



G R SHAH & ASSOCIATES

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the
29th Annual General Meeting of the Equity Shareholders
Unison Metals Ltd
Plot No 5015, Phase 4, Ramol Char Rasta,
G I D C, Vatva,
Ahmedabad- 382 445.

Dear Sir,

I, Gaurang Shah, proprietor of G R Shah & Associates, Company Secretaries, Ahmedabad, have been appointed as Scrutinizer of Unison Metals Ltd (CIN: L52100GJ1990PLC013964), ("the Company") for the purpose of scrutinizing the e-voting process and voting by poll in a fair and transparent manner and ascertaining the requisite majority on e-voting and voting by poll carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 29th Annual General meeting of the Equity Shareholders of Unison Metals Ltd held on Monday, 30th September, 2019 at 11.00 a.m. at the registered office of the company at Plot No 5015, Phase 4, Ramol Char Rasta, G I D C, Vatva, Ahmedabad 382445, I submit my report as under:

1. The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules relating to voting through electronic means (i.e. by remote e-voting and voting by poll at the AGM) on the resolutions contained in the Notice of the Annual General Meeting (AGM) of the Company. My responsibility as the scrutinizer is restricted to make a scrutinizer report of the votes cast in favour/ against the resolutions stated in the notice.
2. The Company has entered into an agreement with Central Depository Service (India) Limited (CDSL), the authorized agency engaged by the company to provide e-voting facilities for voting through electronic means to all the members who are eligible to take part in the remote e-voting.





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3. Thee-voting period remained open from 27th September, 2019 at 9.00 a.m. to 29th September, 2019 at 5:00 p.m.
4. The shareholders holding shares as on the "cut off" date i.e. 23rd September, 2019 were entitled to vote on the proposed resolution (Item No. 1 to 13 as set out in the Notice of the AGM of the Company).
5. Accordingly the electronic votes cast were taken into account and on 29th September, 2019 (around 5:00 p.m.); thee-voting portal was blocked for voting by CDSL.
6. After the time fixed for closing of poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened by me in presence of Ms. Deepali Malpani and Mr. Monal Sheth and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
8. I found **NIL** invalid poll papers.
9. After the conclusion of the Annual General Meeting of the Company, the votes cast at the meeting were counted and the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses **1. Ms. Deepali Malpani** and **2. Mr. Anmol Shanwlesha** who are not in the employment of the Company.
10. Thereafter, the details, containing, inter-alia, list of equity shareholders, who voted "**For**" and "**Against**", were downloaded from the e-voting website i.e. <https://www.evotingindia.com> Data regarding the e-voting were diligently scrutinized.
11. The register has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, Folio No. or Client ID of the shareholders, No. of shares held by them and nominal value of such shares. There were no shares with differential voting rights in the Company; hence there is no requirement of maintaining of the list of shares with differential voting rights.
12. There were 11 shareholders present at the meeting present in person or by proxy at the Annual General Meeting.






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Consolidated report on result of e-voting and voting by poll is as under:

Item No. 1: As an Ordinary Resolution

To received, consider and adopt the Audited Financial Statements for the year ended On 31st March, 2019:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

Gaurang



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Item No. 2: As an Ordinary Resolution:

To appoint a director in place of Mr. Tirth U. Mehta (holding DIN 02176397), Director who retires by rotation and being eligible for re-appointment, offers himself for re-appointment.

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	4	1295500	67.70
Total	12	1621429	84.74

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	1	292100	15.26
Total	1	292100	15.26

Gaurav



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Item No. 3: As a Special Resolution

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

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-






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Item No. 4: As a Special Resolution

To sell of whole or substantially whole undertakings and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-






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Item No. 5: As a Special Resolution

To authority to the board of directors to make loans, give guarantees and make investments in other bodies corporate and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

i. Voted in favour of the resolution:



Mode of Voting	Number of members Voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of Valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-



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Item No. 6: As an Ordinary Resolution

To increase in authorised share capital of the company and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

Gaurav




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Item No. 7: As a Special Resolution

To adoption of new sets of articles as per companies act, 2013 and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

i. Voted in favour of the resolution:

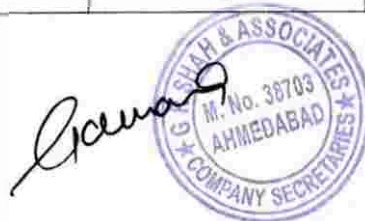
Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-





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Item No. 8: As a Special Resolution

To adoption of new set of memorandum of association as per companies act, 2013 and if thought fit, to pass with or without modification the following resolution as a Special Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-





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Item No. 9: As an Ordinary Resolution

To re-appointment of Shri Mahesh V. Changrani (din: 00153615) as whole time director of the company for the term 5 years and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-





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Item No. 10: As an Ordinary Resolution

To revision of the remuneration of Shri Mahesh V. Changrani (DIN: 00153615) and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

Lawan
G R SHAH & ASSOCIATES
No. 38703
AHMEDABAD
COMPANY SECRETARIES



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Item No. 11: As an Ordinary Resolution

To to approve for regularization of Uttamchand C Mehta (DIN: 00153639) and designated as chairman of the company and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	5	1587600	82.97
Total	12	1913529	100

ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-





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Item No. 12: As an Ordinary Resolution

To to enter into purchases (related party transactions) with Mangalam Alloys Limited and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	3	1091800	57.06
Total	10	1417729	74.09

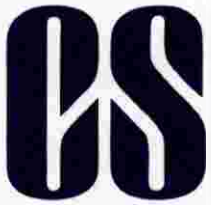
ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	2	495800	25.91
Total	2	495800	25.91



G R SHAH & ASSOCIATES

Item No. 13: As an Ordinary Resolution

To enter into sales (related party transactions) with Mangalam Alloys Limited and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

i. Voted in favour of the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	7	325929	17.03
Through remote e-voting	3	1091800	57.06
Total	10	1417729	74.09

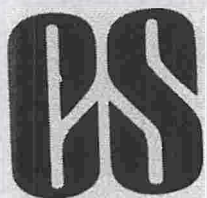
ii. Voted against the resolution:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	-	-	-
Total	-	-	-

iii. Votes Invalid:

Mode of Voting	Number of members voted (in person or by proxy)	Number of votes cast by members	% of total number of valid votes casted
Through voting by poll	-	-	-
Through remote e-voting	2	495800	25.91
Total	2	495800	25.91

Gaurav
G R SHAH & ASSOCIATES
No. 38703
AHMEDABAD
COMPANY SECRETARIES



G R SHAH & ASSOCIATES

13. Based on the above voting, all resolutions carried on with requisite majority accordingly I request the Chairman of 29th Annual General Meeting to announce the results of the voting.
14. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
15. Register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves and signs the Minutes.

Thanking you,
Yours faithfully,
For, G R Shah & Associates
Company Secretaries


Gaurang Shah
Proprietor

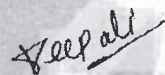
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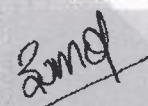
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Place: Ahmedabad

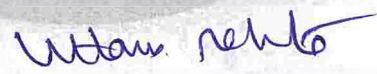
Dated: 30/07/2019




Witness 1
Ms. Deepali Malpani


Witness 2
Mr. Anmol Shanwlesha

COUNTERSIGNED BY:
For, Unison Metals Ltd


Uttamchand Chandanmal Mehta
Chairman
(DIN: 00153639)