



UNISON METALS LTD.

Regd. Office Works : Plot No. 5015, Ph. IV, Ramol Char Rasta, G.I.D.C. Vatva, Ahmedabad-382 445.

☎ : (079) 2584 05 42, 2584 15 12 Fax : 079 - 2584 17 43

E-mail : unisonmetals@gmail.com, Website : www.unisongroup.net CIN No. L52100GJ1990PLC013964

Date :

Date: November 05, 2020

To
The Manager – Listing Department
BSE Ltd.
Floor 25, P. J. Towers
Dalal Street,
Mumbai - 400 001.

Company Code: 538610

Subject: Intimation in respect of 30th Annual General Meeting, Remote E-Voting Facility
& Book Closure

Respected Sir,

Notice of 30th Annual General Meeting of the members of Unison Metals Limited scheduled to be held on Monday, the 30th November, 2020 at 11.00 a.m. through video conferencing ("VC") Other Audio Visual Means ("OAVM").

Information of Book Closure/Record Date of our Company

- 1) Name of Company : Unison Metals Ltd.
- 2) Security Code No. : 538610
- 3) ISIN No. : INE099D01018
- 4) Type of Security : Equity
- 5) Book Closure : 24/11/2020 to 30/09/2020 (both days inclusive)
- 6) Record Date for
Dispatch of Annual Report: : 23rd October, 2020
- 7) Cut-off Date for Voting : 23rd November, 2020
- 8) Remote E-voting period : 27th November, 2020 (9.00 AM) to 29th November, 2020 (5.00 P.M)
- 9) Purpose : Annual General Meeting

Kindly acknowledge the same & take the above on your records.

Thanking you,
Yours Faithfully,
For Unison Metals Limited

Mitali R. Patel
Company Secretary



ENCL: Notice of 30th Annual General Meeting

of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. Increasing the Remuneration of Managing Director Shri Tirth U. Mehta:

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 196,197 and 203 and all other applicable provisions of the Companies Act, 2013 read with the Schedule V to the said act and Companies (Appointment and remuneration of Managerial personnel) Rules, 2014 and the recommendation of Nomination and Remuneration Committee, the Consent of members be and is hereby accorded to increase the remuneration of Managing Director Shri Tirth U. Mehta from the existing the salary of Rs.2,00,000/- p.m. and HRA Rs.85000/- p.m. to Salary of Rs.2,65,000/- p.m. and HRA Rs.1,20,000/- p.m. respectively.

RESOLVED FURTHER THAT the board of Directors of the Company or a Committee of the Board be and is hereby authorized to approve the terms and conditions including any changes in the remuneration and do all such other acts, deeds and things which are necessary and incidental in order to give effect this resolution. The Board approve following terms & Conditions:

- 1) production, stores & misc. purchases and factory administration of the company but always subject to the superintendence, control and direction of the board of directors of the Company.
- 2) The Managing director shall be entitled to a salary of Rs.2,65,000/- per month.
- 3) The Managing director shall be entitled to house rent allowance of Rs. 1,20,000/- per month.
- 4) 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.
- 5) Leave travel concession for self and family once in a year incurred in accordance with any rules of the company.
- 6) Club fee & expenses subject to one club.
- 7) Personal accident insurance premium not exceed Rs.2,000/- per annum.
- 8) The car shall be provided by the company for office as well as personal use.
- 9) Telephone facility at residence shall not be considered as perquisite.

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

TIRTH U. MEHTA
(Managing Director)

Place: Ahmedabad

Date: 27/08/2020

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 05, 2020 read with circular dated April 08, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of Annual General Meeting through VC/OAVM, without the physical presence of the members at a common venue. 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 AGM of the Company is held through VC/OAVM. **Hence, Members can attend and participate in the AGM through VC/OAVM only. The deemed venue for the 30th Annual General Meeting of the Company shall be the Registered Office of the Company. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.**
Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
2. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
3. 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.
4. 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.
1. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting 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. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

2. The Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Company Secretary or authorised representative of the Company at e-mail ID secretary@unisongroup.net
3. Registration of email ID and Bank Account details: In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address In case the shareholder has not registered his/her/their email address with the Company/its RTA/ Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:
 - (i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - (ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP
4. In compliance with the aforesaid MCA Circulars and SEBI Circular, The Notice of the Annual General Meeting along with the Annual Report for the financial year 2019-20 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2019-20 will also be available on the Company's website www.unisongroup.net and websites of the Stock Exchange i.e. Bombay Stock Exchange Limited at www.bseindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
5. The Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 24th November, 2020 to Monday, 30th November, 2020 (both days inclusive).

