

UNISON METALS LIMITED

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting (“AGM”) of the Members of Unison Metals Limited will be held on Monday, September 21, 2024 at 11.00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), 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, 2024 comprising of the Balance Sheet as at March 31, 2024, Statement of Profit & Loss Account and Cash Flow Statement as on March 31, 2024 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. Maheshbhai V. Changrani [DIN: 00153615] who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **APPOINTMENT OF MRS. RASHI TIRTH MEHTA (DIN: 10697866) AS A MANAGING DIRECTOR OF THE COMPANY:**

To consider and approve the appointment of Mrs. Rashi Tirth Mehta (DIN: 10697866) as a Managing director of the company. Therefore, shareholders are requested to consider and if thought fit to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197, 203 and any other applicable provisions, if any, of the Companies Act 2013 read with Schedule V of the said Act and the Rules made there under, wherever applicable, as amended from time to time thereto and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, the consent of the members be and is hereby accorded for the appointment of Mrs. Rashi Tirth Mehta (DIN: 10697866) as Managing Director of the Company for a period of five years with effect from 08th July, 2024 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“**RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, Mrs. Rashi Tirth Mehta (DIN: 10697866) will also be entitled for the reimbursement of actual entertainment, travelling, boarding and lodging expenses incurred by him in connection with the Company’s business and such other benefits/ amenities and other privilege, as any from time to time.”

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“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, amend, vary or modify the scope and quantum of remuneration of Mrs. Rashi Tirth Mehta (DIN: 10697866), as a Managing Director, as they deem proper from time to time considering the nature and scope of his activities as shall be permissible and in conformity with applicable provisions of the Companies Act, 2013.”

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

4. APPROVAL OF REMUNERATION OF MRS. RASHI TIRTH MEHTA (DIN: 10697866) BEING MANAGING DIRECTOR OF THE COMPANY:

To consider and approve the remuneration of Mrs. Rashi Tirth Mehta (DIN: 10697866) being Managing Director of the company Therefore, shareholders are requested to consider and if thought fit to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT Pursuant to the provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company, Consent of the members be and is hereby accorded for payment of remuneration of Rs. 3,85,000 per month to Mrs. Rashi Tirth Mehta (DIN: 10697866), Managing Director of the Company notwithstanding that such remuneration exceed 11% (Eleven percent) being the limit specified under Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mrs. Rashi Tirth Mehta, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to accept such modification in the terms and conditions, which the Central Government may direct, if so required, and as may be acceptable to the Company and Mrs. Rashi Tirth Mehta (DIN: 10697866).

“RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta (DIN: 02176397) or Mr. Maheshbhai Vishandas Changrani (DIN: 00153615), Whole Time Director of the Company be and are hereby authorized singly or jointly to take all necessary action in this regard making necessary application(s) to the Registrar of Companies, Gujarat and such other actions, matters and deeds as he may consider necessary for effective implementation of this resolution and matters incidental thereto.”

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5. APPOINTMENT OF M/S. PURUSHOTTAM KHANDELWAL & CO., (FRN: 123825W) CHARTERED ACCOUNTANTS, AHMEDABAD AS THE STATUTORY AUDITORS OF THE COMPANY:

To consider and approve the appointment of M/s. Purushottam Khandelwal & Co., (FRN: 123825W) Chartered Accountants, Ahmedabad as the Statutory Auditors of the company. Therefore, shareholders are requested 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force) and other applicable provisions, if any and pursuant to the recommendation of the Audit Committee and Board of Directors of the Company, M/s. Purushottam Khandelwal & Co., Chartered Accountants, Ahmedabad (Firm Registration Number: 123825W) be and are hereby appointed as the Statutory Auditor of the Company, for a term of five consecutive years to hold the office from the conclusion of this 34th Annual General Meeting till the conclusion of the 39th Annual General Meeting of the Company at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the board and Auditors.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta (DIN: 02176397) Director or Mr. Maheshbhai Vishandas Changrani (DIN: 00153615), Whole Time Director of the Company, be and are hereby authorized singly or jointly to do all acts and take all such steps as may be necessary, proper or expedient to give effect to above resolution.

6. TO APPROVE THE INCREASE IN AUTHORISED SHARE CAPITAL:

To consider and approve the increase in authorised share capital. Therefore, shareholders are requested 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 13, Section 61 Section 64 and other provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the rules framed there under, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present **Rs. 25,00,00,000/-** (Rupees Twenty Five Crore Only) comprising of Rs. 24,25,00,000 (Rupees Twenty Four Crore Twenty Five Lakh only) divided into 2,42,50,000 (Two Crore Forty Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) and Rs. 75,00,000 (Rupees Seventy Five Lakh) divided into 7,50,000 (Seven Lakh Fifty Thousand) Redeemable Preference Shares 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 Lakh Only) divided into 3,42,50,000 (Three Crore Forty Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) and Rs. 75,00,000 (Rupees Seventy Five Lakh) divided into 7,50,000 (Seven Lakh Fifty Thousand) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional Equity Share

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Capital of Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

FURTHER RESOLVED THAT pursuant to the provisions of section 13 of the Companies Act, 2013, the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

“V. The Authorized Share Capital of the Company is to Rs. 35,00,00,000/- (Rupees Thirty Five Crore Only) comprising of Rs. 34,25,00,000 (Rupees Thirty Four Crore Twenty Five Lakh Only) divided into 3,42,50,000 (Three Crore Forty Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) and Rs. 75,00,0000 (Rupees Seventy Five Lakh) divided into 7,50,000 (Seven Lakh Fifty Thousand) Preference Shares of Rs. 10/- (Rupees Ten Only) each.”

