

**35TH ANNUAL
REPORT OF
UNISON METALS
LIMITED**

CONTENT

Key Managerial Person's

Corporate Information

Notice of AGM

Director's Report

Annexure's to Director's Report

Report On Corporate Governance

Certificate of Non-Disqualification
of Directors

Declaration on Code of Conduct

CEO/CFO Certification

Standalone Independent Auditor's

Standalone Balance Sheet

Standalone Statement of Profit &
Loss

Standalone Cash Flow Statement

Standalone Notes forming part of the
Financial Statements

Consolidated Auditor's Report and
Notes forming part of the Financial
Statements

KEY MANAGERIAL PERSON'S



TIRTH U. MEHTA
DIRECTOR



MAHESHBHAI V.
CHANGRANI
WHOLE TIME
DIRECTOR



RASHI TIRTH
MEHTA
MANAGING
DIRECTOR



HIMANSHU R.
CHOKHDA
INDEPENDENT
DIRECTOR



DEEPALI MALPANI
INDEPENDENT
DIRECTOR



NARENDRA D.
THAKKAR
INDEPENDENT
DIRECTOR



MITALI R. PATEL
COMPANY
SECRETARY



ROSHAN G.
BOTHTRA
CHIEF FINANCIAL
OFFICER

CORPORATE INFORMATION

STATUTORY AUDITOR

M/s. Purushottam Khandelwal & Co.
(FRN: 123825W)
Chartered Accountants

INTERNAL AUDITOR

M/s. Susheel Ajmera & Co.
(FRN: 034123C)
Chartered Accountants

SECRETARIAL AUDITOR

M/s. G R Shah & Associates
Ahmedabad (MEM No.: 12870)

REGISTERED OFFICE

Plot no 5015, Phase IV, Ramol Char
Rasta, GIDC, Vatva, Ahmedabad
382445

NOMINATION & REMUNERATION COMMITTEE

Mr. Himanshu Rampal Chokhda
(Chairperson)
Mr. Narendra Thakkar
(Member)
Ms. Deepali Malpani (Member)

AUDIT COMMITTEE

Mr. Himanshu Rampal Chokhda
(Chairperson)
Mr. Tirth U. Mehta
(Member)
Ms. Deepali Malpani (Member)

REGISTRAR & TRANSFER AGENT

MUFG Intime India Private Limited
(Formerly Known as Link Intime India
Private Limited)
506-508, Amarnath Business Centre-
1, Nr. XT Xavier's College Road, Off
C.G.Road, Ellisbridge, Ahmedabad-
380006
Ph. No.: 079 26465179
Email:
ahmedabad@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Ms. Deepali Malpani (Chairperson)
Mr. Maheshbhai V.Changrani
(Member)
Mr. Tirth U. Mehta
(Member)

UNISON METALS LIMITED

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting (“AGM”) of the Members of Unison Metals Limited will be held on Monday, September 29, 2025 at 11.00 A.M. at the Registered Office situated at Plot No. 5015, Phase-4, Ramol Char Rasta, GIDC, Vatva, Ahmedabad 382445, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 comprising of the Balance Sheet as at March 31, 2025, Statement of Profit & Loss Account and Cash Flow Statement as on March 31, 2025 and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors’ and Auditors’ thereon.
2. To appoint a Director in place of Mr. Tirth Uttam Mehta [DIN: 02176397] who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2025-26 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013:**

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013, and pursuant to the recommendation of the Audit Committee and the Board of Directors, the remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) including GST to M/s. K V Melwani & Associates, Cost Accountants, Ahmedabad, for conducting cost audit of the Company for the financial year 2024-25, as approved by the Board of Directors of the Company, be and is hereby ratified.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta (DIN: 02176397) Director or Mr. Maheshbhai Vishandas Changrani (DIN: 00153615), Whole Time Director or Mitaliben Ritesh Patel, Company Secretary of the Company be and are hereby empowered and authorized singly or jointly to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary for giving effect to this resolution.”

UNISON METALS LIMITED

4. SUB-DIVISION OF EQUITY SHARES:

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

“RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force), read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, and subject to the relevant provisions of Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, if any, required from any competent authority, and as approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to sub-divide each of the 3,42,50,000 (Three Crores Forty Two Lakh Fifty Thousand) fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each into 34,25,00,000 (Thirty Four Crores Twenty Five Lakh) equity shares having a face value of Re. 1/- (Rupee One Only) each, fully paid-up, ranking pari passu with each other in all respect with effect from such date as may be fixed for this purpose (“Record Date”) by the Board of Directors of the Company.

RESOLVED FURTHER THAT, pursuant to the sub-division of the authorised share capital of the Company, the existing issued, paid-up and subscribed share capital of the Company as on the record date shall automatically, and with any further corporate action, if required on the part of the Company, its Shareholders, or any other party, be sub-divided to Rs. 29,62,22,870/- (Rupees Twenty Nine Crores Sixty Two Lakhs Twenty Two Thousand Eight Hundred and Seventy Only) consisting of 29,62,22,870/- (Twenty Nine Crores Sixty Two Lakhs Twenty Two Thousand Eight Hundred and Seventy) Equity Shares of face value of Re. 1/- (Rupee One Only) each.

RESOLVED FURTHER THAT upon the sub-division becoming effective, the existing share certificates in respect of the equity shares of Rs. 10/- each shall, where applicable, be deemed to have been automatically cancelled and be of no effect on and from the Record Date (to be fixed), and the Company may issue new share certificates in lieu of the old certificates and/or credit the sub-divided shares to the respective demat accounts of the shareholders.

RESOLVED FURTHER THAT where the equity shares held in dematerialized form, the sub-divided equity shares shall be credited proportionately into the respective beneficiary demat account(s) of the Members held with their Depository Participant(s), in lieu of the existing credits present in their respective beneficiary demat account(s).

RESOLVED FURTHER THAT Mrs. Rashi Tirth Mehta (DIN: 10697866), Mr. Tirth Uttam Mehta (DIN: 02176397), Director, Mr. Maheshbhai Vishandas Changrani (DIN: 00153615), Whole-time Director and Ms. Mitaliben Ritesh Patel, Company Secretary and Compliance officer of the Company be and are hereby authorized singly or jointly to take all the steps for

UNISON METALS LIMITED

giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Gujarat at Ahmedabad or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and which it may deem fit in the interest of the Company.”

5. TO APPROVE THE ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and other applicable provisions of the Companies Act, 2013, read with relevant Rules made thereunder (including any statutory modifications or re-enactments thereof, for the time being in force), and subject to receipt of such other approvals, consents and permissions as may be required from concerned statutory authorities and subject to such other conditions and modifications as may be prescribed or imposed while granting such approvals, approval of the Members of the Company be and is hereby accorded to alter the existing Clause V of the Memorandum of Association of the Company by substituting it with the following new Clause V:

“V. The Authorized Share Capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crores Only) consisting of 34,25,00,000 (Thirty Four Crores Twenty Five Lakh) Equity Shares of Re. 1/- (Rupee One Only) each and 7,50,000 (Seven Lakh Fifty Thousand) Redeemable Preference Shares of Rs. 10/- (Rupee Ten Only) each.”

RESOLVED FURTHER THAT Mrs. Rashi Tirth Mehta (DIN: 10697866), Mr. Tirth Uttam Mehta (DIN: 02176397), Director, Mr. Maheshbhai Vishandas Changrani (DIN: 00153615), Whole-time Director and Ms. Mitaliben Ritesh Patel, Company Secretary and Compliance officer of the Company be and are hereby authorized singly or jointly to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Gujarat at Ahmedabad or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and which it may deem fit in the interest of the Company.”

6. TO CONSIDER THE APPOINTMENT OF M/S G R SHAH & ASSOCIATES, PRACTICING COMPANY SECRETARY (FCS: 12870/COP No.: 14446) AS THE SECRETARIAL AUDITOR OF THE COMPANY:

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

UNISON METALS LIMITED

“**RESOLVED THAT** in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee, Nomination and Remuneration Committee and Board of Directors of the Company, M/s. G R Shah & Associates, Practicing Company Secretary (FCS No.: 12870 / COP No.: 14446), be and is hereby appointed as Secretarial Auditor of the Company for a consecutive period of five (5) years i.e. from FY 2025-26 upto FY 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report at an Annual Audit fee of Rs. 80,000/- exclusive of applicable taxes..

RESOLVED FURTHER THAT Mrs. Rashi Tirth Mehta (DIN: 10697866), Mr. Tirth Uttam Mehta (DIN: 02176397), Director, Mr. Maheshbhai Vishandas Changrani (DIN: 00153615), Whole-time Director and Ms. Mitaliben Ritesh Patel, Company Secretary and Compliance officer of the Company be and are hereby authorized singly or jointly to take all the steps for giving effect to the aforesaid resolution, including making of necessary applications and / or filing necessary forms with the Registrar of Companies, Gujarat or to any other statutory authority necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and do all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution and which it may deem fit in the interest of the Company.”

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Registered Office: Plot No 5015, Phase 4,
Ramol Char Rasta, GIDC, Vatva,
Ahmedabad 382445

Tel: (079)-25841512

Website: www.unisongroup.net

CIN: L52100GJ1990PLC013964

MITALIBEN RITESH PATEL

Company Secretary

Mem No.: A37334

UNISON METALS LIMITED

NOTES:

1. A member entitled to attend and vote at the 35th 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. Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy or any other person or shareholder.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') is annexed hereto. The Board of Directors have considered and decided to include the Item No. 3 to 6 given above as Special Business in the forthcoming AGM.
4. Details of the Directors seeking appointment/re-appointment at the 35th AGM are provided as annexure to the AGM notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11.00 a.m. and 05.00 p.m. up to the date of meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Saturday, 20th September, 2025 to Monday, 29th September, 2025 (both days inclusive).
7. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, 24th September, 2025.
8. Members are requested to contact Registrar and Transfer Agent (RTA) namely MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*), 506-508, Amarnath Business Centre-1, Nr. XT Xavier's College Road, Off C.G. Road, Ellisbridge, Ahmedabad 380006, India, Tel No.: 079-26465179, for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.

UNISON METALS LIMITED

9. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
10. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH-13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
11. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
12. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
13. Members/Proxies are requested to bring with the attendance slip duly filled in and hand it over at the entrance.
14. 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.
15. The route map showing directions to reach the venue of the AGM is annexed and forms part of the Notice.
16. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**
 - In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2024-25 is being sent through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
 - In terms of the MCA Circulars and SEBI Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2024-25 including therein the Audited Financial Statements for the Financial Year 2024-25 has been uploaded on the website of the Company at www.unisongroup.net and may also be accessed from the relevant section

UNISON METALS LIMITED

of the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*) at <https://instavote.linkintime.co.in>.

- Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register/ update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at www.unisongroup.net or Company's Registrar and Transfer Agent, MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*) at www.in.mpms.mufig.com. The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2025, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company.

17. VOTING THROUGH ELECTRONIC MEANS (EVSN: 250456):

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General meeting (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) read with MCA Circulars and SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by MUFG. The instructions for participation by Members are given in the subsequent notes.

18. The Company has appointed Mr. Gaurang R Shah (CPN. 14446), Practicing Company Secretary, to act as the scrutinizer for conducting the voting process in a fair and transparent manner.
19. 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, within 2 working 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.

UNISON METALS LIMITED

20. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.unisongroup.net and on the website of MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*) at <https://instavote.linkintime.co.in> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the BSE Limited, where the equity shares of the Company are listed.
21. This Notice is being sent to all the Members whose names appear as on 29th August, 2025, in the Register of Members or in the Register of beneficial owners as received from MUFG Intime India Private Limited (*Formerly Known as Link Intime India Private Limited*), the Registrar and Transfer Agent (“RTA”) of the Company.
22. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on 24th September, 2025, (“Cut-Off date”) only shall be entitled to avail the facility of remote e-voting and to attend Annual General Meeting dated 29/09/2025 at registered office. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as of the Cut-Off date.
23. 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.
24. 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.
25. As per Regulation 40(1) of SEBI Listing Regulations, as amended, transfer of securities of the Company shall not be processed unless the securities are held in the dematerialised form with a depository. Further, transmission or transposition of Securities of the Company held in physical or dematerialised form shall be effected only in dematerialised form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.
26. General instructions for voting through remote e-Voting:
 - The remote e-Voting period begins on 26th September, 2025 at 9:00 A.M. IST and ends on 28th September, 2025 at 5:00 P.M. IST. The remote e-Voting module shall be disabled by MUFG for voting thereafter.
 - A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
 - The process and manner of remote e-Voting are as under:

UNISON METALS LIMITED

Instructions of Remote E-Voting for Shareholders are as under:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

1. Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- Enter the last 4 digits of your bank account / generate ‘OTP’
- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the “Login” tab available under ‘Shareholder/Member’ section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

UNISON METALS LIMITED

- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields for registration.
- c) Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) Post successful authentication, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

UNISON METALS LIMITED

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through “e-voting” option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Login**” under ‘SHARE HOLDER’ tab.
- Enter details as under:
 - User ID: Enter User ID
 - Password: Enter existing Password
 - Enter Image Verification (CAPTCHA) Code
 - Click “Submit”.(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No</u> + <u>Folio no.</u> registered with the Company

Shareholders not registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on “**Sign Up**” under ‘SHARE HOLDER’ tab & register with details as under:
 - User ID: Enter User ID
 - PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No</u> + <u>Folio no.</u> registered with the Company

UNISON METALS LIMITED

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL form**, shall provide 'D' above
 - Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
5. Set the password of your choice.
(The password should contain minimum 8 characters, at least one special Character (!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

UNISON METALS LIMITED

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.
 - 4) ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.”.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name / Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

UNISON METALS LIMITED

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

UNISON METALS LIMITED

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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 MUFG Intime India Private Limited (*Formerly Known as 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.

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

MITALIBEN RITESH PATEL

Company Secretary

Mem No.: A37334

UNISON METALS LIMITED

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO. 3: TO RATIFY THE REMUNERATION PAYABLE TO THE COST AUDITOR APPOINTED BY THE BOARD OF DIRECTORS OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25 PURSUANT TO SECTION 148 AND ALL OTHER APPLICABLE PROVISIONS OF COMPANIES ACT, 2013:

The Board of Directors on the recommendation of the Audit Committee, has approved in its Board Meeting held on 30th May, 2025, the appointment of M/s K V Melwani & Associates, Cost Accountants, Ahmedabad at a remuneration of Rs. 60,000/- (Rupees Sixty Thousand Only) including GST to conduct the Cost Audit of the Company for the financial year 2025-26.