The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission/transposition of shares. Members are requested to submit the PAN details to their Depository Participant in case of holdings in dematerialized form and to the Company's Registrars and Transfer Agents, mentioning your correct reference folio number in case of holdings in physical form.
7. Members desiring any information relating to the accounts are requested to write to the Company before 10 days in advance so as to enable the management to keep the information ready.
8. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, November 23, 2020, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means
9. The Company has appointed GR Shah & Associates, Practising Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.
10. The facility for voting through electronic voting system be made available at the AGM and the members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM through E-Voting. The Company has entered into an arrangement with Link Intime India Private Limited for facilitating remote e-voting for AGM.

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

11. Instructions for Shareholders/Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:
 - 11.1 The Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis
 - 11.2 The Members are requested to participate on first come first serve basis as participation through VC/ OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Shareholders/ Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first serve basis. Members can log in and join 15 (fifteen) minutes prior to the

schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. Participation is restricted upto 1,000 members only.

12. The Members will be provided with InstaMeet facility wherein Member shall register their details and attend the Annual General Meeting as under:

12.1 Open the internet browser and launch the URL for InstaMeet <> and register with your following details:

- a. DP ID / Client ID or Beneficiary ID or Folio No.: Enter your 16 digit DP ID / Client ID or Beneficiary ID or Folio Number registered with the Company
- b. PAN: Enter your 10 digit Permanent Account Number (PAN)
- c. Mobile No.
- d. Email ID

12.2 Click "Go to Meeting"

12.3 **Notes:**

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

The 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 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 the members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: - Tel : (022-49186175)

Instructions for Shareholders/Members to register themselves as Speakers during Annual General Meeting:

13. The Members who would like to express their views or ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/folio number, email id, mobile number at secretary@unisongroup.net from November 27, 2020 from 09:00 am to November 29, 2020 until 05:00 pm.

14. The first 50 Speakers on first come basis will only be allowed to express their views/ask questions during the meeting.

15. The Members, who would like to ask questions, may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at secretary@unisongroup.net. The same will be replied by the company suitably.

16. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting

17. The Members should allow to use camera and are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

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

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

18.1 On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

18.2 Enter 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'

18.3 After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

18.4 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'.

18.5 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.

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

19. The 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.

20. The 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.

21. In case the shareholders/members have any queries or issues regarding e-voting, you can write an email to instameet@linkintime.co.in or Call us: Tel:(022- 49186175)

22. Voting through electronic means:

23. In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the Twenty Fourth AGM by electronic means ("e-voting") and business may be transacted through remote e-voting (e-voting from a place other than venue of the AGM,) services provided by Link Intime (India) Private Limited for the resolutions set forth in this Notice. It is hereby clarified that it is not mandatory for a Member to vote using the remote e-voting facility and a Member may avail facility at his/her discretion, subject to compliance with the instructions for remote e -voting given below :

24. The instructions for remote e-voting are as under:

The instructions for members for voting electronically are as under:-

24.1 The voting period begins on November 27, 2020 at 09.00 am and ends on November 29, 2020 at 05.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 23, 2020, may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.

24.2 Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>..

24.3 Click on "Login" tab, available under 'Shareholders' section.

24.4 Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

24.5 Your User ID details are given below

- a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
- b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
- c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is event No. 200222+ Folio Number registered with the Company

24.6 Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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)

For Shareholders holding shares in Demat Form or Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders).
DOB/DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Bank Number Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by DEMAT shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

25. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View Event No. 200222 of the company, you choose to vote.
26. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. 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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.
27. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
28. After selecting the appropriate option i.e. "Favour/ Against" as desired and you have decided to vote, 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.
29. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
30. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.
 - During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
 - Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
 - In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.
31. The Chairman shall at the end of discussion on the resolutions on which voting is to be held, allow voting for all those members who are present at the AGM through VC/OAVM but have not cast their votes through the remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system provided during the AGM.
 32. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit within the stipulated time, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 33. 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.
 34. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to M/s. Link Intime Private Limited, Registrar and Transfer Agent of the Company or they can inform via E-mail at Investor Service Department of the Company at secretary@unisongroup.net

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

TIRTH U. MEHTA
(Managing Director)

Place: Ahmedabad
Date: 27/08/2020

ANNEXURE TO NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”)