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 severally authorized singly or jointly to do all such act(s), deed(s) and things including all forms and documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid resolution and to seek such approval/ consent from the government departments as may be required in this regard."

7. TO APPROVE THE REQUEST RECEIVED BY MR. MUKESH DEVENDRA SHAH, MRS. TRUPTI SHAH AND MRS. REKHABEN NARESHBHAI CHANGRANI FOR RECLASSIFICATION OF THEIR SHAREHOLDING FROM 'PROMOTER GROUP' TO 'PUBLIC' CATEGORY:

To consider and approve the request received by Mr. Mukesh Devendra Shah, Mrs. Trupti Shah and Mrs. Rekhaben Nareshbhai Changrani for reclassification of their shareholding from 'Promoter Group' to 'Public' Category. Therefore, shareholders are requested 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 Regulation 31A of the Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 (Including any statutory modifications or re-enactment thereof for the time being in force) (“Listing Regulations”) and other applicable laws and subject to necessary approvals from the BSE Limited (“BSE”) and such other approvals as may be necessary and in accordance with the recommendation of the Board, consent of the Members be and is hereby accorded for the reclassification of the status of following person/entity (hereinafter referred to as the 'Outgoing Person') from "Promoter Group" category to the "Public" category shareholder of the Company.

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Sr. No.	Name of the Outgoing Person	Relation	No. of Equity Shares held as on 24 th August, 2024	(%) Percentage of Shareholding / Voting Rights
1.	Mukesh Devendra Shah	NA	20,000	0.12
2.	Trupti Shah	NA	4,000	0.02
3.	Rekhaben Nareshbhai Changrani	NA	31,000	0.19

RESOLVED FURTHER THAT upon receipt of necessary approval(s) for reclassification of the aforementioned Outgoing Person, the Company shall affect such re-classification in the statement of shareholding pattern of the Company to be filed under Regulation 31 of the Listing Regulations from the immediate succeeding quarter and in all other disclosures as may be required under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions for the time being in force.

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 severally authorised to intimate Stock Exchanges post member's approval, and to submit a reclassification application to the Stock Exchanges within the permitted time, and to execute all such forms, documents, instruments, papers and writings etc., on behalf of the Company, as may be required from time to time, to do and to perform all such acts, deeds and things as may be necessary to give effect to this resolution and to settle any question, difficulty or doubt, that may arise in giving effect to aforementioned resolution."

8. 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:

To consider and approve the ratification of the remuneration payable to the cost auditor appointed by the Board of Directors of the Company for the financial year 2024-25.

Therefore, shareholders are requested 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.

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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.”

9. TO APPROVE THE DILUTION OF THE COMPANY'S SHAREHOLDING, PARTIALLY, IN ITS MATERIAL SUBSIDIARY I.E. CHANDANPANI PRIVATE LIMITED:

To consider and approve the dilution of the company's shareholding, partially, in its material subsidiary i.e. Chandanpani Private Limited. Therefore, shareholders are requested to consider and if thought fit to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

RESOLVED THAT pursuant to Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to dilute the Company's shareholding, partially, in its material subsidiary i.e. Chandanpani Private Limited, in such manner and on such terms and conditions as may be decided by the Board or a duly authorized committee of the Board.

RESOLVED FURTHER THAT the Board of Directors be and hereby authorized Mr. Tirth Uttam Mehta (DIN: 02176397) Director or Mr. Maheshbhai Vishandas Changrani (DIN: 00153615), Whole-time director of the Company to act on behalf of the Company and the Material Subsidiary be and are hereby to sign and execute all necessary documents, deeds, agreements, and other papers as may be required, and to take all such steps as may be necessary to implement this resolution.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution, including but not limited to determining the timing, manner, and extent of the sale or disposal, negotiating and finalizing the terms of the transaction, executing agreements, and making necessary filings with statutory and regulatory authorities.

RESOLVED FURTHER THAT a certified true copy of this resolution be provided to the concerned authorities or parties as may be necessary.

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

To consider and approve the re-appointment of Shri Mahesh V. Changrani (DIN: 00153615) as whole time director of the company for the term 5 years. Therefore, shareholders are requested to consider and if thought fit to pass with or without modification(s), the following resolution as a ORDINARY RESOLUTION:

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“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Mahesh V. Changrani (DIN: 00153615) as a Whole-time Director, liable to retire by rotation, designated as Executive Director of the Company, for a further period of 5 (five) years with effect from August 01, 2024 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT Mr. Tirth Uttam Mehta (DIN: 02176397) Director or Mitaliben Ritesh Patel, Company Secretary of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHANDANPANI PRIVATE LIMITED FOR PURCHASE OF PRODUCTS/GOODS:

To consider and approve related party transactions with M/S. Chandanpani Private Limited for purchase of products/goods. Therefore, shareholders are requested to consider and if thought fit to pass with or without modification(s), the following resolution as a ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of purchase of products/goods with M/s. Chandanpani Private Limited (Company), in which Mr. Tirth Uttam Mehta or Mr. Maheshbhai Vishandas Changrani is interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/s. Chandanpani Private Limited	Purchase of product/goods	Not more than Rs. 200 Crore (Rupees	Mr. Tirth Uttam Mehta or Mr. Maheshbhai

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	Entities with joint control or significant influence over entity		Hundred Crore Only)	Vishandas Changrani
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RESOLVED FURTHER THAT, the total value of contracts/arrangement/transactions of Purchase of products/goods with M/s. Chandanpani Private Limited (Company) in any financial year should not exceed Rs. 200 Crore.