In accordance with the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding in the Company.

The Board recommends the said resolution to be passed as an Ordinary Resolution.

ITEM NO. 4 & 5: SUB-DIVISION OF EQUITY SHARES AND ALTERATION OF THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

The current authorized capital of the Company is Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) comprising of Rs. 34,25,00,000 (Rupees Thirty Four Crore Twenty Five Lakhs Only) divided into 3,42,50,000 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) divided into 7,50,000 Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each. The Board of Directors of the Company (the "Board") at their meeting held on 22nd August, 2025 considered it desirable to sub-divide each of the 3,42,50,000 (Three Crores Forty Two Lakh Fifty Thousand) fully paid-up equity shares of the Company having a face value of Rs. 10/- (Rupees Ten Only) each into 34,25,00,000 (Thirty Four Crores Twenty Five Lakh) equity shares having a face value of Re. 1/- (Rupee One Only) each, subject to approval of the members and such other authorities as may be necessary.

The proposed Sub-division of the Authorized Share Capital of the Company requires consequential amendment in Clause V of the Memorandum of Association of the Company and therefore approval of the shareholders of the Company is required through Ordinary Resolution.

None of the Directors or the Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the passing of the above Resolution.

UNISON METALS LIMITED

The Board of Directors recommends the proposed resolution to be passed as an Ordinary Resolution.

ITEM NO. 6: TO CONSIDER THE APPOINTMENT OF M/S G R SHAH & ASSOCIATES, PRACTICING COMPANY SECRETARY (FCS: 12870/COP No.: 14446) AS THE SECRETARIAL AUDITOR OF THE COMPANY:

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 (“Listing Regulations”) requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors.

The Board of Directors of the Company (“Board”), at its meeting held on 04th September, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee and Nomination and Remuneration Committee, recommended to the Members of the Company, appointment of Mr. G R Shah & Associates, Practicing Company Secretary (FCS No.: 12870 / COP No.: 14446), as Secretarial Auditor for a consecutive period of five (5) years i.e. from FY 2025-26 upto FY 2029-30, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report at an Annual Audit Fee of Rs. 80,000/- exclusive of applicable taxes, subject to approval of the Members at the Annual General Meeting.

Mr. Gaurang Shah is a Fellow Member of the Institute of Company Secretaries of India is engaged in rendering (i) Secretarial Audit; (ii) Advisory and Representation Services; and (iii) Transactional Services for various companies. Mr. Gaurang Shah, Practicing Company Secretary, has consented to his appointment as the Secretarial Auditor, if appointed and has confirmed that he has subjected himself to the peer review process of the Institute of Company Secretaries of India (“ICSI”) and holds a valid certificate of peer review issued by the ICSI.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor, is required to be approved by the Members of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the proposed resolution to be passed as a Special Resolution.

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Registered Office: Plot No 5015, Phase 4,
Ramol Char Rasta, GIDC, Vatva,
Ahmedabad 382445

MITALIBEN RITESH PATEL
Company Secretary
Mem No.: A37334

UNISON METALS LIMITED

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L52100GJ1990PLC013964

Name of the Company: UNISON METALS LTD

Registered office: Plot No 5015, Phase 4, Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

2. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

3. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 35th Annual General Meeting of members of the Company, to be held on Monday, September 29, 2025 at 11:00 A.M. at the Registered office situated at Plot No 5015, Phase 4, Ramol Char Rasta, GIDC, Vatva

UNISON METALS LIMITED

Ahmedabad 382445 and at any adjournment thereof in respect of such resolutions as are indicated below Resolution:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2025 comprising of the Balance Sheet as at March 31, 2025, Statement of Profit & Loss Account and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Tirth Uttam Mehta [DIN: 02176397] who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

3. To ratify the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial year 2025-26 pursuant to Section 148 and all other applicable provisions of Companies Act, 2013.
4. To approve Sub-division of shares.
5. To approve the alteration of the capital clause of the Memorandum of Association of the company.
6. To consider the appointment of M/S G R Shah & Associates, Practicing Company Secretary (FCS: 12870/COP No.: 14446) as the Secretarial Auditor of the Company.

Signed this ____ day of..... 2025

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

UNISON METALS LIMITED

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

I hereby record my presence at the 35th Annual General Meeting of the Company convened on Monday, September 29, 2025 at 11.00 A.M. at the registered office of the Company situated at Plot No 5015, Phase 4, Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445.

Registered Folio No	
No of Shares	

Name and Complete Address of the Equity Shareholder	
Signature	

Name of the Proxy Holder/Authorized Representative:	
Signature	

NOTE: Equity shareholders attending the meeting in Person or by Proxy or through Authorized Representative are requested to complete and bring the Attendance Slip with them and hand it over at the entrance of the Meeting Venue.

UNISON METALS LIMITED

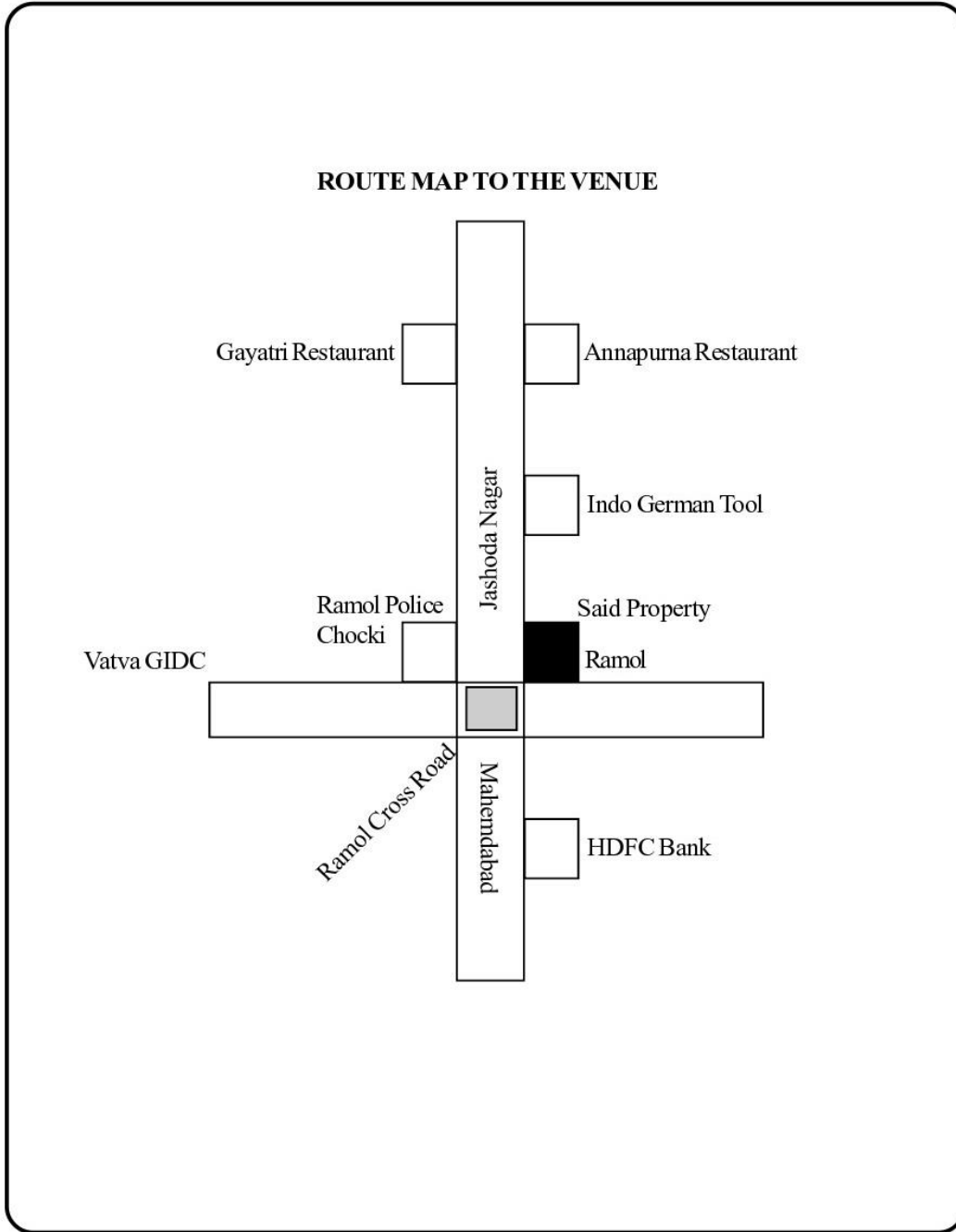
DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Additional Information of the Director seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015

Particulars	Mr. Tirth Uttam Mehta
DIN	02176397
Date of Birth	15/04/1990
Date of Appointment	31/07/2010
Qualifications	MBA
Expertise in specific functional areas	Finance
Directors in other listed entities	Nil
Membership of committees in other listed entity	Nil
Inter-se Relationship between Directors	Mr. Tirth Uttam Mehta is husband of Mrs. Rashi Tirth Mehta who is acting in capacity of Managing Director
Shareholding of Non-executive director	Nil
Seeking appointment or reappointment	Retire by rotation and seeking reappointment
Shareholding as on 31.03.2025	14,44,750 (9.02%) Equity Shares

UNISON METALS LIMITED

ROUTE MAP TO THE VENUE



UNISON METALS LIMITED

DIRECTORS' REPORT

Dear Members,

Your Director's are pleased to present the 35th Annual Report of the Company covering the operating and financial performance together with the Audited Financial Statements and the Auditors' Report thereon for the Financial Year ended on March 31, 2025.

FINANCIAL SUMMARY AND HIGHLIGHTS

The Company's financial performance for the year ended March 31, 2025 is summarised below:

Financial Results	(Rs. in Lakhs)			
	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	16,682.42	14,938.87	31,525.23	27,575.59
Other Income	85.55	65.64	102.23	90.93
Total Income	16,767.97	15,004.51	31,627.46	27,666.52
Profit/loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	634.30	814.62	1,627.62	1,674.88
Less: Depreciation/Amortization	185.45	182.83	374.61	378.88
Profit /loss before Finance Costs, Exceptional items and Tax Expense	448.85	631.79	1,253.01	1,296.00
Less: Finance Costs	258.71	493.84	643.39	794.27
Profit /loss before Exceptional items and Tax Expense	190.14	137.95	609.62	501.73
Add/(less): Exceptional items	0	0	0	0
Profit / (Loss) before Tax Expense	190.14	137.95	609.62	501.73
Less: Tax Expense				
(a) Current tax	4.82	50.23	104.30	169.28
(b) Prior period tax	0.39	1.08	0.39	2.45
(c) Deferred tax	49.21	(7.30)	62.68	(21.99)
Profit / (Loss) for the year	135.72	93.94	442.25	352.00
Share of profit/loss of associates	0	0	3.26	4.47

UNISON METALS LIMITED

Profit /loss for the year (1)	135.72	93.94	445.51	356.47
Add: Comprehensive Income/ loss for the year (2)	3.40	0.51	(4.98)	2.95
Total Comprehensive Income (1+2)	139.12	94.45	440.53	359.42

DIVIDEND

The Board of Directors of your company, after considering holistically the relevant circumstances and keeping in view the company's dividend distribution policy, has decided it would be prudent, not to recommend any Dividend for the year ended on 31st March, 2025 and the entire surplus be ploughed back to the business to meet the needs for additional finance for capital expenditure.

TRANSFER TO RESERVES

During the year under review, Company has transferred Rs. 139.12/- Lakhs to reserves.

STATE OF COMPANY AFFAIRS

During the year under review, company made Total Income of Rs. 16,767.97/-(in Lakhs) as against Rs. 15,004.51/- (in Lakhs) in the previous year. The company has made Profit before Depreciation, Finance, Costs, Exceptional items and Tax Expense of Rs. 634.30/- (in Lakhs) against profit of Rs. 814.62/- (in Lakhs) in the previous year in the financial statement.

Your Company made net profit of Rs. 135.72/- (in Lakhs) as against net profit of Rs. 93.94/- (in Lakhs) in the previous year in the financial statement.

CAPITAL STRUCTURE

Authorised Share Capital:

During the year under review, the Authorized Share Capital of your Company has been increased from Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) comprising of Rs. 24,25,00,000 (Rupees Twenty Four Crore Twenty Five Lakhs Only) divided into 2,42,50,000 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) divided into 7,50,000 Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) comprising of Rs. 34,25,00,000 (Rupees Thirty Four Crore Twenty Five Lakhs Only) divided into 3,42,50,000 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) divided into 7,50,000 Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each.

Paid Up Share Capital:

UNISON METALS LIMITED

During the year under review, the company has not allotted any shares. The issued capital as on March 31, 2025 stood at Rs. 16,02,10,000/- (Rupees Sixteen Crore Two Lakh Ten Thousand Only) divided into 1,60,21,000 (One Crore Sixty Lakh Twenty One Thousand) equity shares of the face value of Rs. 10/- (Rupees Ten Only) each.

However, after the closure of the financial year 2024-25 the Company's had issued and allotted 1,36,01,287 equity shares of Rs. 10/- aggregating to Rs. 13,60,12,870/- at a price of Rs. 25/- by way of Right Issue vide Board Resolution passed at their Board Meeting held on July 12, 2025.

CHANGE IN THE NATURE OF BUSINESS

There is no change in the nature of the business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this Directors' Report.

ALTERATION OF MEMORANDUM OF ASSOCIATION

During the year under review, the Company has made the alteration in the Memorandum of Association of the Company by way of increase in the Authorised Share Capital from Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) comprising of Rs. 24,25,00,000 (Rupees Twenty Four Crore Twenty Five Lakhs Only) divided into 2,42,50,000 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) divided into 7,50,000 Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) comprising of Rs. 34,25,00,000 (Rupees Thirty Four Crore Twenty Five Lakhs Only) divided into 3,42,50,000 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) divided into 7,50,000 Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each vide Ordinary Resolution passed at their Shareholder's Meeting held on September 21, 2024.

ALTERATION OF ARTICLES OF ASSOCIATION

During the year under review, there is no alteration made in Article of Association (AOA) of the Company.

