leave travel allowance, leave encashment, contribution to provident fund and family pension fund, bonus, performance bonus and gratuity as per policy of the Company. The Board also approved on recommendation of the Nomination and Remuneration Committee of the Board to revise the aforesaid remuneration payable to him from time to time, as may be approved by the Board, or the Nomination and Remuneration Committee during his tenure, subject to a maximum ceiling of ₹ 42.00 lacs (Rupees Forty lacs only) per annum including Salary, allowances, variable salary/performance bonus, perquisites, reimbursement of expenses, Leave travel allowance, contribution to provident fund and family pension fund, leave encashment, bonus and gratuity as per policy of the Company. At its meeting held on August 14, 2018, the Board approved to designate. 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. He has attended twelve meetings out of twelve meetings of the Board of Directors of the Company held during the financial year 2017-18. He is not on the Board and Committees of any other listed entity. The details of his directorships are as under: Directorships

# UNISON METALS LTD.



1. Unison alloys and steels private limited
2. Unison natural resources limited

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. 5 of the Notice for approval of the members. 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. 5 of the Notice.

In View of the provisions of companies Act,2013, the board recommend the resolution for the approval as per Item No.5.

Place : Ahmedabad  
Date : 28<sup>th</sup> August, 2018

BY ORDER OF THE BOARD OF DIRECTORS OF  
UNISON METALS LIMITED  
(TIRTH U. MEHTA)  
(Managing Director)