RESOLVED FURTHER THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.

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 authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

12. TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHANDANPANI PRIVATE LIMITED FOR SALE OF PRODUCTS/GOODS:

To consider and approve related party transactions with M/S. Chandanpani Private Limited for sale of products/goods. Therefore, shareholders are requested to consider and if thought fit to pass with or without modification(s), the following resolution as a **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of sale of products/goods with M/s. Chandanpani Private Limited (Company), in which Mr. Tirth Uttam Mehta or Mr. Maheshbhai Vishandas Changrani is interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/s. Chandanpani Private Limited	Sale of product/goods	Not more than Rs. 200 Crore (Rupees	Mr. Tirth Uttam Mehta or Mr. Maheshbhai

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	Entities with joint control or significant influence over entity		Hundred Crore Only)	Vishandas Changrani
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RESOLVED FURTHER THAT, the total value of contracts/arrangement/transactions of Sale of products/goods with M/s. Chandanpani Private Limited (Company) in any financial year should not exceed Rs. 200 Crore.

RESOLVED FURTHER THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.

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 authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

13. TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHANDANPANI PRIVATE LIMITED FOR JOB WORK:

To consider and approve related party transactions with M/S. Chandanpani Private Limited for job work. Therefore, shareholders are requested to consider and if thought fit to pass with or without modification(s), the following resolution as a ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, in terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended till date, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) of job work with M/s. Chandanpani Private Limited (Company), in which Mr. Tirth Uttam Mehta or Mr. Maheshbhai Vishandas Changrani is interested directly or through their relative being a related party within the meaning of Section 2(76) of the Act provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of the Related Party with whom transaction is being undertaken and Nature of relationship	Nature of Transaction	Total amount of transaction proposed	Name of director or Key managerial personnel who is related
1.	M/s. Chandanpani Private Limited	Job Work	Not more than Rs. 200 Crore (Rupees Hundred Crore Only)	Mr. Tirth Uttam Mehta or Mr. Maheshbhai Vishandas Changrani

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	Entities with joint control or significant influence over entity			
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RESOLVED FURTHER THAT, the total value of contracts/arrangement/transactions of job work with M/s. Chandanpani Private Limited (Company) in any financial year should not exceed Rs. 200 Crore.

RESOLVED FURTHER THAT the terms and conditions of the transactions with the Related Parties shall be approved by the Audit Committee.

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 authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

PLACE: AHMEDABAD

DATE: 27.08.2024

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

Tel: (079)-25841512

Website: www.unisongroup.net

CIN: L52100GJ1990PLC013964

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

MITALIBEN RITESH PATEL

Company Secretary

Mem No.: A37334

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NOTES:

1. 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 10 given above as Special Business in the forthcoming AGM.
2. Details of the Directors seeking appointment/re-appointment at the 34th 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.
3. 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.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Ten (10) days from Thursday, 12th September, 2024 to Saturday, 21st September, 2024 (both days inclusive).
5. 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. Friday, 13th September, 2024.
6. Members holding shares in dematerialised mode are requested to intimate all changes pertaining to their bank details, NECS, mandates, nominations, power of attorney, change of address/name, PAN details, etc to their Depository Participant only and not to the Company's Registrars and Transfer Agents. Changes intimated to the Depository Participant will then be automatically reflected in the records of the Registrars and Transfer Agents which will help the Company and its Registrars and Transfer Agents to provide efficient and better service to the Members.
7. Members whose shareholding is in physical form are requested to inform change in address or bank mandate to the Registrar and Transfer Agent i.e. Link Intime India Private Limited or the Company Secretary of the Company by a written request duly signed by the Member for receiving all communication in future.
8. 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.

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9. 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.

10. VOTING THROUGH ELECTRONIC MEANS (EVSN: 240530):

- Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 5, 2020 and subsequent Circulars issued from time to time and General Circular No 10/2022 dated December 28, 2022 read with relevant circulars issued by the Securities and Exchange Board of India (SEBI), from time to time (hereinafter collectively referred to as “Circulars”), has allowed the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM) during the calendar year 2024. In Compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the 34th AGM of the Company is being held through VC/ OAVM. **Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.** However, the Corporate Members intending to send their authorized representatives to attend the AGM through VC/OAVM are requested to send a certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and cast their votes through e-voting.
- 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 (i) facility of remote e-voting for voting before the AGM and (ii) facility of e-voting at the AGM to its Members in respect of the business to be transacted at the AGM to be held through VC/OAVM.
- The Company has engaged the services of Link Intime India Private Limited (“LI IPL”), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility for/ during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes.
- Members attending the AGM through VC/ OAVM, who have not cast their votes by remote e-voting shall be able to exercise their vote through e-voting during the AGM. Members, who have cast their vote by remote e-voting prior to the AGM, may attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

11. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice. The deemed venue for the 34th AGM shall be the Registered Office of the Company.