LISTING FEES WITH STOCK EXCHANGE

The Company has paid requisite annual listing fees to BSE Limited (BSE) where its securities are listed.

UNISON METALS LIMITED

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the Section 124 applicable provisions of the Companies Act, 2013, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), all the unpaid or unclaimed dividends are required to be transferred to the IEPF established by the Central Government, upon completion of seven (7) years.

Further, according to the Investor Education & Protection Fund ("IEPF") Rules, the shares in respect of which dividend has not been paid or claimed by the Shareholders for seven (7) consecutive years or more shall also be transferred to the demat account created by the IEPF Authority.

During the year under review, the Company does not have any unpaid or unclaimed dividend or shares relating thereto which is required to be transferred to the IEPF as on the date of this Report.

DEPOSITS

During the year under review, the Company has neither invited nor accepted any deposits from the public under Section 76 and Chapter V of the Companies Act, 2013 and rules made thereunder.

SUBSIDIARY, JOINT VENTURE (JV) AND ASSOCIATES COMPANIES

The Company has one subsidiary named M/s. Chandanpani Limited (*Formerly known as Chandanpani Private Limited*) as on March 31, 2025. There are no associates or joint venture companies within the meaning of Section 2(6) of the Companies Act, 2013 (“Act”).

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company’s subsidiaries in Form AOC-1 is attached to the director report of the Company in **Annexure I**.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited financial statements in respect of subsidiaries, are available on the website of the Company i.e. www.unisongroup.net.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNELS

Appointment/ Re-Appointment:

During the year under review, the Company has on the recommendation of the NRC appointed Mrs. Rashi Tirth Mehta (DIN: 10697866) as an Additional Director (Executive) whose designation has been changed to Managing Director with effect from July 08, 2024.

UNISON METALS LIMITED

Further the appointment of Mrs. Rashi Tirth Mehta (DIN: 10697866) as a Managing Director for period of 5 years was approved by the Shareholders vide Special Resolution passed in the Annual General Meeting held on September 21, 2024.

Retire by Rotation:

Mr. Tirth Uttam Mehta (DIN: 02176397), Director is liable to retire by rotation at the ensuing Annual General Meeting, pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and being eligible have offered himself for re-appointment.

Appropriate business for his re-appointment is being placed for the approval of the shareholders of the Company at the ensuing AGM. The brief resume of the Director and other related information has been detailed in the Notice convening the ensuing AGM of the Company.

Cessation:

During the year under review, there is no cessation of director from the Board.

Independent Directors:

The following Directors are independent in terms of Section 149(6) of the Companies Act, 2013 and Regulation 17 of SEBI (Listing obligations and Disclosure Requirements) Regulations 2015:

- Mr. Narendra Thakkar
- Ms. Deepali Malpani
- Mr. Himanshu Rampal Chokhda

Key Managerial Personnel:

Name of Director	Designation
Tirth Uttam Mehta (Till July 08, 2024)	Managing Director
Rashi Tirth Mehta (From July 08, 2024)	Managing Director
Maheshbhai Vishandas Changrani	Whole time Director
Roshan Gulabchand Bothra	Chief Financial Officer
Mitaliben Ritesh Patel	Company Secretary & Compliance Officer

DECLARATIONS OF INDEPENDENT DIRECTORS

The Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013 from each of its Non-Executive and Independent Directors to the effect that they meet the criteria of

UNISON METALS LIMITED

independence as provided in Section 149(6) of the Companies Act, 2013, Regulation 16(1)(b) and Regulation 25 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. These declarations have been placed before and noted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors to the best of their knowledge and ability, confirm that:

- a) In the preparation of the annual accounts for the financial year ended on March 31, 2025, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) They have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year March 31, 2025 and of the **profit** of the Company for that period;
- c) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) They have prepared the annual accounts on a going concern basis;
- e) They have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

NUMBER OF MEETINGS OF THE BOARD AND ITS COMMITTEES

The details of the meetings of Board of directors and its Committees convened during the Financial Year 2024-25 are set out in the Corporate Governance Report, which forms part of this Report.

BOARD COMMITTEES

The Company has several Committees which have been established as part of the best Corporate Governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Company has following Committees of the Board of Directors:

- Audit Committee

UNISON METALS LIMITED

- Stakeholder's Grievances and Relationship Committee
- Nomination and Remuneration Committee

The details with respect to the compositions, powers, terms of reference and other information of relevant committees are given in details in the Corporate Governance Report which forms part of this Annual Report.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has formed Nomination and Remuneration Committee in terms of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations which has framed Nomination and Remuneration Policy for Directors, Key Managerial Personnel and other Employees which sets out criteria for the remuneration of Directors, Key Managerial Personal ('KMP') and other employees so as to attract, retain and reward talent who will contribute to our long-term success and thereby build value for the shareholders. The Committee reviews and recommend to the Board of Directors about remuneration for Directors, Key Managerial Personnel and other. The Company does not pay any remuneration to the Non-Executive Directors of the Company other than sitting fee for attending the Meetings of the Board of Directors and Committees of the Board. Remuneration to Executive Directors is governed under the relevant provisions of the Act and approvals.

The Company has devised the Nomination and Remuneration Policy for the appointment, re-appointment and remuneration of Directors, Key Managerial Personnel. The Nomination and Remuneration Policy is also available on the website of the Company www.unisongroup.net in the head of Policies.

CODE OF CONDUCT

For Board of Directors and Senior Management Group, the Board of Directors of the Company has laid down a code of conduct for all the Board Members and Senior Management Group of the Company. The main object of the Code is to set a benchmark for the Company's commitment to values and ethical business conduct and practices. Its purpose is to conduct the business of the Company in accordance with its value systems, fair and ethical practices, applicable laws, rules and regulations. Further, the Code provides for the highest standard of professional integrity while discharging the duties and to promote and demonstrate professionalism in the Company.

All the Board Members and Senior Management Group of the Company have affirmed compliance with the code of conduct for the financial year ended on March 31, 2025 as required by Regulation 26(3) of the Listing Regulations. A declaration signed by the Chairman & Managing Director to this effect is attached as a part of this Annual Report. The code of conduct is also available on the website of the Company www.unisongroup.net.

FOR PREVENTION OF INSIDER TRADING

UNISON METALS LIMITED

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 came into effect from May 15, 2015 to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. Pursuant to Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted

- Code of Practices for Prevention of Insider Trading and
- Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code of Fair Disclosure”) of the Company.

Further, pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated and adopted the Code of Conduct for Prevention of Insider Trading. The Code lays down guidelines and procedures to be followed and disclosures to be made while dealing with the shares of the Company and cautioning them on the consequence of non-compliances. The Company Secretary has been appointed as a Compliance Officer and is responsible for monitoring adherence to the Code.

VIGIL MECHANISM

The Company has established a Vigil Mechanism/ Whistle-blower policy in accordance with the provisions of the Companies Act, 2013 and the Listing Regulations. The Company is committed to principles of professional integrity and ethical behavior in the conduct of its affairs. The Whistle-blower Policy provides for adequate safeguards against victimization of director(s) / employee(s) who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee to report actual or suspected unethical behavior, fraud or violation of the Company’s Code of Conduct/ ethics/ principles and matters specified in the Policy.

The Company affirms that in compliance with the Whistle-Blower Policy/ Vigil Mechanism no personnel has been denied access to the Audit Committee. The Compliance officer and Audit Committee is mandated to receive the complaints under this policy. The Board on a yearly basis is presented an update on the whistleblower policy. Whistle Blower policy is available on the website of the Company at www.unisongroup.net. The Policy ensures complete protection to the whistle-blower and follows a zero tolerance approach to retaliation or unfair treatment against the whistle-blower and all others who report any concern under this Policy.

During the year under review, the Company did not receive any complaint of any fraud, misfeasance etc. The Company’s Whistle Blower Policy (Vigil Mechanism) has also been amended to make employees aware of the existence of policies and procedures for inquiry in case of leakage of Unpublished Price Sensitive Information to enable them to report on leakages, if any of such information.

BOARD EVALUATION

UNISON METALS LIMITED

Pursuant to applicable provisions of the Companies Act, 2013 and the Listing Regulations, the Board, in consultation with its Nomination and Remuneration Committee, has formulated a framework containing, inter alia, the criteria for performance evaluation of the entire Board of the Company, its Committees and individual directors, including Independent Directors. The Board evaluated the effectiveness of its functioning, that of the Committees and of individual Directors.

The Board sought the feedback of Directors on various parameters including:

- Degree of fulfillment of key responsibilities towards stakeholders (by way of monitoring corporate governance practices, participation in the long-term strategic planning, etc.);
- Structure, composition, and role clarity of the Board and Committees;
- Extent of co-ordination and cohesiveness between the Board and its Committees;
- Effectiveness of the deliberations and process management;
- Board/Committee culture and dynamics; and
- Quality of relationship between Board Members and the Management.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

The Nomination and Remuneration Committee reviewed the performance of the individual directors and the Board as a whole.

In the Board meeting that followed the meeting of the independent directors and the meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was discussed.

The evaluation process endorsed the Board Members' confidence in the ethical standards of the Company, the resilience of the Board and the Management in navigating the Company during challenging times, cohesiveness amongst the Board Members, constructive relationship between the Board and the Management, and the openness of the Management in sharing strategic information to enable Board Members to discharge their responsibilities and fiduciary duties.

The Board carried out an annual performance evaluation of its own performance and that of its committees and individual directors as per the formal mechanism for such evaluation adopted by the Board. The performance evaluation of all the Directors was carried out by the Nomination and Remuneration Committee.

The performance evaluation of the Chairman, the Non-Independent Directors and the Board as a whole was carried out by the Independent Directors. The exercise of performance evaluation was carried out through a structured evaluation process covering various aspects of the Board functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgment, governance issues etc.

UNISON METALS LIMITED

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Directors individually as well as evaluation of the working of the Board by way of individual feedback from directors.

The evaluation frameworks were the following key areas:

1. For Non-Executive & Independent Directors:

- Knowledge
- Professional Conduct
- Comply Secretarial Standard issued by ICSI Duties,
- Role and functions

2. For Executive Directors:

- Performance as leader
- Evaluating Business Opportunity and analysis of Risk Reward Scenarios
- Key set investment goal
- Professional conduct and integrity
- Sharing of information with Board.
- Adherence applicable government law

RISK MANAGEMENT POLICY

The Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/mitigating the same.

The Company has framed a formal Risk Management Policy for risk assessment and risk minimization which is periodically reviewed to ensure smooth operation and effective management control. The Audit Committee also reviews the adequacy of the risk management framework of the Company, the key risks associated with the business and measure and steps in place to minimize the same.

DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (“POSH Act”) and Rules made there under, the Company has formed Internal Complaints Committee for various work places to address complaints pertaining to sexual harassment in accordance with the POSH Act. The composition of Internal Complaints Committee is as follows:

Sr. No.	Name of the Member	Designation
1.	Ms. Mitaliben Ritesh Patel	Company Secretary
2.	Mrs. Rashi Tirth Mehta	Managing Director

UNISON METALS LIMITED

- | | | |
|----|------------------------------|----------|
| 3. | Mr. Tirth Uttam Mehta | Director |
| 4. | Mr. Roshan Gulabchand Bothra | CFO |

During the year under review, there were no complaints reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 details of which form the part of Corporate Governance Report. Further, the Company ensures that there is a healthy and safe atmosphere for every women employee at the workplace and made the necessary policies for safe and secure environment for women employee.

MATERNITY BENEFIT ACT 1961:

The Company has complied with all the provisions of the Maternity Benefit Act, 1961.

AUDITORS

STATUTORY AUDITORS:

In the 34th Annual General Meeting (AGM) held on September 21, 2024 M/s. Purushottam Khandelwal & Co, Chartered Accountants (ICAI Firm No. 123825W) were appointed as Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years until the conclusion of the Annual General Meeting of the Company in the year 2029. The Company has received letter from M/s. Purushottam Khandelwal & Co, Chartered Accountants, to the effect that their appointments, if made would be within the prescribed limits of Section 139 of the Companies Act, 2013 and that they are not disqualified for such appointment within the meaning of Section 141 of the Companies Act, 2013.

The Standalone and Consolidated Auditors' Report for the financial year ended on March 31, 2025 have been provided in "Financial Statements" forming part of this Annual Report.

The report of the Statutory Auditor have not made any adverse remarks in their Audit Report except qualified opinion on The Group's investment in the Chandanpani Enterprise (the "Associate"), an associate accounted for by the equity method, is carried at Rs. 202.15 Lacs on the consolidated balance sheet as at March 31, 2025, and the Company's share of the Associate's net profit of Rs. 4.64 Lacs is included in the Company's income for the year then ended. The Associate has an investment in a foreign entity which is carried at Rs. 202.16 Lacs in its accounts as at March 31, 2025. We were unable to obtain sufficient appropriate audit evidence about the fair value of Associate's investment in the foreign entity as at March 31, 2025 because of unavailability of its financial information. Consequently, we were unable to determine whether any fair value adjustments to the carrying amount of the foreign entity were necessary. The observations made in the Auditor's Report are self-explanatory and therefore do not call for any further comments.

INTERNAL AUDITORS:

UNISON METALS LIMITED

In terms of Section 138 of the Companies Act, 2013, M/s. Susheel Ajmera & Co. (FRN: 034123C) has been appointed on 30th May, 2024 as the internal auditor of the company for the Financial Year 2024-25. Internal Auditor is appointed by the Board of Directors of the Company on a yearly basis, based on the recommendation of the Audit Committee. The Internal Auditor reports their findings on the Internal Audit of the Company to the Audit Committee on a half yearly basis. The scope of internal audit is approved by the Audit Committee.

SECRETARIAL AUDITOR:

Pursuant to Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s. G R Shah & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company for the financial year ended on March 31, 2025. The Secretarial Audit Report in Form MR-3 for the financial year ended on March 31, 2025 is attached as **Annexure II** to the Directors' Report and forming part of this Annual Report.

The report of the Secretarial Auditor have not made any adverse remarks in their Audit Report except:

- a) The Company has filed Shareholding Pattern with the following Non-Compliance: Company Names (Shelja Finlease Pvt Ltd & Meghjyoti Impex Private Limited) wrongly shown in Individuals/Hindu undivided Family (Promoter), it should be show in respective Category.

