

NOTICE

UNISON METALS LIMITED

Regd. Office :- PLOT NO 5015, PHASE 4,
RAMOL CHAR RASTA, G I D C, VATVA AHMEDABAD – 382445
Tel:- (079)-25841512
Website: www.unisongroup.net
CIN: L52100GJ1990PLC013964

NOTICE is hereby given that the 32nd Annual General Meeting of Unison Metals Limited will be held on Friday, September 30, 2022 at 11.00 A.M. at the Registered Office situated at Plot No. 5015, Phase-4IV, Ramol Char Rasta GIDC, Vatva, Ahmedabad 382 445, 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, 2022 comprising of the Balance Sheet as at March 31, 2022, Statement of Profit & Loss Account and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Maheshbhai V. Changrani [DIN: 00153615] who retires by rotation and being eligible, offers him-self for re- appointment.

Therefore, members are requested to consider and if thought fit, to pass the following resolution as an ordinary resolution:

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Maheshbhai V. Changrani [DIN: 00153615], who retires by rotation, be and is hereby re-appointed as a director liable to retire by rotation"

SPECIAL BUSINESS:

3. **TO RATIFY / APPROVE THE SALES (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED OF THE COMPANY.**

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company ratify the

material related party transactions between the Company and M/s. Mangalam Alloys Limited with in respect to sales aggregate value of which does not exceed 200 Crore (Rupees Two Hundred Crore Only) at any period of time on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

FURTHER RESOLVED THAT the members hereby ratify the material related party transactions between the Company and M/s. Mangalam Alloys Limited at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

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

RESOLVED FURTHER THAT any of the Director and 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."

4. TO RATIFY / APPROVE THE PURCHASES (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 (Listing Regulations) and other applicable provisions, if any of the Listing Regulations, Companies Act, 2013 and Rules made thereunder, including statutory modification(s) or re-enactment thereof for the time being in force and as may be notified from time to time, consent of the members of the company be and is hereby accorded to the Board of Directors of the company ratify the material related party transactions between the Company and M/s. Mangalam Alloys Limited with in respect to purchases and Job work aggregate value of which does not exceed 200 Crore (Rupees Two Hundred Crore Only) at any period of time on such terms and conditions as specified in the table forming part of the Explanatory Statement annexed to this notice.

FURTHER RESOLVED THAT the members hereby ratify the material related party transactions between the Company and M/s. Mangalam Alloys Limited at arm's length basis and in the ordinary course of business, under the existing related party arrangement as detailed in the Explanatory Statement to this Notice.

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

RESOLVED FURTHER THAT any of the Director and 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."

5. **RE-APPOINTMENT OF TIRTH U. MEHTA (DIN:02176397) AS A MANAGING DIRECTOR OF THE COMPANY:**

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) and Articles of Association of the Company, approval of the members be and is hereby accorded to re-appoint Mr. Tirth U. Mehta (DIN: 02176397) as a Managing Director, liable to retire by rotation, designated as Executive Director of the Company, for a further period of 5 (five) years with effect from September 2, 2022 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

6. **TO CONSIDER THE RE-APPOINTMENT OF M/S JAIN KEDIA AND SHARMA , CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors Rules, 2014), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and are hereby accorded to re-appoint, M/s. Jain Kedia and Sharma, Chartered Accountants (Firm Registration No. 103920W), as the Statutory Auditors of the Company for a term of 5 years from 01st April, 2022 to 31st March 2027 and to hold office until the conclusion the Annual General Meeting to be in the year 2027, on such remuneration plus tax, out-of-pocket expenses as may be mutually agreed between the Board of Directors of the Company.

RESOLVED FURTHER THAT any of the Director and 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.”

PLACE: AHMEDABAD.
DATE: 02.09.2022

By Order of the Board
For, **UNISON METALS LIMITED**

Sd/- _____
[Tirth U Mehta]
DIN: 02176397
Managing Director

Regd. Office :- PLOT NO 5015, PHASE 4,
RAMOL CHAR RASTA, G I D C, VATVA
AHMEDABAD – 382445
GUJARAT.
INDIA.
Tel:- (079)-25841512
Website: www.unisongroup.net
CIN: L52100GJ1990PLC013964

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10 percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

The brief profile of the Directors proposed to be appointed / re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

2. The relevant statement Pursuant to section 102 of the Companies' Act 2013 ('the Act'), setting out the material facts relating to special businesses set out in the Notice is Annexed hereto.

Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.

3. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://www.unisongroup.net/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form and to TSRDL in case the shares are held in physical form.
4. The Register of Members and the Share Transfer books of the Company shall remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022 (both days inclusive).
5. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11.00 a.m. and 05.00 p.m. up to the date of meeting.

6. 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.
7. All documents referred to in the accompanying Notice to the Members and the Explanatory Statement are available for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays, during working hours up to and including the date of the AGM.
8. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
9. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to TSRDL in case the shares are held in physical form.
11. The route map showing directions to reach the venue of the thirty Two AGM is annexed.
12. Members desiring any information relating to the accounts are requested to write to the Company at least ten days before the AGM so as to enable the management to keep the information available at the AGM.
13. In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2021- 22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.unisongroup.net, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com, and on the website of Company's Registrar and Transfer Agent, Link Intime India Pvt. Limited at www.unisongroup.net. For receiving all communication (including Annual Report) from the Company electronically:
14. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at

www.unisongroup.net or Company's Registrar and Transfer Agent, Link Intime India Pvt. Limited at : www.unisongroup.net;

Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant

1. Members as on the cut-off date of September 23, 2022 shall only be entitled for availing the remote E-voting facility and voting facility during the AGM. A person who is not a Member on the cut-off date should accordingly treat this Notice for information purposes only and attend the AGM and shall not be entitled to any voting rights.
2. In compliance with MCA Circulars and SEBI Circular dated January 15, 2021 read with SEBI Circular dated May 12, 2020 ("collectively referred to as SEBI Circulars") The Notice of Twenty Eight AGM along with the Annual Report for the financial year SEBI will be sent electronically indicating the process and manner of remote e-voting to the Members whose e-mail addresses are registered with the Depository Participants /Company. The physical copy of the Notice of Thirty Two AGM along with the Annual Report for the financial year SEBI Circular dated May 05, 2020 will be sent through permitted mode to those Members whose e-mail addresses are not registered with the Depository Participants/Company indicating the process and manner of remote e-voting.

The Members will be entitled to receive physical copy of the Annual Report for the financial year ended on March 31, 2022, free of cost, upon sending a request to the Registrar and Transfer Agent or the Company Secretary of the Company. The Notice along with the Annual Report will also be available on the Company's website www.unisongroup.net

15. Voting through Electronic means:

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and other applicable provisions, if any, of the Companies Act, 2013 Rule 20 of the Companies (Management and Administration) Rules 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the company is pleased to provide its Members the facility to exercise their right to vote at the Annual general Meeting by electronic means. The business may be transacted through E-Voting Services provided by Central depository Service Limited (CDSL).

The members, whose names appear in the Register of members/list of Beneficial Owners as on Friday, September 23, 2022 i.e. cut-off date are entitled to vote on the resolutions set forth in this Notice.

The voting through electronic means will commence on September 27, 2022 (09.00 AM) and ends on September 29, 2022 (5.00 PM). The members will not be able to cast their vote electronically envisaged herein above beyond the date and time mentioned above.

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

The Scrutinizer shall after the conclusion of e-Voting at the 32th 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's 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 38thAGM, who shall then countersign and declare the result of the voting forthwith.

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 Insta Vote 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, Mumbai.

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

The instructions for members for voting electronically are asunder:

[Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:](#)

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

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

<u>Type of shareholders</u>	<u>Login Method</u>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ul style="list-style-type: none"> Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) & login through their depository participants</p>	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in Physical mode & voting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>
 - ▶ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -
 - A. **User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + 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. **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/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘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).
2. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.
4. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
5. E-voting page will appear.
6. 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).
7. 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.
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Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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 minimum 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 have forgotten the password:

- Shareholders/ members 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022- 23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions (‘FAQs’)** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

A) General Instruction:

- (i) You are advised to cast your vote only through one mode (E-voting or through Show of Hands or Poll at the AGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at the meeting through Show of Hand or Poll would be rejected.

- (ii) Members, who have registered their E-mail addresses with the Company or their Depository Participant, are being sent the AGM Notice along with the Annual Report, Attendance Slip & Proxy Form by E-mail and others are being sent by post.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than 48 hours after the conclusion of the AGM to the Chairman of the Company. The Chairman, or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company www.unisongroup.net within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchange where the Company's shares are listed viz. BSE Limited.

GREEN INITIATIVE - AN IMPORTANT COMMUNICATION TO MEMBERS

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

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS OF,
UNISON METALS LTD.**

Date: 02/09/2022

Place: Ahmedabad

Sd/-

Mitaliben R. Patel

(Company Secretary & Compliance Officer)

Regd. Office: PLOT NO 5015, PHASE 4, RAMOL CHAR RASTA,
G I D C, VATVA AHMEDABAD - 382445
CIN: L52100GJ1990PLC013964

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

ITEM NO. 3 TO RATIFY / APPROVE THE SALES (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED OF THE COMPANY.