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12. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under section 103 of the Act.
13. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
14. Shareholders who would like to speak during the meeting must register their request with the company on or before the cut-off date i.e. 13th September, 2024.
15. **DISPATCH OF ANNUAL REPORT THROUGH ELECTRONIC MODE:**
 - As per the mentioned circular SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and in continuation thereof SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (the “SEBI Circular”), Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository.
 - We desire members to support ‘Green Initiative’ by receiving the Company’s Communication through email. Members who have not registered their email addresses and mobile number so far are requested to validate/register their details with the Depository Participant in case of shares held in electronic form and with the Registrar viz. Link Intime in case the shares are held in physical form for receiving all communication including Annual Report and other Notices from the Company electronically. The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2024, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company.
 - In terms of the MCA Circulars and SEBI Circulars, the Notice of the AGM and the Annual Report for the Financial Year 2023-24 including therein the Audited Financial Statements for the Financial Year 2023-24 has been uploaded on the website of the Company at www.unisongroup.net and may also be accessed from the relevant section 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 Link Intime India Private Limited (“LIPL”) at <https://instavote.linkintime.co.in>.
16. 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,

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members holding shares in physical form are requested to consider converting their holdings to dematerialised form.

17. 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.
18. The Scrutinizer shall after the conclusion of e-Voting at the 34th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48 (forty eight) hours from the conclusion of the 34th AGM, who shall then countersign and declare the result of the voting forthwith.
19. 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 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.
20. This Notice is being sent to all the Members whose names appear as on 23rd August, 2024, in the Register of Members or in the Register of beneficial owners as received from Link Intime India Pvt. Limited, the Registrar and Transfer Agent (“RTA”) of the Company.
21. A person whose name is recorded in the Register of Members or in the Register of beneficial owners maintained by the depositories as on 13th September, 2024, (“Cut-Off date”) only shall be entitled to avail the facility of remote e-voting. 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.
22. 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.
23. General instructions for voting through remote e-Voting:
 - The remote e-Voting period begins on 18th September, 2024 at 9:00 A.M. IST and ends on 20th September, 2024 at 5:00 P.M. IST. The remote e-Voting module shall be disabled by Link Intime 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:

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

As per the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9 December 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

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

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) 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> “
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) 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.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

2. Individual Shareholders holding securities in demat mode with CDSL:

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METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter 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) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants:

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.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

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Login

method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:-

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. 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.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- 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).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

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1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. 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).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. 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.

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

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/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 at Sr.No. 2 above). 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) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. 'Investor ID' -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. 'Investor's Name' - Enter full name of the entity.
 - c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

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The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- Click on 'Votes Entry' tab under the Menu section.
- Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- Enter '16-digit Demat Account No.' for which you want to cast vote.
- 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'.
- 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).

OR

VOTES UPLOAD:

- Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- You will be able to see the notification for e-voting in inbox.
- Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- Download sample vote file from 'Download Sample Vote File' option.
- Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for 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

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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information

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about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- 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”.

Process and manner for attending the Annual General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”.

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

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- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request with the company.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.

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

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

PLACE: AHMEDABAD

DATE: 27.08.2024

By Order of the Board

For, UNISON METALS LIMITED

Sd/-

MITALIBEN RITESH PATEL

Company Secretary

Mem No.: A37334

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

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

ITEM NO. 3: APPOINTMENT OF MRS. RASHI TIRTH MEHTA(DIN: 10697866) AS A MANAGING DIRECTOR OF THE COMPANY

In accordance with the provisions of Section 196 and 203 of the Companies Act, 2013 (“Act”), read with Schedule V to the Act and other applicable provisions, if any, of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and on the recommendation of Nomination and Remuneration Committee, the Board of Directors in their meeting held on July 08, 2024 had approved the appointment of Mrs. Rashi Tirth Mehta (DIN: 10697866) as the Managing Director of the Company for a period of five years with effect from July 08, 2024 and approved the terms and conditions of appointment of Mrs. Rashi Tirth Mehta subject to the approval of the members.

Mrs. Rashi Tirth Mehta is eligible for the appointment as a Managing Director under the provisions of the Companies Act, 2013 and rules made thereunder. In terms of Section 152 of the Companies Act, 2013, Mrs. Rashi Tirth Mehta has consented to act as the Managing Director of the Company along with Form DIR-8 confirming their non-disqualification under sub-section (2) of Section 164 of the Act.

The Broad particulars of the terms of appointment of to Mrs. Rashi Tirth Mehta are as under:

Designation	Managing Director
Term for appointment as a Managing Director	5 years W.E.F. 08 th July, 2024
Perquisites	<ul style="list-style-type: none">• House Rent Allowance• Contribution to provident fund, superannuation fund or annuity fund• Gratuity payable as per company policy• Encashment of leave at the end of the tenure• Children’s education allowance• Leave travel concession• Reimbursement of medical and hospitalization expenses of the Director and his family as per company policy.• Bonus for the financial year, at the discretion of the company.• Reimbursement of expenses incurred by them in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy.