Reply: We have filed the Revised Shareholding Pattern with the stock exchange.

- b) The Company has filed Financial Results with the following Non-Compliance: Financial result is not signed by the chairperson or managing director, or a whole time director or in the absence of all, other authorized director. Company is requested to confirm compliance of Regulation 33(2)(b). (If Financial Results is signed by authorized director, kindly Submit certified copy of the resolution passed by BOD in the meeting) for Quarter Ended - June 2024.

Reply: We have submitted the Board Resolution passed for authorizing Mr. Tirth Uttam Mehta, Director of the Company in the absence of the chairperson or managing director, or a whole time director.

- c) The Company has filed Financial Results with the following Non-Compliance: Consolidated Results - Limited Review Report is not as per SEBI prescribed Format (Refer SEBI circular CIR/CFD/CMD1/44/2019 dated March 29, 2019). Submit Limited Review Report as per the prescribed format. (Point not 4 not given) for Quarter Ended - December 2024.

Reply: We have submitted the Revised Limited Review Report including the Point 4 as per SEBI circular CIR/CFD/CMD1/44/2019 dated March 29, 2019 for Quarter Ended December 31, 2024 alongwith financial result.

UNISON METALS LIMITED

DETAILS OF FRAUD REPORTING BY AUDITOR

During the year under review, there were no frauds reported by the auditors to the Board under section 143(12) of the Companies Act, 2013.

SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with Secretarial standards and its provisions and is in compliance with the same.

ANNUAL RETURN

In accordance with Sections 134(3)(a) & 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, The annual return in Form No. MGT-7 for the financial year 2024-25 will be available on the website of the Company (www.unisongroup.net). The due date for filing annual return for the financial year 2024-25 is within a period of sixty days from the date of annual general meeting. Accordingly, the Company shall file the same with the Ministry of Corporate Affairs within prescribed time and a copy of the same shall be made available on the website of the Company (www.unisongroup.net) as is required in terms of Section 92(3) of the Companies Act, 2013.

CORPORATE GOVERNANCE REPORT

Pursuant to the Regulation 34(3) read with Schedule V Part C of the Listing Regulations, a “Report on Corporate Governance” is given separately, forming part of this Annual Report. Pursuant to Regulation 34(3) read with Schedule V, Part E of the Listing Regulations, the Certificate from M/s. G.R Shah, Practicing Company Secretary, Ahmedabad confirming compliance with the conditions of Corporate Governance is annexed to the Corporate Governance Report forming part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis Report as required under Regulation 34(2)(e) read with Schedule V Part B of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015") is annexed herewith as **Annexure III**.

CORPORATE SOCIAL RESPONSIBILITY

As the Company does not fall under the mandatory bracket of Corporate Social Responsibility as required under Section 135 of the Companies Act, 2013, hence Company has not taken any initiative on Corporate Social Responsibility.

UNISON METALS LIMITED

PARTICULARS OF LOANS, GUARANTEE OR INVESTMENT UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Particulars of loans given, investments made, guarantees given and securities provided along with the purpose for which the loan, guarantee or security is proposed to be utilized by the recipient are provided in the financial statement (Please refer to Note 3, 6 to the standalone financial statement).

LOANS FROM DIRECTOR/ RELATIVE OF DIRECTOR

The balances of monies accepted by the Company from Directors/ relatives of Directors at the beginning of the year were Rs. 6.36/- (in Lakhs) and at the close of year were Rs. 11.42/- (in Lakhs).

The Funds has been given out of Directors owned Funds and is not being given out of funds acquired by borrowing from others.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All Related Party Transactions that were entered during the financial year ended on 31st March, 2025 were on an arm's length basis and in the ordinary course of business and is in compliance with the applicable provisions of the Act. There were Related Party Transactions made by the Company during the year that required shareholders' approval.

The Company has entered into related party transactions which fall under the scope of Section 188(1) of the Act. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC 2 are given in **Annexure IV** of this Director Report for the F.Y 2024-25.

Details of other related party transactions have been included in Note 28 to the standalone financial statements and Note 28 to the consolidated financial statements. The Policy on the Related Party Transactions is available on the Company's website at www.unisongroup.net.

INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has laid down the set of standards, processes and structure which enables to implement internal financial control across the Organization and ensure that the same are adequate and operating effectively. To maintain the objectivity and independence of Internal Audit, the Internal Auditor reports to the Chairman of the Audit Committee of the Board.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with the operating systems, accounting procedures and policies of the Company. Based on the report of Internal Auditor, the Company undertake the corrective action in

UNISON METALS LIMITED

their respective areas and thereby strengthen the Control. Significant audit observation and corrective actions thereon are presented to the Audit Committee of the Board.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as follows:

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary in the financial year:

Name	Ratio to median remuneration	% increase in remuneration in the financial year
Executive Director		
Maheshbhai Vishandas Changrani	1.75	18.75
Rashi Tirth Mehta	3.94	78.33
Tirth Uttam Mehta	5.67	-
Chief Financial Officer		
Roshan Gulabchand Bothra	1.67	12.78
Company Secretary		
Mitaliben Ritesh Patel	0.65	11.05

- The percentage increase in the median remuneration of employees in the financial year: 44.62%
- The number of permanent employees on the rolls of Company: 31
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The average percentage increase in the salary of employees other than the managerial personnel in the last financial year is 10.52% as per market standards. Managerial remuneration increased by 30.23% due to change in the position of Mrs. Rashi Tirth Mehta as Managing Director and also their individual performance, internal parity and market competitiveness.
- Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms that the remuneration is as per the remuneration policy of the Company.

UNISON METALS LIMITED

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not applicable to the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO

As required by the provisions of Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 the relevant data pertaining to conservation of Energy, Technology Absorption, Foreign exchange earnings is attached with **Annexure V**.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS

During the year under review, there were no significant and/or material orders passed by any Court or Regulator or Tribunal, which may impact the going concern status or the Company's operations in future.

INDUSTRIAL RELATIONS

The Directors are pleased to report that the relations between the employees and the management continued to remain cordial during the year under review.

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the Business Responsibility Report is to be given only by top 1000 listed companies based on market capitalization, therefore the same is not applicable to the Company as on March 31, 2025.

MAINTENANCE OF COST RECORD

In terms of Section 148 of the Companies Act, 2013, the Company is required to maintain cost records. Cost records are made and maintained by the Company as required under Section 148(1) of the Act.

DEMATERIALIZATION

The Demat activation number allotted to the Company is ISIN INE099D01018. The company is holding its shares in dematerialized form i.e. 145,39,900 and physical form i.e. 14,81,100.

INSOLVENCY AND BANKRUPTCY CODE

UNISON METALS LIMITED

There is no application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year.

ACKNOWLEDGMENTS

The Board of Directors greatly appreciates the commitment and dedication of employees at all levels who have contributed to the growth and success of the Company. We also thank all our clients, vendors, investors, bankers and other business associates for their continued support and encouragement during the year.

We also thank the Government of India, Government of Gujarat, Ministry of Commerce and Industry, Ministry of Finance, Customs and Excise Departments, Income Tax Department and all other Government Agencies for their support during the year and look forward to their continued support in future.

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Maheshbhai Changrani
Wholetime Director
DIN: 00153615

Sd/-

Rashi Tirth Mehta
Managing Director
DIN: 10697866

Registered Office: Plot No 5015, Phase 4,
Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445

Tel: (079)-25841512

Website: www.unisongroup.net

CIN: L52100GJ1990PLC013964

UNISON METALS LIMITED

ANNEXURE'S TO DIRECTOR'S REPORT

ANNEXURE I

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sr. No.	Particulars	Details (in Lakhs)
1.	Name of the subsidiary	Chandanpani Limited <i>(Formerly Known as Chandanpani Limited)</i>
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	01/04/2024 to 31/03/2025
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	28.36
5.	Reserves & surplus	1,675.16
6.	Total assets	8,028.57
7.	Total Liabilities	6,325.05
8.	Investments	-
9.	Turnover	17,129.73
10.	Profit before taxation	424.69
11.	Provision for taxation	112.95
12.	Profit after taxation	311.74
13.	Proposed Dividend	-
14.	% of shareholding	99.99%

UNISON METALS LIMITED

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Sd/-

Rashi Tirth Mehta

DIN: 10697866

Managing Director

Maheshbhai Changrani

DIN: 00153615

Wholetime Director

Sd/-

Sd/-

CA Roshan Bothra

Mem. No.146769

Chief Financial Officer

CS Mitali Patel

Mem.No. A37334

Company Secretary

UNISON METALS LIMITED

ANNEXURE II

FORM NO. MR-3 SECRETARIAL AUDIT REPORT

(For the financial year ended on March 31, 2025)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
UNISON METALS LTD
Plot No 5015, Phase 4, Ramol Char Rasta,
GIDC, Vatva Ahmedabad 382445.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Unison Metals Ltd** [CIN: L52100GJ1990PLC013964] (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, the explanations and clarifications given to me and the representations made by the management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2025 and made available to me according to the provisions of:

- (i) The Companies Act, 2013 (“the Act”) and the rules made there under as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

UNISON METALS LIMITED

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **Not applicable to the company for the financial year ended March 31, 2025**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **Not applicable to the company for the financial year ended March 31, 2025**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the company for the financial year ended March 31, 2025**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable to the company for the financial year ended March 31, 2025**
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the company for the financial year ended March 31, 2025;** and
 - (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India;
- b) The Listing Agreements entered into by the Company with the Stock Exchange(s) and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

I have relied on the representations made by the Company and its officers for systems and mechanism formed by the Company for compliances system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the provisions of The Factories Act, 1948 and rules made thereunder, as is specifically applicable to the Company.

UNISON METALS LIMITED

During the period under review, the Company has generally complied with the all material aspects of applicable provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a) Company Names (Shelja Finlease Pvt Ltd & Meghgyoti Impex Private Limited) wrongly shown in Individuals/Hindu undivided Family (Promoter), it should be show in respective Category.
- b) Financial result is not signed by the chairperson or managing director, or a whole time director or in the absence of all, other authorized director. Company is requested to confirm compliance of Regulation 33(2)(b). (If Financial Results is signed by authorized director, kindly Submit certified copy of the resolution passed by BOD in the meeting) for Quarter Ended - June 2024.
- c) Consolidated Results - Limited Review Report is not as per SEBI prescribed Format (Refer SEBI circular CIR/CFD/CMD1/44/2019 dated March 29, 2019). Submit Limited Review Report as per the prescribed format. (Point not 4 not given) for Quarter Ended - December 2024.

I further report that:

- a) The Compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial auditor and other designated professionals.
- b) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- c) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- d) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, and regulations and guidelines.

I further report that during the audit period of the Company, there were following events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

UNISON METALS LIMITED

- During the year under review, the Company has made the alteration in the Memorandum of Association of the Company by way of increase in the Authorised Share Capital from Rs. 25,00,00,000/- (Rupees Twenty Five Crore Only) comprising of Rs. 24,25,00,000 (Rupees Twenty Four Crore Twenty Five Lakhs Only) divided into 2,42,50,000 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) divided into 7,50,000 Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each to Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) comprising of Rs. 34,25,00,000 (Rupees Thirty Four Crore Twenty Five Lakhs Only) divided into 3,42,50,000 equity shares of the face value of Rs. 10/- (Rupees Ten Only) each and Rs. 75,00,000/- (Rupees Seventy Five Lakhs Only) divided into 7,50,000 Redeemable Preference Shares of the face value of Rs. 10/- (Rupees Ten Only) each vide Ordinary Resolution passed at their Shareholder's Meeting held on September 21, 2024.
- During the year under review, the Company has on the recommendation of the NRC appointed Mrs. Rashi Tirth Mehta (DIN: 10697866) as an Additional Director (Executive) whose designation has been changed to Managing Director with effect from July 08, 2024. Further the appointment of Mrs. Rashi Tirth Mehta (DIN: 10697866) as a Managing Director for period of 5 years was approved by the Shareholders vide Special Resolution passed in the Annual General Meeting held on September 21, 2024.
- During the year under review, the designation of Mr. Tirth Uttam Mehta (DIN: 02176397) has been changed from Managing Director to Director with effect from July 08, 2024.
- During the year under review, the Board of Directors in its meeting held March 05, 2025 approved the Draft Letter of Offer for the proposed Rights Issue of up to ₹ 35,00,00,000/-.

**For, G R Shah & Associates
Company Secretaries**

Sd/-

PLACE: AHMEDABAD

DATE: 30-08-2025

[GAURANG SHAH]

PROPRIETOR

Mem NO.: F12870

COP. NO.: 14446

UDIN NO: F012870G001120339

Peer Review No.: 6653/2025

Note: This report is to be read with our letter of even date which is annexed as 'ANNEXURE B' and forms an integral part of this report.

UNISON METALS LIMITED

Annexure A - List of Documents Verified

1. Memorandum and Articles of Association of the Company.
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Independent Directors Meeting along with attendance register held during the period under report.
3. Minutes of General Body meetings held during the period under report.
4. Statutory registers records under the Companies Act, 2013 and Rules made there under namely:
 - Register of the Directors and the Key Managerial Personnel
 - Register of the Directors' shareholding
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Members.
5. Declarations received from the Directors of the Company in Form MBP-1 pursuant to the provisions of Section 184 of the Companies Act, 2013.
6. E-Forms filed by the Company, from time-to-time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the period under report.
7. Communications/ Letters issued to and acknowledgements received from the Independent Directors for their appointment.
8. Various policies framed by the Company from time to time as required under the Companies Act, 2013.

UNISON METALS LIMITED

Annexure B

To,
The Members,
UNISON METALS LTD
Plot No 5015, Phase 4, Ramol Char Rasta,
GIDC, Vatva Ahmedabad 382445.

My Secretarial audit report for the financial year 31st March, 2025 is to be read along with this letter.

Management's Responsibility

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

Auditor's Responsibility

2. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. Our examination was limited to the verification of the procedures on test basis. My Responsibility is to express an opinion on these secretarial records, standards and procedures followed by the company with respect to secretarial compliances.
3. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that Audit evidence and information obtained from the company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. I have not verified the correctness and appropriateness of financial records and books of account of the company.