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

Pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other approvals, consent of the members through general meeting is required for the ratification / approval of the material contracts / arrangements as stated above entered into by the Company with related party.

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.

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

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

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

ITEM NO. 4 TO RATIFY / APPROVE THE PURCHASE (RELATED PARTY TRANSACTIONS) WITH MANGALAM ALLOYS LIMITED OF THE COMPANY.

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

Pursuant to the provisions of the Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder and Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to other approvals, consent of the members through general meeting is required for the ratification / approval of the material contracts / arrangements as stated above entered into by the Company with related party.

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.

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

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

Your Directors recommend the resolution for your approval as an Ordinary Resolution.

ITEM NO:5

RE-APPOINTMENT OF SHRI TIRTH U. MEHTA (DIN: 02176397) AS MANAGING DIRECTOR OF THE COMPANY FOR THE TERM 5 YEARS

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Tirth U. Mehta (DIN: 02176397) as Managing Director of the Company, liable to retire by rotation, for a term of 5 years i.e. from 2nd September, 2022 to 1st September, 2027. 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 of the Company at its meeting held on 2nd September, 2022, subject to the approval of Members, on the recommendation of Nomination and Remuneration Committee. The approval of the members is being sought to the terms, conditions and stipulations for the remuneration payable to him.

The Board approve following terms & Conditions:

- 1) The Managing director shall be entitled to a salary of Rs.2,65,000/- per month.
- 2) The Managing director shall be entitled to house rent allowance of Rs. 1,20,000/- per month.
- 3) The Managing director shall be entitled to reimbursement of hospital and medical expenses for self and family, subject to the ceiling of one month's salary in a year or of as many month's salary in a block of so many years as are there in the total tenure.
- 4) Leave travel concession for self and family once in a year incurred in accordance with any rules of the company.
- 5) Club fee & expenses subject to one club.
- 6) Personal accident insurance premium not exceed Rs.2,000/- per annum.

- 7) The car shall be provided by the company for office as well as personal use.
- 8) Telephone facility at residence shall not be considered as perquisite.

Save and except Mr. Tirth U. Mehta (DIN 02176397) and her relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice. In accordance with the provisions of Section 196,197 and 203 read with Schedule V to the Act, remuneration payable to the Managing director requires approval of members by way of a Special Resolution. The Board recommends the Special Resolution set out at Item No.5 of the Notice for approval by the members.

ITEM NO.6 TO CONSIDER THE RE-APPOINTMENT OF M/S JAIN KEDIA AND SHARMA , CHARTERED ACCOUNTANTS AS A STATUTORY AUDITOR OF THE COMPANY.

As recommended by the Audit Committee, Board of Directors of the Company, appointed M/s. Jain Kedia and Sharma, Chartered Accountants (Membership No. 035997, FRN: 103920W), Ahmadabad, Gujarat, as Statutory Auditors of the Company from this AGM and they shall hold the office from the conclusion of this Annual General Meeting until the conclusion of 37th Annual General Meeting of the Company at such remuneration as may be agreed upon between the Auditor and the Board of Directors of the Company.

M/s. Jain Kedia and Sharma, Chartered Accountants (Membership No. 035997, FRN: 103920W), have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

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

The Board recommends the Ordinary Resolution set forth in Item No. 6 of the Notice for approval of the Members.

Form No. MGT-11

Proxy form

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

CIN: L52100GJ1990PLC013964

Name of the Company: UNISON METALS LTD

Registered office: Plot No 5015, Phase 4, Ramol Char Rasta, G I D C, Vatva Ahmedabad – 382445

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

2. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

3. Name: _____

Address:

E-mail Id:

Signature: _____, or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 32nd Annual General Meeting of members of the Company, to be held on Friday, September 30, 2022 at 11.00 A.M. at the Registered office situated at Plot No 5015, Phase 4, Ramol Char Rasta, G I D C, Vatva Ahmedabad – 382445 and at any adjournment thereof in respect of such resolutions as are indicated below Resolution:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended on March 31, 2022 comprising of the Balance Sheet as at March 31, 2022, Statement of Profit & Loss Account and Cash Flow Statement as on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the Report of the Board of Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Maheshbhai V. Changrani [DIN: 00153615] who retires by rotation and being eligible, offers him-self for re- appointment.
3. To ratify / approve the Sales (Related Party Transactions) With Mangalam Alloys Limited of the Company.
4. To ratify / approve the purchase (Related Party Transactions) With Mangalam Alloys Limited of the Company.
5. Re-appointment of Shri Tirth U. Mehta (DIN: 02176397) as Managing director of the company for the term 5 years
6. To Consider the Re-appointment of M/s Jain Kedia and Sharma , Chartered Accountants as a Statutory Auditor of the Company