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	<ul style="list-style-type: none"> • Reimbursement of expenses incurred by them on account of business of the Company in accordance with the Company policy. • Provision of chauffer driven car for the use on Company's business, meal Coupons and telephone at residence.
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Pursuant to Regulation 36(3) of SEBI Regulations details regarding the appointment or reappointment of Directors have been provided as an Annexure to this Notice.

Except for Mr. Tirth Uttam Mehta, Director of the Company who is the husband of the appointee, Mrs. Rashmi Tirth Mehta herself and/or her relatives, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned, or interested in the Resolution mentioned in the Notice.

ITEM NO. 4: APPROVAL OF REMUNERATION OF MRS. RASHI TIRTH MEHTA (DIN: 10697866) BEING MANAGING DIRECTOR OF THE COMPANY:

The Members of the Company vide Special Resolution dated September 21, 2024, proposed to appoint Mrs. Rashmi Tirth Mehta (DIN: 10697866) as the Managing Director of the Company for a tenure of five years with effect from July 08, 2024.

Pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Schedule V, Total managerial remuneration payable by a public company, to its directors, managing director and whole-time director and its manager in respect of any financial year shall exceed 11% of the net profits of the Company if special resolution is passed by the members of the Company.

The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mrs. Rashmi Tirth Mehta as the Managing Director of the Company for the period of five years with effect from July 08, 2024. The details are set out below:

Remuneration	3,85,000 P.M.
Designation	Managing Director
Term for appointment as a Managing Director	5 years w.e.f. 08 th July, 2024
Perquisites	<ul style="list-style-type: none"> • Contribution to provident fund, superannuation fund or annuity fund • Gratuity payable as per company policy • Encashment of leave at the end of the tenure • Children's education allowance • Leave travel concession • Reimbursement of medical and hospitalization expenses of the Director and his family as per company policy. • Bonus for the financial year, at the discretion of the company.

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	<ul style="list-style-type: none"> • Reimbursement of expenses incurred by them in Purchase of newspapers, magazines, books and periodicals in accordance with the Company policy. • Reimbursement of expenses incurred by them on account of business of the Company in accordance with the Company policy. • Provision of chauffer driven car for the use on Company's business, meal Coupons and telephone at residence.
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Except for Mr. Tirth Uttam Mehta, Director of the Company who is the husband of the appointee, Mrs. Rashi Tirth Mehta herself and/or her relatives, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned, or interested in the Resolution mentioned in the Notice.

ITEM NO. 5: APPOINTMENT OF M/S. PURUSHOTTAM Khandelwal & Co., (FRN: 123825W) CHARTERED ACCOUNTANTS, AHMEDABAD AS THE STATUTORY AUDITORS OF THE COMPANY:

M/s. Jain Kedia & Sharma Chartered Accountants, previously appointed as the Statutory Auditor of the Company, tendered their resignation, resigned from their position as the statutory auditor of the Company with effect from November 11, 2023. The reason for their resignation was due to unresolved conflicts in commercial terms with the company.

The Board of Directors of the Company has appointed M/s. Purushottam Khandelwal & Co., Chartered Accountants, as the new Statutory Auditor of the Company, with effect from November 20, 2023. This appointment is to fill up the Casual Vacancy in the office of the statutory auditor and will hold office until the next Annual General Meeting (AGM) of the Company.

As per the provisions of Section 139(8) of the Companies Act, 2013, the shareholders of the Company, through an ordinary resolution, approved the appointment of M/s. Purushottam Khandelwal & Co., Chartered Accountants, as the Statutory Auditors of the Company. The term of their appointment is to extend until the conclusion of the next Annual General Meeting of the Company.

The tenure of M/s Purushottam Khandelwal & Co., Chartered Accountants is up to the 34th Annual General Meeting (AGM) of the Company. Considering their expertise and effective contribution, the Board of Directors of the Company has proposed to the shareholders the appointment of M/s. Purushottam Khandelwal & Co., Chartered Accountants for a period of 5 consecutive years, starting from the conclusion of this 34th AGM until the conclusion of 39th Annual General Meeting (AGM) of the Company. Pursuant to provision of Section 139 of the Companies Act, 2013 and the rules framed thereunder, the Company has received written consent from M/s. Purushottam Khandelwal & Co., Chartered Accountants and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and that the appointment, if made, shall be in accordance with the applicable

UNISON METALS LIMITED

provisions of the Act and rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Purushottam Khandelwal & Co., Chartered Accountants has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The details required to be disclosed under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) are as under:

A. Proposed fees payable to the Statutory Auditor(s): The fees proposed to be paid to M/s Purushottam Khandelwal & Co. towards statutory audit and limited review (including certifications but excluding applicable taxes and reimbursements) to Rs. 5,00,000/- plus applicable taxes for the financial year.

B. Terms of appointment: Pursuant to Section 139(8)(i) of the Companies Act, 2013, M/s Purushottam Khandelwal & Co., Statutory Auditors of the Company, shall hold from the conclusion of the 34th Annual General Meeting (AGM) till the conclusion of the 39th Annual General Meeting (AGM) of the Company.

C. In case of a new auditor, any material changes in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: There have been no material changes to the remuneration paid to our new Statutory Auditors, M/s. Purushottam Khandelwal & Co., Chartered Accountants, and M/s. Jain Kedia & Sharma, Chartered Accountants, previous auditor of the Company.