For, G R Shah & Associates
Company Secretaries

UNISON METALS LIMITED

PLACE: AHMEDABAD

DATE: 30-08-2025

Sd/-

[GAURANG SHAH]

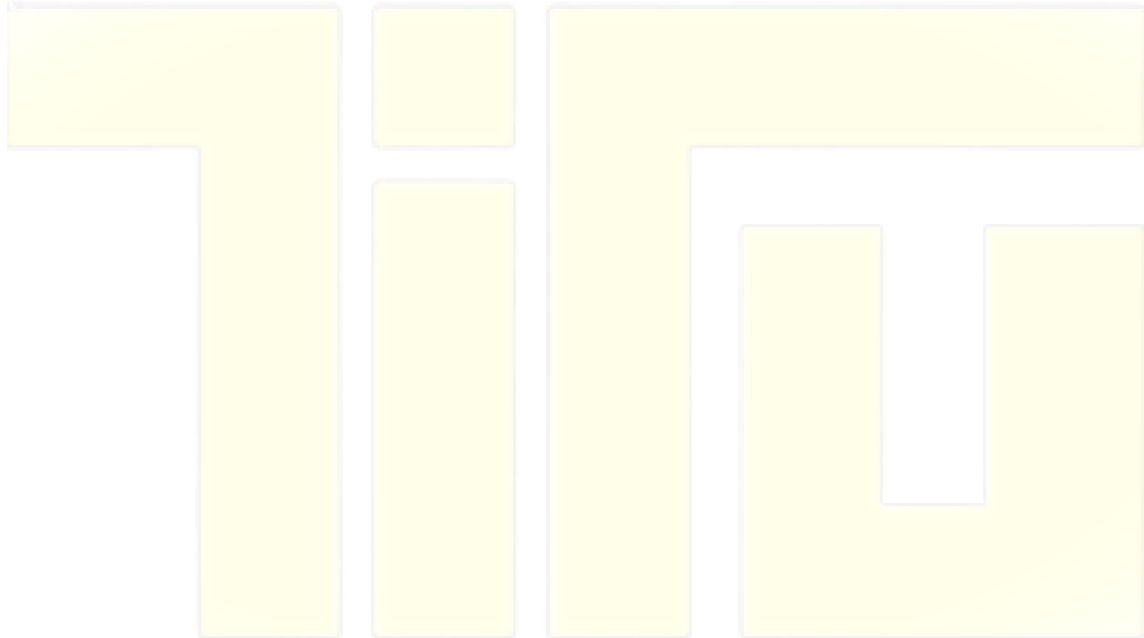
PROPRIETOR

Mem NO.: F12870

COP. NO.: 14446

UDIN NO: F012870G001120339

Peer Review No.: 6653/2025



UNISON METALS LIMITED

ANNEXURE III

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors have pleasure in presenting the management discussion and analysis report for the year ended on March 31, 2025.

1. GLOBAL ECONOMIC OVERVIEW:

The global economy in 2024 displayed cautious optimism, continuing to navigate the aftermath of monetary tightening cycles, persistent geopolitical tensions, and a fragile recovery in global trade. The International Monetary Fund (IMF) estimates global growth to have slowed slightly to 2.9% in 2024, from 3.0% in 2023, reflecting moderated activity in both advanced and emerging markets. This is below the pre-pandemic historical average of 3.8%.

Advanced economies are witnessing a period of soft landing, with growth expected at 1.4% in 2024, following sustained tight monetary policies and waning fiscal support. Meanwhile, emerging market and developing economies have demonstrated relatively greater resilience, with growth holding steady around 4.0%, bolstered by domestic demand and improving supply chains.

Global inflation has continued its downward trajectory, estimated to average 5.8% in 2024, aided by easing commodity prices and policy interventions. However, core inflation remains above target in many countries, prompting central banks to maintain a cautious stance. Inflation in most advanced economies is not expected to return to target before mid-to-late 2025.

GDP GROWTH

FRAGILE RECOVERY AMID TIGHT CONDITIONS

The global growth narrative remains subdued. The expected global GDP growth of 2.9% in 2024 highlights the fragility of recovery, especially amidst ongoing geopolitical disruptions and a volatile energy market. Growth continues to be geographically skewed, with Asia-Pacific—particularly India and Southeast Asia—accounting for a disproportionate share of global economic expansion.

2. INDIAN ECONOMY:

India has maintained its position as one of the fastest-growing major economies in the world. Supported by a robust domestic market, digital transformation, and an ongoing infrastructure push, the Indian economy exhibited sustained momentum throughout 2024–25 despite global headwinds.

Urban demand remained strong, while rural demand showed consistent recovery, aided by improved agricultural output and increased rural spending. Private investment is gradually picking up, while

UNISON METALS LIMITED

exports have faced challenges due to muted global demand. Monetary policy remained cautious amid sticky core inflation, though headline inflation moderated in the latter half of the fiscal.

GDP GROWTH

According to provisional estimates, India's real GDP grew by 7.0% in FY 2024–25, supported by healthy private consumption, government capex, and improved manufacturing and services output. The IMF and World Bank have revised India's medium-term growth potential to 6.5–7.0%, placing it well above the global average.

India's consistent outperformance reinforces its stature as a key global growth engine. Structural reforms, digital penetration, and proactive policy interventions have laid the groundwork for long-term sustainable growth.

INVESTMENT LANDSCAPE & OUTLOOK

Investment revival continues to be a central theme of India's economic strategy. While global uncertainties initially dampened private sector enthusiasm, the situation improved in the latter half of FY 2024–25, with improved credit growth, robust GST collections, and rising manufacturing PMI.

Key indicators—such as e-way bill generation, auto sales, power consumption, and bank credit—remained strong throughout the year, reinforcing the positive sentiment in the economy.

THE ROAD AHEAD: ECONOMIC PROJECTIONS

India is poised for a stable growth path in the near term. Barring unforeseen global shocks, the economy is expected to grow between 6.5%–7.0% in FY 2025–26, driven by:

- Recovery in rural demand
- Continued government-led infrastructure spending
- Increased private sector capex
- Stable financial system with improving asset quality
- Ongoing digital and structural reforms

However, global uncertainties—including commodity price fluctuations, geopolitical risks, and climatic challenges—remain key downside risks. A calibrated monetary policy, fiscal prudence, and supply-side interventions will be essential to maintaining macroeconomic stability.

3. INDUSTRY OVERVIEW:

The Indian steel industry, which plays a pivotal role in national economic development, continues to thrive amid growing domestic demand, policy support, and global diversification trends.

UNISON METALS LIMITED

India retained its position as the second-largest steel producer globally, with steady year-on-year production growth. The steel sector's direct contribution to GDP remains at approximately 2%, with a much higher indirect impact, especially in infrastructure, construction, automotive, and capital goods sectors.

India's push for self-reliance through initiatives like PM Gati Shakti, PLI schemes, and the National Infrastructure Pipeline (NIP) is driving increased steel consumption. In addition, supply chain diversification away from China has prompted global manufacturers to set up or expand operations in India, bolstering demand for steel and allied products.

The domestic steel demand is projected to grow by 7–8% in FY 2025–26, supported by infrastructure, real estate, and manufacturing sector growth.

LOOKING AHEAD

The Indian manufacturing sector is on track to become a USD 1 trillion industry by 2025, and steel will play a key role in this transition. With consistent policy support, increased FDI inflows, and expanding production capacities, the Indian steel industry is well-positioned for sustained growth in the medium term.

4. OPPORTUNITIES & THREATS:

Opportunities

We believe that our growth in other states in the country can fetch us new business expansion and opportunities. Presently, our presence is in the states of India except Orissa, Chhattisgarh, Bihar, Jharkhand and J&K. Going forward we intend to establish our presence in more locations in the country. Our emphasis is on scaling up of our operations in other markets which will provide us with attractive opportunities to grow our client base and revenue.

Threats

- Rise in cost of material and cost of transportation may affect the margin
- Changes in Government Policies
- Intense competition may reduce profitability
- Act of God
- Client Dissatisfaction
- Customer's inability to pay

5. SEGMENT-WISE PERFORMANCE:

UNISON METALS LIMITED

The Company's main business activity is trading and Manufacturing of Steel Patta, Ceramics Products and Sodium Silicate.

6. OUTLOOK:

The Company continues to explore the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

7. RISK & CONCERNS:

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Key business risks and mitigation strategy are highlighted below:

Business Risk

To mitigate the risk of high dependence on any one business for revenues, the Company has adopted a strategy of launching new products/services, globalizing its operations and diversifying into different business segments. The strategy has yielded good results and the Company therefore has a diversified stream of revenues. To address the risk of dependence on a few large clients, the Company has also actively sought to diversify its client base.

Legal & Statutory Risk

The Company has no material litigation in relation to contractual obligations pending against it in any court in India or abroad. The Company Secretary, compliance and legal functions advise the Company on issues relating to compliance with law and to pre-empt violations of the same. The Company Secretary submits a quarterly report to the Board on the Company's initiatives to comply with the laws of various jurisdictions. The Company also seeks independent legal advice wherever necessary.

Human Resource Attrition Risk

Unison Metals Limited key assets are its employees. In a highly competitive market, it is a challenge to address the attrition. Unison Metals Limited continues to accord top priority to manage employee attrition by talent retention efforts and offering a competitive salary and growth path for talented individuals.

Macroeconomic Risks

Company's business may be affected by changes in Government policy, taxation, intensifying competition and uncertainty around economic developments in Indian and overseas market in which the Company operates.

Mitigation Strategy

UNISON METALS LIMITED

The Company has well defined conservative internal norms for its Business. The Company ensures a favourable debt/equity ratio, moderate liquidity, strong clientele with timely payment track record, appropriate due diligence before bidding and focus on expanding presence in newer markets to minimize the impact in adverse conditions. The Company has geographically and operationally diversified into multiple countries and business segments thereby reducing its dependency on one country or market.

Operational Risks

The Company's operations and financial condition could be adversely affected if it is unable to successfully implement its growth strategies. Competition from others, or changes in the products or processes of the Company's customers, should reduce market prices and demanding for the Company's products, thereby reducing its cash flow and profitability. Product liabilities claims may adversely affect the Company's operations and finance.

Others

The Company is exposed to risks & fluctuations of foreign exchange rates, raw-material prices and overseas investments exposures.

8. INTERNAL CONTROL SYSTEMS & THEIR ADEQUEACY:

One of the key requirements of the Companies Act, 2013 is that companies should have adequate Internal Financial Controls (IFC) and that such controls should operate effectively. Internal Financial Controls means the policies and procedures adopted by the Company for ensuring orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information. Your Company process of assessment ensures that not only does adequate controls exist, but it can also be evidenced by unambiguous documentation. The process involves scoping and planning to identify and map significant accounts and processes based on materiality. Thereafter, risk is identified and their associated controls are mapped, else remediation is implemented. These controls are tested to assess operating effectiveness. The auditor performs independent testing of controls. The Auditors' Report is required to comment on whether the Company has adequate IFC system in place and such controls are operating effectively. Your Company's Internal Control System is robust and well established. It includes documented rules and guidelines for conducting business. The environment and controls are periodically monitored through procedures/ processes set by the management, covering critical and important areas. These controls are periodically reviewed and updated to reflect the changes in the business and environment.

The Audit Committee periodically reviews the internal controls systems and reports their observations to the Board of Directors.

UNISON METALS LIMITED

The Directors have appointed M/s. Susheel Ajmera & Co., Chartered Accountants as the Internal Auditors of the Company for the FY 2024-25 on 30/05/2024.

9. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

During the year, the Company has generated turnover of Rs. 16,682.42/- Lakhs as compared to Rs. 14,938.87/- Lakhs in the previous year. The net profit before exceptional items and taxes is Rs. 190.14/- Lakhs as compared to Rs. 137.95/- Lakhs in the previous year. The Company has made net profit after taxes of Rs. 135.72/- Lakhs as compared to Rs. 93.94/- Lakhs of the previous year for the year ended 31st March, 2024.

10. MATERIAL DEVELOPMENTS IN HR / INDUSTRIAL RELATION / NUMBER OF PERSON EMPLOYED:

Our Company believes that the human capital is key to bring in progress. The Company believes in maintaining cordial relation with its employees, which is one of the key pillars of the Company's business. The Company's HR policies and practices are built on core values of Integrity, Passion,

Speed, and Commitment. The Company's focus is on recruitment of good talent and retention of the talent pool. The Company is hopeful and confident of achieving the same to be able to deliver results and value for our shareholders. As on 31st March, 2025, the total employees on the Company's rolls stood at 74.

The Company continues to run an in-house training programmer held at regular intervals and aimed at updating their knowledge about issues.

11. ACCOUNTING POLICIES:

The accounting policies have been consistently applied by the Company and are consistent with those used in the previous year. The financial statements have been prepared under the historical cost convention on an accrual basis. The management accepts responsibility for the integrity and objectivity of the financial statements, as well as for the various estimates and judgment used therein.

12. DISCLOSURE OF ACCOUNTING TREATMENT IN PREPARATION OF FINANCIAL STATEMENT:

The Company has followed all relevant Accounting Standards laid down by the Institute of Chartered Accountants of India (ICAI) while preparing Financial Statements.

13. DETAILS OF SIGNIFICANT CHANGES (I.E. CHANGE OF 25% OR MORE AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR) IN KEY FINANCIAL RATIOS:

UNISON METALS LIMITED

The Company has identified the following ratios as key financial ratios:

Sr. No.	Particulars	2024-25	2023-24	Changes	Reason
1.	Return on Equity (%)	6.60	4.84	36.24%	During the financial year under consideration there was high volatility in raw material prices in the industry which was not converted in equal margins in the revenue because of uneven demands. Due to the same the net profit margins and returns have decreased which has affected the company's profitability.
2.	Inventory Turnover Ratio	5	8	-32.06%	Has been Improved due to fast Conversion of sales order to dispatch.
3.	Net profit ratio (%)	0.81	0.63	29.35%	Company's working capital management is more efficient and aim to increase the number of "turns".
4.	Return on Capital Employed (%)	8.69	12.27	-29.14%	There is decrease in Finance cost and for the reason EBTA has been decreased. However there vis increased in Net profit for the year.