Signed this ____ day of..... 2022

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue

Stamp

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

ATTENDANCE SLIP

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

I hereby record my presence at the 32nd Annual General Meeting of the Company convened on Friday, September 30, 2022 at 11.00 A.M. at the Registered office of the Company situated at Plot No 5015, Phase 4, Ramol Char Rasta, G I D C, Vatva Ahmedabad – 382445.

Registered Folio No	
No of Shares	

Name and Complete Address of the Equity Shareholder	
Signature	

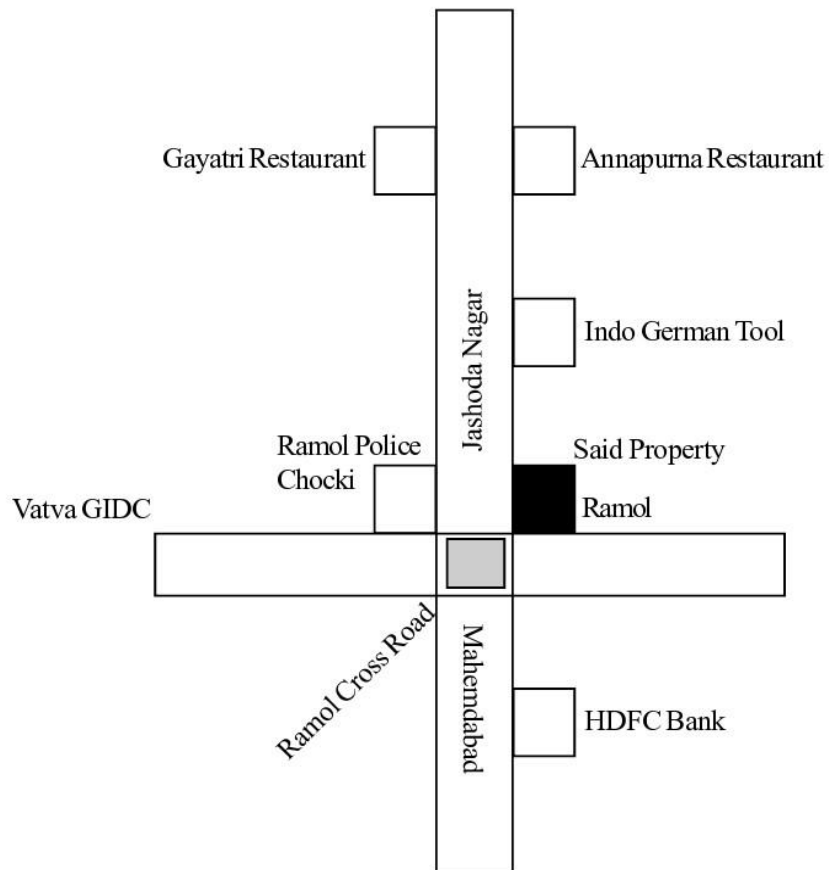
Name of the Proxy Holder/Authorized Representative:	
Signature	

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

UNISON METALS LTD.



ROUTE MAP TO THE VENUE



DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERALMEETING

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	MAHESH CHANGRANI	TIRTH MEHTA
Directors Identification Number [DIN]	00153615	02176397
Date of Birth	06/09/1958	15/04/1990
Date of appointment on the Board	02/09/2019	31/08/2022
Qualifications	Mechanical Engineer	MBA
Directorship held in other Public Companies (excluding foreign, private and Section 8 companies)	2	2
Memberships/ Chairmanships of Committee of other public companies (includes only Audit Committee & Stakeholders' Relationship Committee)	N.A	YES
Number of shares held in the Company	26000	1476750
Expertise in Specific Area	Production area	Finance

PLACE: AHMEDABAD.
DATE: 02/09/2022

By Order of the Board
For, UNISON METALS LIMITED

Sd/- _____
[TIRTH U. MEHTA]
DIN: 02176397
Managing Director

Regd. Office: - Regd. Office: PLOT NO 5015, PHASE 4,
RAMOL CHAR RASTA,
G I D C, VATVA
AHMEDABAD - 382445
Tel:-(079)-225841512
Website: www.unisingroup.net
CIN: L52100GJ1990PLC013964