Despite the change in the auditing firm, we have ensured that the remuneration remains consistent with the previous arrangement. Our decision to maintain the remuneration unchanged is based on our confidence in the expertise and professionalism of our new auditors.

D. Basis of recommendation for appointment: The Board of Directors of Directors and the Audit Committee, at their respective meetings, based on the eligibility criteria prescribed under section 141 of the Companies Act, 2013 have considered various parameters like capability to serve a widespread business landscape as that of the Company, audit experience across the industries, market standing of the firm, clientele served technical knowledge, governance standards, etc., and found M/s. Purushottam Khandelwal & Co., Chartered Accountants suitable for this appointment and accordingly, recommended the same.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution except and to the extent of their shareholding in the Company.

ITEM NO. 6: TO APPROVE THE INCREASE OF AUTHORISED SHARE CAPITAL:

To meet the requirements of growing business, the Company has need to increase its paid up capital, which necessitates increasing the authorised share capital of the Company by infusion of more capital into the Company and in view of this, it is proposed to increase the Authorized Share Capital of the

UNISON METALS LIMITED

Company from the present **Rs. 25,00,00,000/-** (Rupees Twenty Five Crore Only) comprising of Rs. 24,25,00,000 (Rupees Twenty Four Crore Twenty Five Lakh only) divided into 2,42,50,000 (Two Crore Forty Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) and Rs. 75,00,000 (Rupees Seventy Five Lakh) divided into 7,50,000 (Seven Lakh Fifty Thousand) Redeemable Preference Shares 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 Lakh Only) divided into 3,42,50,000 (Three Crore Forty Two Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten Only) and Rs. 75,00,000 (Rupees Seventy Five Lakh) divided into 7,50,000 (Seven Lakh Fifty Thousand) Preference Shares of Rs. 10/- (Rupees Ten Only) each by creation of additional Equity Share Capital of Rs. 10,00,00,000 (Rupees Ten Crore) divided into 1,00,00,000 (One Crore Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

The proposed increase in 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 of the Company is concerned or interested in the proposed resolution except in their capacity as shareholders of the Company.

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

ITEM NO. 7: TO APPROVE THE REQUEST RECEIVED BY MR. MUKESH DEVENDRA SHAH, MRS. TRUPTI SHAH AND REKHABEN NARESHBHAI CHANGRANI FOR RECLASSIFICATION OF THEIR SHAREHOLDING FROM 'PROMOTER GROUP' TO 'PUBLIC' CATEGORY:

The Company has received letter ("request letter") Dated August 24, 2024 by the "Outgoing Persons" which are also a members of the Promoter Group of the Company, requesting for reclassification of their status from "Promoter Group" Category to "Public" Category as per Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") or as amended from time to time. Their current holding is given below:

Sr. No.	Name of the Outgoing Person	Relation	No. of Equity Shares held as on 24 th August, 2024	(%) Percentage of Shareholding / Voting Rights
1.	Mukesh Devendra Shah	NA	20,000	0.12
2.	Trupti Shah	NA	4,000	0.02
3.	Rekhaben Nareshbhai Changrani	NA	31,000	0.19

Vide Request Letter, the Outgoing Person has informed that they are not, directly or indirectly, associated with the business of the Company and do not have any influence over the business and policy decisions made by the Company and they are not involved in the day to day activities of the Company nor are they exercising any control over the affairs of the Company. Further, the Outgoing

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Person has confirmed that it along with the person related to it (as defined under clause (pp) of Regulation 2 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018);

- I. does not, together, hold more than 10% (ten percent) of the total voting rights in the Company;
- II. does not exercise control over the affairs of the Company, directly or indirectly;
- III. does not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- IV. is not represented on the board of directors of the Company (including through nominee director);
- V. is not acting as a key managerial person in the Company;
- VI. is not 'wilful defaulters' as per the Reserve Bank of India Guidelines; and
- VII. is not fugitive economic offenders.

Further, the Outgoing Persons has confirmed that subsequent to its reclassification, it will continue to comply with the provisions of Regulation 31A (4) of the Listing Regulations.

At its meeting held on August 27, 2024, the Board of Directors of the Company noted that –

- A. The Company is in compliance with requirements of minimum public shareholding as required under Regulation 38 of the Listing Regulations;
- B. The trading in equity shares of the Company have not been suspended by the stock exchanges where equity shares of the Company are listed;
- C. The Company does not have outstanding dues to the SEBI, stock exchanges and depositories.

And after considering the confirmations and undertakings given in the Request Letter with respect to compliance with Regulation 31A of the Listing Regulations, accepted and approved the request received from Outgoing Person for reclassifying its status as Public. Subsequent to the reclassification of the Outgoing Persons as mentioned in proposed Item No 5 the shareholding of the Promoter and Promoter Group of the Company will be 51.28%.

In accordance with Regulation 31A of the Listing Regulations, the reclassification of status of a shareholder from 'promoter group' category to 'public' category, inter alia, requires approval of shareholders of the company by way of an ordinary resolution and also the approval of the Stock Exchanges, where the equity shares of the Company are listed.

In accordance with the Listing Regulations, the aforesaid persons and their immediate relatives (as defined under Regulation 2(1) (pp) of the SEBI (ICDR) Regulation, 2018 shall not vote on this resolution.

None of the Directors, Key managerial personal and relatives thereof has any concern or interest, financial or otherwise, in the Special Resolution except and to the extent of their shareholding in the Company.