14. DETAILS OF ANY CHANGE IN RETURN ON NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH A DETAILED EXPLANATION THEREOF:

Sr. No.	Particulars	2024-25	2023-24	Changes	Reason
---------	-------------	---------	---------	---------	--------

UNISON METALS LIMITED

1.	Return on Net Worth (%)	6.60	4.84	36.24%	During the financial year under consideration product wise margin has been improved.
----	-------------------------	------	------	--------	--

15. CAUTIONERY STATEMENT:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied.

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Maheshbhai Changrani
Wholetime Director
DIN: 00153615

Sd/-

Rashi Tirth Mehta
Managing Director
DIN: 10697866

Registered Office: Plot No 5015, Phase 4,
Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445

Tel: (079)-25841512

Website: www.unisongroup.net

CIN: L52100GJ1990PLC013964

UNISON METALS LIMITED

ANNEXURE IV

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis:

Unison Metals Ltd (the Company) has not entered into any contract/ arrangement/ transaction with its related parties, which is not in ordinary course of business or at arm's length during the financial year 2024-25. The Company has laid down policies and processes/ procedures so as to ensure compliance to the subject section in the Companies Act, 2013 (Act) and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- Name(s) of the related party and nature of relationship: Not Applicable
- Nature of contracts/ arrangements/ transactions: Not Applicable
- Duration of the contracts/arrangements/transactions: Not Applicable
- Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- Justification for entering into such contracts or arrangements or transactions: Not Applicable
- Date(s) of approval by the Board: Not Applicable
- Amount paid as advances, if any: Not Applicable
- Date on which the special resolution was passed in general meeting as required under first proviso to Section 188: Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:

(Rs. in Lakhs)

Name(s) of the related party	Nature of relationship	Nature of contract s/ arrangements/ transactions	Duration of the contracts / arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any:	Date of approval by the Board	Amount paid as advances, if any
Mangalam Alloys Limited	Enterprise significantly influenced by	Job work	01 st April, 2024 to 31 st March, 2025	37.62	30.05.2024	

UNISON METALS LIMITED

	Directors or their Relatives					
Chandanpani Private Limited	Subsidiary Company	Purchase	01 st April, 2024 to 31 st March, 2025	212.67	30.05.2024	
Chandanpani Private Limited	Subsidiary Company	Sale	01 st April, 2024 to 31 st March, 2025	1166.34	30.05.2024	
Chandanpani Private Limited	Subsidiary Company	Job Work	01 st April, 2024 to 31 st March, 2025	1374.01	30.05.2024	
Unison Forgings Private Limited	Enterprise significantly influenced by Directors or their Relatives	Purchase	01 st April, 2024 to 31 st March, 2025	1057.19	30.05.2024	
Unison Forgings Private Limited	Enterprise significantly influenced by Directors or their Relatives	Sale	01 st April, 2024 to 31 st March, 2025	3042.89	30.05.2024	

Note: All related party transactions are benchmarked for arm's length, approved by Audit Committee and reviewed by Statutory Auditors. The above disclosures on material transactions are based on threshold of 10 percent of consolidated turnover and considering wholly owned subsidiaries are exempt for the purpose of Section 188(1) of the Act.

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Maheshbhai Changrani
Wholtime Director
DIN: 00153615

Sd/-

Rashi Tirth Mehta
Managing Director
DIN: 10697866

Registered Office: Plot No 5015, Phase 4,
 Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445
Tel: (079)-25841512
Website: www.unisongroup.net
CIN: L52100GJ1990PLC013964

UNISON METALS LIMITED

ANNEXURE V

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS / OUTGO

Additional particulars required under the Companies (Disclosure of Particulars in reports of Directors) Rules, 1988 forming part of the Directors report for the year ended 31st March 2025.

A. CONSERVATION OF ENERGY:

Energy conservation measures taken:

The Company has adopted the system of shutting down the electrical machinery and appliances when not in use to avoid unnecessary waste of energy and has put latest design of electrical equipment. New investments in machines are being considered with an idea to have reduction of consumption of energy. The impact of these measures on the cost of production of goods are not precisely ascertainable. The total energy consumption as per Form A to the extent applicable is given here under.

ANNEXURE A - POWER & FUEL CONSUMPTION:

1. ELECTRICITY:

Unit KWH	: 645820
Total Amount (Rs. in Lakhs)	: 68.65
Cost/Unit (Rs.)	: 10.63

2. GAS:

Quantity (SCM)	: 2977926
Total Amount (Rs. in Lakhs)	: 1339.43
Rate/Unit (Rs./SCM)	: 44.98

3. OIL:

Quantity (KG)	: NIL
Total Amount (Rs. in Lakhs)	: NIL
Rate/Unit (Rs./KG)	: NIL

B. TECHNOLOGY ABSORPTION, ADOPTION AND INNOVATION:

To enhance efficiency, accuracy and overall productivity, our batch making plant has recently undergone significant updation and automation.

This modernization includes integration and synchronizing our machinery for controlling its decisions through Programmable logical control (PLC).

UNISON METALS LIMITED

After doing this our manufacturing has hit a new benchmark in terms of automation, with cutting-edge technology playing a significant role. It speeds up our production processes while maintaining a high level of precision and consistency

It has lower production costs by reducing expenses associated with labour and waste. Key processes such as raw material feeding, mixing, batching and discharge are now controlled electronically. Real time monitoring and data logging have improved transparency and traceability.

We have also Automized Complete combustion systems required for our melting Processes by ensuring consistent and reliable burner operations controlled by PLC automation to minimize the risk of misfiring and improved thermal efficiency.

As a result burner performances are now more stable, energy consumption is optimized and operational safety has significantly improved supporting both environment compliances and production reliability.

C. FOREIGN EXCHANGE EARNING AND OUTGO:

The details of Foreign Exchange Earnings and out-go are as under:

(Rs. in Lakhs)

FOREIGN EXCHANGE EARNINGS AND OUTGO		2025	2024
a.	Foreign exchange earnings	2.96	11.74
b.	CIF Value of imports	0	0
c.	Expenditure in foreign currency	0	0

UNISON METALS LIMITED

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Part C of Schedule V to the SEBI Listing Regulations]

1. BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is the application of best management practices, compliance of laws, rules, regulations and adherence to ethical principles in all its dealings, to achieve the objects of the Company, enhance stakeholder value for the benefit of the Company and its stakeholders. It is essentially a system by which Companies are directed and controlled by the management in the best interest of all stakeholders.

Unison Metals Limited firmly believes that effective Corporate Governance practices constitute a strong foundation on which successful commercial enterprises are built to last. The Company has a strong legacy of fair, transparent and ethical governance practices. The key principles on which this edifice is built includes well developed internal controls, systems and processes, transparency in business operations, performance and financial position, clearly defined management performance & accountability and full adherence to compliances and disclosures. This has been further strengthened by the adoption of the Code of Conduct for its employees, including the Managing Director and adoption of a Code of Conduct for its Non-Executive Directors.

The Company has made disclosures under this part as per the Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, (hereinafter referred as "Listing Regulations") which came into effect from December 1, 2015.

2. BOARD OF DIRECTORS

The primary role of Board is to protect and enhance stakeholders' value through strategic supervision. The Board also sets goals, policies, provides direction and exercises appropriate control to ensure that the company achieves its set goals. All the statutory and other significant material information are placed before the Board to enable it to discharge its responsibility in an effective & efficient manner.

The Board of the Company constantly endeavors to set new goals and targets that complement the vision & mission of the Company so that the interests of stakeholders are protected.

The Board of your Company has an optimum combination of Executive, Independent Non-executive and Woman Directors with conformity of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (herein after known as "Listing Regulations") as well as the Companies Act, 2013 read with rules framed thereunder, to maintain the independence of board and separate its functions of management and governance in transparent manner.

UNISON METALS LIMITED

The Board of Directors of Unison as on March 31, 2025, comprised of 06 Directors, out of which 1 was Executive Director (“ED”) (MD), 2 was Executive Directors (“EDs”) (Chairman), and 3 were Non-Executive Independent Directors (“IDs”).

A. Board Composition:

Name of the Directors	Category	Designation
Mrs. Rashi Tirth Mehta	Executive Director	Managing Director
Mr. Tirth Uttam Mehta	Executive Director	Director
Mr. Maheshbhai Vishandas Changrani	Executive Director	Whole-time Director
Ms. Deepali Malpani	Non-Executive and Women Independent Director	Independent Director
Mr. Himanshu Rampal Chokhda	Non-Executive and Independent Director	Independent Director
Mr. Narendra Thakkar	Non-Executive and Independent Director	Independent Director

B. Details of attendance of each Director at Board Meetings and at the last year’s Annual General Meeting is as follows:

Sr. No.	Name of Directors	Board Meeting held during respective tenure of Director	No. of Meetings attended	Attendance at the 34 th AGM
1.	Mr. Tirth Uttam Mehta	17	17	Yes
2.	Mrs. Rashi Tirth Mehta	12	12	Yes
3.	Mr. Maheshbhai Vishandas Changrani	17	17	Yes
4.	Mr. Narendra Thakkar	17	17	Yes
5.	Ms. Deepali Malpani	17	04	Yes
6.	Mr. Himanshu Rampal Chokhda	17	17	Yes

C. The number of other boards or committee in which director is a chairman or member including names of the listed companies where the directors are holding directorship with category of directorship as on 31st March, 2025 is as follow:

Name of the Directors	Category of Directorship	Number of other Directorships and Committee Memberships/ Chairmanships		
		Other	Other	Other
			Other Committee	Other Committee

UNISON METALS LIMITED

	In other Listed Compan ies	Directorshi ps	Chairmanshi ps	Membership s	Chairmanship s
Mr. Tirth Uttam Mehta	-	2	-	2	-
Mrs. Rashi Tirth Mehta	-	-	-	-	-
Mr. Maheshbhai Vishandas Changrani	-	2	-	2	1
Ms. Deepali Malpani	-	1	-	1	-
Mr. Himanshu Rampal Chokhda	-	-	-	1	1
Mr. Narendra Thakkar	-	-	-	-	-

Notes:

1. The number of other Directorships and Committee Memberships/Chairmanships excludes Directorships and Committee Memberships/Chairmanships held in the Company, private limited companies, foreign companies, companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Act. Further, it includes only the Memberships/Chairmanships of Audit Committee and Stakeholders Relationship Committee.
2. All the Directors meet the criterion laid down in the Act and the Listing Regulations, vis-à-vis, independence, number of directorship in other companies, Memberships/Chairmanships of committees across all public companies in which he is a Director. Necessary disclosures in this respect as on March 31, 2025 have been made by the Directors.

D. Number of Board Meetings held and the dates on which they are held:

The Company held 17 Board Meetings during the year 2024-25 and the gap between two meetings was in compliance with the provisions contained in the Act, the Listing Regulations and the Secretarial Standard which are notified. The dates on which the Board Meetings held were:

Sr. No.	Date of Board Meeting
1.	30 th May, 2024

UNISON METALS LIMITED

2. 07th June, 2024
3. 25th June, 2024
4. 27th June, 2024
5. 08th July, 2024
6. 06th August, 2024
7. 14th August, 2024
8. 27th August, 2024
9. 18th September, 2024
10. 01st October, 2024
11. 13th November, 2024
12. 10th December, 2024
13. 20th December, 2024
14. 31st December, 2024
15. 24th January, 2025
16. 14th February, 2025
17. 05th March, 2025

E. Number of shares and convertible instruments held by non-executive Directors:

None of the Non-Executive Directors of the Company is holding shares or convertible instruments in the Company.

F. Skills/ Expertise/ Competence of the Board:

Unison's Board is a skill-based board comprising of Directors who collectively have the skills, knowledge and experience to effectively govern and direct the organization.

The Board of Directors have identified the below mentioned core skills / expertise / competencies in the context of the business and the sector in which the Company is operating, for the Company to function effectively:

- Knowledge and/or expertise in one or more of areas like manufacturing, accounts, finance, taxation, marketing, business and management.
- This criteria is designed to ensure the Board consists of individuals with a balance of skills to oversee the organization, achieve the strategic goals and direct the organization's future.

The above core skills / expertise / competencies identified by the Company are also actually available with the Board as under:

Name of the Directors	Understanding of business industry	Critical of and innovati	Strategy and Strategic planning	Financial understanding	Market understanding	Risk and compliance oversight
-----------------------	------------------------------------	--------------------------	---------------------------------	-------------------------	----------------------	-------------------------------

UNISON METALS LIMITED

		ve thoughts					
Mr. Tirth Uttam Mehta	√	√	√	√	√	√	√
Mrs. Rashi Tirth Mehta	√	√	√	√	√	√	√
Mr. Maheshbhai Vishandas Changrani	√	√	√	√	√	√	√
Ms. Deepali Malpani	√	√	√	√	√	√	√
Mr. Himanshu Rampal Chokhda	√	√	√	√	√	√	√
Mr. Narendra Thakkar	√	√	√	√	√	√	√

G. Independent Directors:

Three directors out of Six directors of the Company are Independent Directors (non-executive directors) as defined under regulation 16(1)(b) of the Listing Regulations read with Section 149(6) of the Companies Act, 2013 along with the rules framed thereunder. Further, in terms of Regulation 25(8), they have confirmed that they are not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. All Independent Directors make disclosure of their Independence to the Company. None of the Independent Directors has any material pecuniary relationship or transactions with the Company or its subsidiaries, apart from receiving sitting fee as an Independent Director. Based on the declarations received from the Independent Directors, the Board of Director of the Company are of the opinion that the Independent Directors fulfill the criteria of independence as specified under the Listing Regulations and that they are independent of the Management of the Company.

During the year under review, no director has resigned from its position.

H. Separate Meeting of Independent Directors:

Pursuant to the provisions of Schedule IV of the Companies Act, 2013 read with Regulation 25(3) of the Listing Regulations, a separate meeting of Independent Directors was held on 14th February, 2025 to discuss the following purposes:

- Evaluation of the performance of Non-Independent Directors and the Board as a whole;

UNISON METALS LIMITED

- Evaluation of performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors;
- Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary to effectively and reasonably perform their duties.

All Independent Directors of the Company were present in the meeting. Mr. Himanshu Rampal Chokhda chaired the Meeting.

3. BOARD COMMITTEES:

The Board Committees play a vital role in ensuring sound Corporate Governance practices. The Committees are constituted to handle specific activities and ensure speedy resolution of diverse matters. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The minutes of the meetings of all the Committees are placed before the Board for review.