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ITEM NO. 8: 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, 2023, 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 2023-24.

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. 9: TO APPROVE THE DILUTION OF THE COMPANY'S SHAREHOLDING, PARTIALLY, IN ITS MATERIAL SUBSIDIARY I.E. CHANDANPANI PRIVATE LIMITED:

Unison Metals Limited (the "Parent Company") is a publicly traded company, and its subsidiary, Chandanpani Private Limited (the "Material Subsidiary"), is a significant and material subsidiary of the Company.

The Board of Directors of the Company recognizes the potential benefits and strategic advantages of enabling the Material Subsidiary to undertake an Initial Public Offering (IPO) to raise capital, enhance its market profile, and foster future growth opportunities.

In accordance with Regulation 24(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), company shall not dispose of shares in its material subsidiary resulting in reduction of its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent or cease the exercise of control over the subsidiary without passing of a special resolution.

In accordance with Regulation 24(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), any sale, disposal, or lease of assets amounting to more than 20% of the assets of a material subsidiary requires the approval of the shareholders of the listed entity by way of a special resolution.

The Board of Directors of Unison Metals Limited (the "Parent Company") has identified an opportunity to monetize its investment in its material subsidiary, Chandanpani Private Limited, by way of dilution of its shareholding in the said subsidiary.

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The proposed transaction is expected to:

1. **Unlock Value:** The transaction will enable the Company to realize the value of its investment in the subsidiary and utilize the proceeds for [repayment of debt/expansion of core business/returning value to shareholders/other strategic purposes].
2. **Strategic Focus:** This will allow the Company to focus on its core business areas, thereby aligning its resources and management efforts towards growth and sustainability in these areas.
3. **Financial Benefits:** The transaction is expected to strengthen the Company's balance sheet by [reducing debt/adding cash reserves/improving financial ratios].

In compliance with Regulation 24(5) of the SEBI LODR Regulations, the Board of Directors recommends the proposed transaction for the approval of the members of the Company by way of a special resolution. The approval of the shareholders is necessary to give effect to the transaction and to comply with the regulatory requirements.

None of the Directors or Key Managerial Personnel (KMP) of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice, except to the extent of their shareholding in the Company, if any.

ITEM NO. 10: RE-APPOINTMENT OF SHRI MAHESH V. CHANGRANI (DIN: 00153615) AS WHOLE TIME DIRECTOR OF THE COMPANY FOR THE TERM 5 YEARS:

The Company was re-appointed Shri Mahesh V. Changrani as a Whole time Director f with effect from August 23, 2019 or a term of 5 years and the his tenure is going to this year. Shri Mahesh Changrani is an engineer and is handling the affairs of the company since more than 25 years. He holds 26,000 equity shares of the company.

Having regard to the vast knowledge, experience and dedicated services rendered by him towards the growth of the Company, it is incumbent that his services should continue to be available to the Company. Hence, the Board of Directors, on recommendations of the Nomination & Remuneration Committee, has proposed to re-appointed Mr. Mahesh V. Changrani as whole-time Director of the Company for a further period of Five years with effect from August 27, 2024, subject to the approval of members on the following terms and conditions of his remuneration:

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

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This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the special resolution as set out at Item No. 10 of the Notice for approval of the members. Brief profile of the appointee director has been set out as annexure to the notice of the Annual General Meeting.

Save and except Mr. Mahesh V. Changrani and his relatives, to the extent of their shareholding interest, if any, none of the other directors/ key managerial personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 10 of the Notice.

ITEM NO. 11: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHANDANPANI PRIVATE LIMITED FOR PURCHASE OF PRODUCTS/GOODS:

To ensure stability of purchase of goods in terms of quality goods, the Company proposes to enter into transaction(s) with M/s. Chandanpani Private Limited (Company), the quantity to be purchased from M/s. Chandanpani Private Limited (Company) will be based on arm's length price. The total value from M/s. Chandanpani Private Limited (Company) could reach up to maximum 200 Crore.

The Members are apprised that pursuant to the Section 188 of the Companies Act, 2013 and applicable Rules framed there under and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Chandanpani Private Limited (Company) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Chandanpani Private Limited (Company).

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not. Pursuant to Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 a particular of the transaction(s) with M/s. Chandanpani Private Limited is as follows:

Sr. No.	Particulars	Remarks
1.	Name of Related Party	M/s. Chandanpani Private Limited
2.	Type of Transaction	Purchase of goods or services
3.	Material Terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the

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		rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Entities with joint control or significant influence over entity
5.	Tenure of the Proposed transaction	In any of the financial year
6.	Value of the proposed transaction (not to exceed)	Rs. 200 Crore (Rupees One Hundred Crore Only)
7.	Value of RPT as % of Company's audited annual consolidated turnover of Rs. 27,575.58 Lakhs for the financial year 2023-24	More than 10%
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
9.	Justification as to why the RPT is in the interest of the Company	The said RPT is entered by the company with its subsidiary company i.e. Chandanpani Private Limited.
10.	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

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

ITEM NO. 12: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHANDANPANI PRIVATE LIMITED FOR SALE OF PRODUCTS/GOODS:

To ensure stability of sale of goods in terms of quality goods, the Company proposes to enter into transaction(s) with M/s. Chandanpani Private Limited (Company), the quantity to be sold to M/s. Chandanpani Private Limited (Company) will be based on arm's length price. The total value from M/s. Chandanpani Private Limited (Company) could reach up to maximum 200 Crore.

The Members are apprised that pursuant to the Section 188 of the Companies Act, 2013 and applicable Rules framed there under and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any Related Party Transaction will require prior approval of

UNISON METALS LIMITED

shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Chandanpani Private Limited (Company) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Chandanpani Private Limited (Company).

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Pursuant to Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 a particular of the transaction(s) with M/s. Chandanpani Private Limited is as follows:

Sr. No.	Particulars	Remarks
1.	Name of Related Party	M/s. Chandanpani Private Limited
2.	Type of Transaction	Sale of goods or services
3.	Material Terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Entities with joint control or significant influence over entity
5.	Tenure of the Proposed transaction	In any of the financial year
6.	Value of the proposed transaction (not to exceed)	Rs. 200 Crore (Rupees One Hundred Crore Only)
7.	Value of RPT as % of Company's audited annual consolidated turnover of Rs. 27,575.58 Lakhs for the financial year 2023-24	More than 10%
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	Not Applicable
	(i) Details of financial indebtedness Incurred	
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	

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9.	Justification as to why the RPT is in the interest of the Company	The said RPT is entered by the company with its subsidiary company i.e. Chandanpani Private Limited.
10.	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

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

ITEM NO. 13: TO APPROVE RELATED PARTY TRANSACTIONS WITH M/S. CHANDANPANI PRIVATE LIMITED FOR JOB WORK:

To ensure stability of sale of goods in terms of quality goods, the Company proposes to enter into transaction(s) with M/s. Chandanpani Private Limited (Company), the quantity to be sold to M/s. Chandanpani Private Limited (Company) will be based on arm's length price. The total value from M/s. Chandanpani Private Limited (Company) could reach up to maximum 200 Crore.

The Members are apprised that pursuant to the Section 188 of the Companies Act, 2013 and applicable Rules framed there under and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with M/s. Chandanpani Private Limited (Company) comes within the meaning of Related Party transaction(s) in terms of provisions of the Act.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with M/s. Chandanpani Private Limited (Company).

As per Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, related parties of the Company shall abstain from voting on such resolutions whether the entity is a related party to the particular transaction or not.

Pursuant to Regulation 23 of SEBI Listing Regulations read with SEBI Circular dated 22nd November 2021 a particular of the transaction(s) with M/s. Chandanpani Private Limited is as follows:

Sr. No.	Particulars	Remarks
1.	Name of Related Party	M/s. Chandanpani Private Limited
2.	Type of Transaction	Job Work
3.	Material Terms and particulars of the proposed transaction	Material terms and conditions are based on the contracts which inter alia include the

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		rates which are based on prevailing market price and commercial terms as on the date of entering into the contract(s).
4.	Nature of Relationship with the Company including nature of its concern or interest (financial or otherwise)	Entities with joint control or significant influence over entity
5.	Tenure of the Proposed transaction	In any of the financial year
6.	Value of the proposed transaction (not to exceed)	Rs. 200 Crore (Rupees One Hundred Crore Only)
7.	Value of RPT as % of Company's audited annual consolidated turnover of Rs. 27,575.58 Lakhs for the financial year 2023-24	More than 10%
8.	If the transaction relates to any loans, inter - corporate deposits, advances or investments made or given by the listed entity or its subsidiary:	
	(i) Details of financial indebtedness Incurred	Not Applicable
	(ii) Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	
	(iii) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the related party transaction	
9.	Justification as to why the RPT is in the interest of the Company	The said RPT is entered by the company with its subsidiary company i.e. Chandanpani Private Limited.
10.	Copy of the valuation or other external party report, if any such report has been relied upon	Not Applicable
11.	Any other information relevant or important for the members to take a decision on the proposed resolution	None

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

PLACE: AHMEDABAD

DATE: 27.08.2024

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

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. Maheshbhai V. Changrani
DIN	00153615
Background details	Mr. Maheshbhai V. Changrani holds a Bachelor degree of Mechanical Engineer with a decade's worth of experience working as a director of the company.
Father Name	Vishandas Changrani
Date of Birth	06/11/1958
Date of Appointment	16/11/2010
Qualifications	Mechanical Engineer
Listed entities in which the person holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Expertise in specific functional areas	Production area
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	2
Memberships / Chairmanships of committees of other public companies	1
Number of shares held in the Company	26,000 (0.16%) Equity Shares
Inter-se Relationship between Directors	Nil

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Particulars	Mrs. Rashi Tirth Mehta
DIN	10697866
Background details	Mrs. Rashi Tirth Mehta is a qualified Chartered Financial Analyst having experience of more than 5 years in marketing.
Father Name	Sharad Ramkrishna Gattani
Date of Birth	04/06/1990
Date of Appointment	08/07/2024
Qualifications	Chartered Financial Analyst
Listed entities in which the person holds the Directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years	NIL
Expertise in specific functional areas	Marketing
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	NIL
Memberships / Chairmanships of committees of other public companies	NIL
Number of shares held in the Company	NIL
Inter-se Relationship between Directors	Mrs. Rashi Tirth Mehta is wife of Mr. Tirth Uttam Mehta