A. AUDIT COMMITTEE:

(a) Brief description of terms of references:

The Company has an Audit Committee at the Board level with powers and role that are in accordance with Regulation 18 of SEBI (LODR) Regulations, 2015 and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee and power of this committee are in accordance with the requirements of Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

The brief description of role and terms of reference of Audit Committee is as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of statutory auditor and fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (c) of sub section 3 of Section 134 of the Companies Act, 2013,

UNISON METALS LIMITED

- b) Changes, if any, in accounting policies and practices and reasons for the same,
 - c) Major accounting entries involving estimates based on the exercise of judgment by management,
 - d) Significant adjustments made in the financial statements arising out of audit findings,
 - e) Compliance with listing and other legal requirements relating to financial statements,
 - f) Disclosure of any related party transactions,
 - g) Modified opinion(s) in the draft audit report
5. Reviewing with the management, the quarterly financial statements before its submission to the Board for approval;
 6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
 7. Review and monitor the auditor's independence and performance, and effectiveness of audit process.
 8. Approval of any subsequent modification of transactions of the Company with related parties.
 9. Scrutiny of inter-corporate loans and investments;
 10. Valuation of undertakings or assets of the Company, wherever it is necessary;
 11. Evaluation of internal financial controls and risk management systems;
 12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 14. Discussion with internal auditors, any significant findings and follow up thereon;
 15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 16. Discussion with statutory auditors before the audit commences, about nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 18. To review the functioning of the Whistle Blower mechanism;
 19. Approval of appointment of CFO (i.e., the Whole time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
 20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

UNISON METALS LIMITED

In addition to the areas noted above, Audit Committee looks into controls and security of the Company's internal control systems and internal audit reports.

The Committee Meetings were also attended by Internal Auditors, Statutory Auditors and Company Secretary who also acted as Secretary of the Committee.

(b) Composition of the Committee, No. of Meetings and Attendance at the Meeting:

All members of the Committee are financially literate. Mr. Himanshu Rampal Chokhda, Chairman of the Committee is a qualified and having the relevant accounting and financial management expertise.

The Composition and attendance of Audit Committee Meeting are given below:

Name of Member	Designation	Category	No. of Meetings	Meetings attended
Mr. Himanshu Rampal Chokhda	Chairperson	Non-Executive Independent Director	7	7
Mr. Tirth Uttam Mehta	Member	Executive Director	7	7
Ms. Deepali Malpani	Member	Non-Executive Independent Director	7	7

The Audit Committee met 7 times during the year and gap between two meetings did not exceed 120 days. The dates on which Audit Committee Meetings were held on 30th May, 2024, 14th August, 2024, 27th August, 2024, 01st October, 2024, 13th November, 2024 and 14th February, 2025. Necessary quorum was present at above Meetings.

During the year, Audit Committee reviewed key audit findings covering operational, financial and compliance areas. Risk mitigation plans covering key risks affecting the Company were presented to the Committee. The Chairman of Committee briefs Board members about significant discussions at Audit Committee Meetings.

The meetings of Audit Committee are usually attended by Chief Financial Officer, Internal Auditor, Company Secretary and a representative of the Statutory Auditors. The Business and Operation Heads are invited to the Meetings, when required. The Company Secretary acts as the secretary to Committee.

B. NOMINATION & REMUNERATION COMMITTEE:

(a) Brief description of terms of references:

UNISON METALS LIMITED

The Company has complied with the requirements of Regulation 19 of SEBI (LODR) Regulations, 2015 and Section 178 of the Companies Act, 2013 as regards composition of Nomination and Remuneration Committee.

The Board has adopted a charter of the NRC for its smooth functioning covering aspects relating to composition, responsibilities, evaluation process, remuneration, Board development and reviewing HR strategy. The key terms of reference of the NRC, are:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and removal;
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees;
3. To formulate the criteria for evaluation of Independent Directors and the Board;
4. To devise a policy on Board Diversity;
5. Formulate the system and procedure for evaluating performance of Directors;
6. Recommend to the Board, all remuneration, in whatever form, payable to Senior Management;
7. Carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification, amendment or modification, as may be applicable;
8. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
9. Perform such other functions as may be necessary or appropriate for the performance of its duties.

(b) Composition of the Committee, No. of Meetings and Attendance at the Meeting:

The composition of the Committee and details of Meetings attended by Directors during the year are given below:

Name of Member	Designation	Category	No. of Meetings	Meetings attended
Mr. Himanshu Rampal Chokhda	Chairperson	Non-Executive Independent Director	4	4
Mr. Narendra Thakkar	Member	Non-Executive Independent Director	4	4
Ms. Deepali Malpani	Member	Non-Executive Independent Director	4	4

The Nomination and Remuneration Committee met 4 times during the year. The dates on which Nomination and Remuneration Committee Meetings were held on 07th June, 2024, 08th July,

UNISON METALS LIMITED

2024, 27th August, 2024 and 13th November, 2024. Necessary quorum was present at above Meetings.

(c) Performance Evaluation Criteria for Independent Directors:

As per the Nomination and Remuneration Policy of the Company, the performance evaluation of independent directors is carried out on the basis of prescribed criteria including participation and contribution by every director in the meeting, commitment, effective deployment of knowledge and expertise, effective management relationship with stakeholders, integrity and maintenance of confidentiality, Professional Conduct and Independence, willingness to devote sufficient time to carry out the duties and responsibilities effectively including attendance at meetings, act in the best interest of minority shareholders of the Company etc.

C. STAKEHOLDERS' GRIEVANCES AND RELATIONSHIP COMMITTEE:

(a) Brief description of terms of references:

The Company has complied with the requirements of Regulation 20 of SEBI (Listing obligations and disclosure Requirements) Regulations, 2015 and pursuant to provision of Companies Act, 2013 as regards to composition of this Committee.

As per Regulation 20(4) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, following are the Role of the Stakeholders' Relationship Committee specified under Part D of Schedule II of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015:

1. Review and resolve the grievances of the security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
2. Review measures taken for effective exercise of voting rights by shareholders.
3. Review the adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
4. Review the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely payment of dividend/dispatch of annual reports/statutory notices to the shareholders of the Company.

(b) Composition of the Committee, No. of Meetings and Attendance at the Meeting:

The composition of Committee and details of Meetings attended by Directors during the year are given below:

UNISON METALS LIMITED

Name of Member	Designation	Category	No. of Meetings	Meetings attended
Ms. Deepali Malpani	Chairperson	Non-Executive Independent Director	4	4
Mr. Maheshbhai Vishandas Changrani	Member	Executive Director	4	4
Mr. Tirth Uttam Mehta	Member	Executive Director	4	4

The Stakeholders' Relationship Committee met 4 times during the year. The dates on which Stakeholders' Relationship Committee Meetings were held on 16th April, 2024, 13th July, 2024, 12th October, 2024 and 10th January, 2025. Necessary quorum was present at above Meetings.

(c) Name and Designation of Compliance officer:

Ms. Mitaliben Ritesh Patel, Company Secretary is the Compliance Officer for complying with the requirements of Securities laws and the Listing Regulations.

(d) Number of shareholders' complaints received during the financial year, number of Complaints not solved to the satisfaction of shareholders and number of pending complaints:

During the Financial Year 2024-25, no complaints were received from the Shareholders. Hence, no complaints were pending at the end of the financial year.

4. REMUNERATION TO DIRECTORS:

(a) Pecuniary relationship or transactions with Non-executive director's vis-à-vis the Company:

There was no any pecuniary relationship or transactions with Non-executive director's vis-à-vis the Company.

(b) Criteria for making payment to non-executive directors:

Criteria for making payment to non-executive director is mentioned in the nomination and remuneration policy of the company which is available on the website of Company www.unisongroup.net.

(c) Disclosure with respect to remuneration:

The details of remuneration paid to Directors for the year ended 31st March, 2025 are as follows:

UNISON METALS LIMITED

(Rs. in Lakhs)

Name of the Director	Salaries	Sitting Fees	Total
Mr. Tirth Uttam Mehta	46.20	-	46.20
Mrs. Rashi Tirth Mehta	32.10	-	32.10
Mr. Maheshbhai Vishandas Changrani	14.25	-	14.25
Mr. Narendra Thakkar	-	0.75	0.75
Ms. Deepali Malpani	-	0.60	0.60
Mr. Himanshu Rampal Chokhda	-	0.75	0.75

During the financial year 2024-25, the Company does not have any stock option scheme for its Directors or employees.

5. GENERAL BODY MEETINGS:

(a) Location, date and time of Annual General Meetings held during the last 3 years and special resolutions passed:

Financial year ended	Day/Date of AGM	Time	Location	Special Resolution
31 st March, 2024	Saturday, 21 st September, 2024	11:00 A.M.	Through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) (Deemed Venue: Plot No. 5015, Phase-4IV, Ramol Char Rasta GIDC, Vatva, Ahmedabad 382445)	1. Appointment of Mrs. Rashi Tirth Mehta (DIN: 10697866) as a Managing Director of the Company 2. Approval of remuneration of Mrs. Rashi Tirth Mehta (DIN: 10697866) being Managing Director of the Company

UNISON METALS LIMITED

				3. To approve the dilution of the company's shareholding, partially, in its material subsidiary i.e. Chandanpani Private Limited
31 st March, 2023	Saturday, 30 th September, 2023	11:00 A.M.	Through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) (Deemed Venue: Plot No. 5015, Phase-4IV, Ramol Char Rasta GIDC, Vatva, Ahmedabad 382445)	<p>1. Regularisation of Additional Director Ms. Deepali Malpani (Din: 10296034) as Non-Executive Independent Director of the Company</p> <p>2. Regularisation of additional director Mr. Himanshu Rampal Chokhda (DIN: 07975409) as Non-Executive Independent Director of the Company</p> <p>3. Authority to the Board of Directors to make Loans, Give Guarantees and make Investments in other bodies corporate</p> <p>4. Approval under Section 180(1)(A) of Companies Act, 2013</p> <p>5. Approval under Section 180(1)(C) of Companies Act, 2013</p>
31 st March, 2022	Friday, 30 th September, 2022	11:00 A.M.	At the Registered office of the Company at Plot No. 5015, Phase-4IV,	1. Re-Appointment of Tirth U. Mehta (DIN: 02176397) as a

UNISON METALS LIMITED

			Ramol Char Rasta GIDC, Vatva, Ahmedabad 382445	Managing Director of the Company
--	--	--	--	-------------------------------------

(b) The Details of special resolution passed last year through postal ballot and details of voting pattern:

During the period under review, no special resolution was passed last year through postal ballot.

(c) Person who conducted the Postal Ballot exercise:

During the period under review, no special resolution was passed last year through postal ballot, therefore there was no requirement of Scrutinizer to conduct the Postal Ballot exercise.

(d) Whether any special resolution is proposed to be conducted through postal ballot:

No Special Resolution is proposed to be conducted through postal ballot as on the date of this report.

(e) Procedure for Postal Ballot:

Postal Ballot Notice (“Notice”) containing the proposed resolution(s) and explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, are sent electronically to all the members whose email address is registered with the Company/their Depository Participant. Further, the Company also gives option to the members to cast their vote electronically. The votes cast on the e-voting platform within specified time are considered by the Scrutinizer. The Scrutinizer submits his report to the Chairman and the results of the voting by Postal Ballot is declared/announced by the Chairman or any other person authorised by him. The results are also displayed on the Company’s website (www.unisongroup.net) besides being communicated to the stock exchanges.

6. MEANS OF COMMUNICATION:

- (a) The quarterly, half-yearly and yearly financial results are published in Free Press – English circulating in whole of Gujarat and Lokmitra – Gujarati (i.e. daily newspaper published in the language of the region where the registered office of the company is situated).
- (b) The quarterly results are submitted to the Stock Exchanges, wherein the equity shares of the company are listed and traded.

UNISON METALS LIMITED

- (c) The Company's website www.unisongroup.net contains separate section for Investors where information for shareholders is made available. The Annual Report, Shareholding Pattern, Corporate Governance Report, and other communiqué of the Company are also available on the website in a user-friendly manner.

7. GENERAL SHAREHOLDER INFORMATION:

The Company is registered in the State of Gujarat having Corporate Identification Number (CIN) as allotted by Ministry of Corporate Affairs (MCA) as L52100GJ1990PLC013964.

(a) Annual General Meeting:

Day and Date	Monday, 29 th September, 2025
Time	11:00 A.M.
Venue	At the Registered office of the Company at Plot No. 5015, Phase-4, Ramol Char Rasta GIDC, Vatva, Ahmedabad 382445.

(b) Financial year:

The Company follows period of 01st April to 31st March as its Financial Year. Financial results will be declared for the financial year 2025-26 as per the following schedule:

Particulars	Tentative schedule
	Quarterly unaudited results
June 30, 2025	On or before August 14, 2025
September 30, 2025	On or before November 14, 2025
December 31, 2025	On or before February 14, 2025
	Annual audited result
March 31, 2026	On or before May 30, 2026

(c) Dividend Payment Date:

Director of the company has not recommended any dividend for the financial year ended on 31st March, 2025.

(d) Listing on Stock Exchanges:

The Company's Equity Shares are listed on Bombay Stock Exchange (BSE), P. J. Towers, Dalal Street, Mumbai 400001.

The annual listing fees for the year 2024-25, as applicable, has been paid to the stock exchanges.

UNISON METALS LIMITED

(e) In case the securities are suspended from trading, the Directors Report shall explain the reason thereof: Not Applicable

(f) Registrar to an issue and share transfer agents:

Share Registrar and Transfer Agent:

MUFG INTIME INDIA PRIVATE LIMITED

(Formerly known as Link Intime India Pvt. Ltd.)

Address: 5th Floor, 506 to 508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Road, Off C.G.Road, Ellisbridge, Ahmedabad-380006

SEBI registration number: INR000004058

Ph. No.: 079 26465179

Email: ahmedabad@in.mpms.mufg.com

Website: www.in.mpms.mufg.com

(g) Share Transfer System:

Trading in equity shares of the Company through recognized Stock Exchanges can be done only in dematerialised form.

(h) Distribution of Shareholding as on 31st March, 2025:

Distribution of shareholding of fully paid up equity shares of face value of ₹ 10/- each, as on 31st March, 2025.

Sr. No.	Shares Range	No. of Shareholders	% of Total Shareholders	No. of Shares	% of Shareholding
1.	01 to 500	8870	84.23	8,56,998	5.35
2.	501 to 1000	740	7.03	6,05,968	3.78
3.	1001 to 2000	368	3.49	5,64,960	3.53
4.	2001 to 3000	132	1.25	3,36,006	2.10
5.	3001 to 4000	89	0.85	3,22,679	2.01
6.	4001 to 5000	103	0.98	4,96,036	3.10
7.	5001 to 10000	111	1.05	8,19,097	5.11
8.	10001 and above	118	1.12	1,20,19,256	75.02
	TOTAL	10,531	100.00	1,60,21,000	100.00

(i) Pattern of Shareholding:

UNISON METALS LIMITED

Category	No. of Shares	% of total no. of shares
Promoters & Promoter Group	82,68,434	51.61
Public Shareholding		
Individuals - Resident Individual holding nominal share capital up to Rs. 2 lakhs.	45,79,732	28.59
Individuals - Resident individual holding nominal share capital in excess of Rs. 2 lakhs.	22,67,033	14.15
Investor Education and Protection Fund (IEPF)	5,74,000	3.58
Non Resident Indians (NRIs)	1,26,193	0.79
Bodies Corporate	30,585	0.19
Any Other		
Hindu Undivided Family	1,69,874	1.06
LLP	2,649	0.02
Unclaimed or Suspense or Escrow Account	2,500	0.01
TOTAL	1,60,21,000	100.00

(j) Dematerialisation of shares and Liquidity:

As on March 31, 2025, except 14,81,100 equity shares, all the equity shares of the Company are held in dematerialised form with NSDL and CDSL. The details are as under:

Sr. No.	Description	No. of Shares	% of Shares
1.	CDSL	41,09,071	25.65
2.	NSDL	1,04,30,829	65.11
3.	Physical	14,81,100	9.24
	TOTAL	1,60,21,000	100.00

(k) Outstanding GDRS / ADRS / Warrants or any Convertible Instruments, conversion date and likely impact on equity: NIL

(l) Plant Locations:

Plot no 5015, Phase IV, Ramol Char Rasta, GIDC, Vatva, Ahmedabad 382445.

(m) Address for correspondence:

UNISON METALS LIMITED

In case of any problem or query, shareholders can contact at:

(i) Registered/ Corporate Office: Unison Metals Limited;
Address: Plot No 5015, Phase 4, Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445;
Phone No.: 079 25841512
Email: unisonmetals@gmail.com
Website: www.unisongroup.net

(ii) Registrar & Share Transfer Agent: Mufg Intime India Private Limited (*Formerly Known As Link Intime India Pvt. Ltd.*);
Address: 5th Floor, 506 to 508, Amarnath Business Centre-1, (ABC-1), Beside Gala Business Centre, Nr. St. Xavier's College Road, Off C.G.Road, Ellisbridge, Ahmedabad-380006;
Phone No.: 079 26465179
Email: ahmedabad@in.mpms.mufg.com
Website: www.in.mpms.mufg.com

(iii) Compliance Officer: Mitaliben Ritesh Patel;
Address: Plot No 5015, Phase 4, Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445;
Phone No.: 079 25841512
Email: secretary@unisongroup.net

(n) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listed entity involving mobilisation of funds, whether in India or abroad: Not Applicable

8. OTHER DISCLOSURES:

(a) Disclosures on materially significant related party transactions that may have potential conflict with the interest of Company at large:

There were no material related party transactions during the year 2024-25 that may have a potential conflict with the interest of the Company as provided under Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations. The Company has entered into some transactions with related parties as defined under Section 2(76) of the Companies Act, 2013, which were in the ordinary course of business and at arms' length basis and the same were duly approved or reviewed by the Audit Committee.

UNISON METALS LIMITED

The necessary disclosures regarding the transactions with related parties are given in the notes to the financial statements. The policy on dealing with related party transactions is disclosed on the Company's website at the www.unisongroup.net.

(b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or the Board or any statutory authority on any matter related to capital markets during the last three years:

During the year under review, there were no instance of non-compliance nor were any penalties or strictures imposed by Stock Exchange or SEBI or any other statutory authority on any matter related to capital markets. However, following submissions were made inadvertently for which BSE issued notice:

- i. BSE issued a notice dated 04th November, 2024 with regards to non-compliance of: Company Names (Shelja Finlease Pvt Ltd & Meghjyoti Impex Private Limited) wrongly shown in Individuals/Hindu undivided Family (Promoter), it should be show in respective Category.
- ii. BSE issued a notice dated 02th September, 2024 with regards to non-compliance of: Financial result is not signed by the chairperson or managing director, or a whole time director or in the absence of all, other authorized director. Company is requested to confirm compliance of Regulation 33(2)(b) (If Financial Results is signed by authorized director, kindly Submit certified copy of the resolution passed by BOD in the meeting) for Quarter Ended - June 2024.
- iii. BSE issued a notice dated 17th March, 2025 with regards to non-compliance of: Consolidated Results - Limited Review Report is not as per SEBI prescribed Format (Refer SEBI circular CIR/CFD/CMD1/44/2019 dated March 29, 2019). Submit Limited Review Report as per the prescribed format. (Point not 4 not given) for Quarter Ended - December 2024.

During the financial year 2023-24, following were the non-compliances for which penalties and strictures imposed on the Company by BSE:

- i. The Company has received notices from the BSE Limited who had imposed a fine of Rs. 1,93,520/- plus GST at the rate of 18% for non-complying with the Regulation 18(1) for the quarter ended September, 2023 on completion of Independent Director as per the requirement under Regulation 18(1) and 19(1)/19(2) of SEBI (LODR) Regulations, for the constitution of audit committee and nomination and remuneration committee for the quarter ended 30th September, 2023. Accordingly, the said imposed fine was paid by the Company to BSE Limited.
- ii. BSE Limited also imposed fine of Rs. 23,600/- plus GST at the rate of 18% for not making disclosure of Related Party Transactions within fifteen days from the date of publication of its standalone and consolidated financial result for the half year ended on 30th September, 2023. Accordingly, the said imposed fine was paid by the Company to BSE Limited.

UNISON METALS LIMITED

During the financial year 2022-23, following were the non-compliances for which penalties and strictures imposed on the Company by BSE:

- i. The Company has received notices from the BSE Limited who had imposed a fine of Rs. 12,000/- plus GST at the rate of 18% for non-complying with the Regulation 18(1) for the quarter ended March, 2022 on non-appointment of Independent Director as per the requirement under Regulation 18(1) and 19(1)/19(2) of SEBI (LODR) Regulations, for the constitution of audit committee and nomination and remuneration committee for the quarter ended 31st March, 2022. Accordingly, the said imposed fine was paid by the Company to BSE Limited.
- ii. BSE Limited also imposed fine of Rs. 5,000/- plus GST at the rate of 18% for not making disclosure of Related Party Transactions within fifteen days from the date of publication of its standalone and consolidated financial result for the half year ended on 30th September, 2022. Accordingly, the said imposed fine was paid by the Company to BSE Limited.

(c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:

In terms of Regulation 22 of SEBI (LODR) Regulations, 2015 and Section 177(9) of the Companies Act, 2013, the Company has formulated a Whistle Blower Policy to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Chairman of the Audit Committee.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all mandatory requirements of Regulation 34(3) read with Schedule V of the Listing Regulations. Disclosure of Compliance of Non-mandatory requirements as specified in Part E of the Schedule II of Listing Regulations are as under:

Shareholder's Right: The quarterly and half-yearly financial performance along with significant events are published in the newspapers and are also hosted on the Company's website and the same are also emailed to the shareholders who have registered their email ids with the Company.

Audit Qualification: There is an Unqualified opinion on Audit Report of Audited Standalone Financial Results ended on 31st March, 2025 and Qualified opinion on Audit Report of Consolidated Financial Results ended on 31st March, 2025.

UNISON METALS LIMITED

Reporting of Internal Auditor: The Company's Internal Auditor, reports directly to the Audit Committee.

(e) Web link where policy on dealing with Material Subsidiaries:

The Company has formulated a policy for determining material subsidiary which is available on the website of the Company www.unisongroup.net.

(f) Web link where policy on dealing with related party transaction:

The Company has formulated a policy on dealing with related party transaction which is available on the website of the Company www.unisongroup.net.

(g) Commodity price risk or foreign exchange risk and hedging activities:

The Company have receivable of foreign exchange and hedged through Commodity derivatives.

(h) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A):

During the year, there were no funds raised through preferential allotment or qualified institutions placement.

(i) Certificate from Practicing Company Secretary regarding Non-debarment and Non-Disqualification of Directors:

The Company has obtained the Certificate from a Practicing Company Secretary regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the SEBI LODR Regulations along with Certificate to the effect that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

These Certificate(s) are annexed to the Board's Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.

(j) Confirmation by the Board of Directors' Acceptance of Recommendation of Mandatory Committees:

During the year, there were no such instances of non-acceptance by the Board of Directors of any mandatory recommendations made by the Committees.

UNISON METALS LIMITED

(k) Total fee paid to Statutory Auditors:

Total fees paid by the Company for the services rendered by the statutory auditor and to all the entities in network firm/network entity belonging to them, is Rs. 3.13 Lakhs.

(l) Disclosure pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Sr. No.	Particulars	No. of Complaints
1.	Number of complaints filed during the financial year 2024-25	NIL
2.	Number of complaints disposed of during the financial year 2024-25	NIL
3.	Number of complaints pending as at end of the financial year 2024-25	NIL

(m) Disclosure with respect to 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount:

Details of loans and advances given to firms/companies in which directors are interested, if any, is mentioned in Note: 28 of Related Party transactions forming part of Financial Statements.

(n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:

The details of material subsidiaries, during the financial year 2024-25, are given below:

Name of Material Subsidiary	Date of Incorporation	Place of Incorporation	Name of Statutory Auditors	Date of Appointment of Statutory Auditors
Chandanpani Limited (Formerly known as Chandanpani Private Limited)	May 02, 2018	Ahmedabad, Gujarat	Purushottam Khandelwal & Co.	November 20, 2023

9. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 ARE AS FOLLOWS:

UNISON METALS LIMITED

The

Company has complied with all the mandatory requirements except as mentioned in the Secretarial Audit Report annexed as Annexure II forming part of the Board Report specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the listing regulations to the extent as applicable with regards to Corporate Governance.

10. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

11. CEO/CFO CERTIFICATION:

In terms of Regulation 17(8) read with Part B of Schedule II of the Listing Regulations, the Managing Director and the Chief Finance Officer of the Company is required to issue annual certification on financial reporting and internal controls to the Board. The certificate for financial year 2024-25 given by the Managing Director and the Chief Finance Officer is annexed to this Report.

12. COMPLIANCE CERTIFICATE:

Certificate from M/s. G R Shah & Associates, Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations is annexed to this Report.

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Rashi Tirth Mehta

Managing Director

DIN: 10697866

UNISON METALS LIMITED

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
UNISON METALS LTD
Plot No 5015, Phase 4, Ramol Char Rasta,
GIDC, Vatva Ahmedabad 382445

I have examined the compliance of conditions of Corporate Governance by Unison Metals Limited for the purpose of certifying compliance of the conditions of Corporate Governance as prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) for the Financial Year ended March 31, 2025. I have obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to us and representation made by the management, I certify that the Company has complied with all the mandatory conditions of the Corporate Governance as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) and Paragraphs C, D and E of Schedule V of the Listing Regulations, during the year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, G R Shah & Associates
Company Secretaries

PLACE: AHMEDABAD
DATE: 30-08-2025

Sd/-

[GAURANG SHAH]
PROPRIETOR
Mem NO.: F12870
COP. NO.: 14446
UDIN NO: F012870G001120262
Peer Review No.: 6653/2025

UNISON METALS LIMITED

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
UNISON METALS LTD
Plot No 5015, Phase 4, Ramol Char Rasta,
GIDC, Vatva Ahmedabad 382445.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Unison Metals Limited** having **CIN: L52100GJ1990PLC013964** and having registered office at Plot No 5015, Phase 4, Ramol Char Rasta, GIDC, Vatva Ahmedabad 382445, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company *
1	Maheshbhai Vishandas Changrani	00153615	16/11/2010
2	Rashi Tirth Mehta	10697866	08/07/2024
3	Tirth Uttam Mehta	02176397	31/07/2010
4	Narendra Thakkar	09620772	30/05/2022
5	Deepali Malpani	10296034	28/08/2023
6	Himanshu Rampal Chokhda	07975409	28/08/2023

*the date of appointment is as per the MCA Portal.

UNISON METALS LIMITED

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For, G R Shah & Associates
Company Secretaries**

PLACE: AHMEDABAD

DATE: 30-08-2025

Sd/-

[GAURANG SHAH]

PROPRIETOR

Mem NO.: F12870

COP. NO.: 14446

UDIN NO: F012870G001120240

Peer Review No.: 6653/2025

UNISON METALS LIMITED

DECLARATION ON CODE OF CONDUCT

Declaration on Compliance with Code of Conduct under Regulation 26(3) Of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Board Members and the Senior Management Group of the Company have affirmed compliance with the Code of Business Conduct & Ethics for Board Members & Senior Management of Union Metals Ltd for the financial year ended on March 31, 2025.

PLACE: AHMEDABAD

For, UNISON METALS LIMITED

DATE: 04.09.2025

Sd/-

Rashi Tirth Mehta
Managing Director
DIN: 10697866

UNISON METALS LIMITED

CEO / CFO CERTIFICATION

To,
The Board of Directors,
UNISON METALS LTD
Plot No 5015, Phase 4, Ramol Char Rasta,
GIDC, Vatva Ahmedabad 382445.

We hereby certify to the Board that:

- A. We have reviewed financial statements and the cash flow statement for the financial year ended on March 31, 2025 and that to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or violate of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee:
1. Significant changes in internal control over financial reporting during the financial year;
 2. Significant changes in accounting policies during the financial year and that the same have been disclosed in the notes to the financial statements; and

UNISON METALS LIMITED

3. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

PLACE: AHMEDABAD

DATE: 04.09.2025

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

Roshan Gulabchand Bothra
Chief Financial Officer

Sd/-

Rashi Tirth Mehta
Managing Director
DIN: 10697866