ITEM NO.3:

A resolution was passed at the Annual General Meeting of the member held on 30th September 2019 at the registered office situated at Plot no.5015, Phase IV, GIDC Vatva, Ahmedbad-382445 at 11:00 am, which is reproduced hereunder:

RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing Rs.4,00,00,000 (Rupees Four Crore Only) divided into 32,50,000 (Thirty Two Lac Fifty Thousand) Equity Shares of Rs. 10/- each and 7,50,000 (Seven Lac Fifty Thousand) Redeemable preference shares of Rs.10 each to Rs. 25,00,00,000 (Rupees Twenty Five Crore) divided into 2,42,50,000 (Two crores Forty Two Lakhs Fifty Thousand) Equity Shares and 7,50,000 (Seven Lac Fifty Thousand) Redeemable preference shares of Rs. 10/- each by creation of additional 2,10,00,000 (Two crore Ten Lac Only) Equity Shares of Rs. 10/- each ranking paripassu in all respect with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules framed there under, the Memorandum of Associations of the Company is be and is hereby altered by substituting the existing Clause IV thereof with the following new Clause IV:

The Authorised Share Capital of the Company is Rs.25,00,00,000/- (Rupees Twenty Five Crore only) consisting of 2,42,50,000 (Two Crore Forty Two Lac Fifty Thousand) Equity shares of Rs.10/- (Rupees Ten Only) each and 7,50,000 (Seven Lac Fifty Thousand only) Redeemable Preference Share of Rs. 10/-(Rupees Ten Only) each.

RESOLVED FURTHER Mr. Tirth Uttam Mehta, Managing Director (DIN: 02176397) and Mr. Maheshbhai Vishandas Changrani, Whole-time Director (DIN: 00153615) be and are hereby singly or jointly authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution.”

The Board of the Director now recommends that the above resolution be withdrawn. Earlier the resolution was recommended to the members because the company was in process of to publish Right Issue_ and it was necessary for that purpose to obtain the approval of the members in advance. However the earlier proposal is not under consideration anymore and has been cancelled by other concerned parties. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

ITEM NO.4:

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation of Independent Directors, has recommended re-appointment of Mr. Hans V. Mittal (DIN 02183775) as an Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his experience and background and the contribution made by him as an Independent Director during his current term, the continued association of Mr. Hans V. Mittal (DIN 02183775) would be beneficial to the Company and therefore it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Hans V. Mittal as an Independent Director of the Company not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on the Board of the Company effective 31st July, 2020.

Mr. Hans V. Mittal (DIN 02183775) is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Hans V. Mittal (DIN 02183775) for the office of Independent Director of the Company. The Company has received a declaration from Mr. Hans V. Mittal (DIN 02183775) that he meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In the opinion of the Board, Mr. Hans V. Mittal fulfils the conditions for his appointment as an Independent Director as specified in the Act read with the rules made thereunder and the Listing Regulations. Mr. Hans V. Mittal is independent of the management.

Copy of the letter of appointment issued by the Company to Mr. Hans V. Mittal (DIN 02183775) as an Independent Director for his current term setting out the terms and conditions is available for inspection by members at the registered office of the Company on all working days during business hours up to the date of the meeting. The said terms and conditions of appointment are also available on the website of the Company at www.unisonmetals.co.in. This Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Save and except Mr. Hans V. Mittal (DIN 02183775) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice. In accordance with the provisions of

Section 149 read with Schedule IV to the Act, re-appointment of an Independent Director requires approval of members by way of a Special Resolution. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Item 5:

The Board of Directors of the Company at its meeting held on 24th August, 2020, subject to the approval of Members, on the recommendation of Nomination and Remuneration Committee accorded to increase the remuneration of Managing Director Shri Tirth U. Mehta from the existing the salary of Rs.2,00,000/- p.m. and HRA Rs.85000/- p.m. to Salary of Rs.2,65,000/- p.m. and HRA Rs.1,20,000/- p.m. respectively. The approval of the members is being sought to the terms, conditions and stipulations for the the remuneration payable to him.

The Board approve following terms & Conditions:

- 1) production, stores & misc. purchases and factory administration of the company but always subject to the superintendence, control and direction of the board of directors of the Company.
- 2) The Managing director shall be entitled to a salary of Rs.2,65,000/- per month.
- 3) The Managing director shall be entitled to house rent allowance of Rs. 1,20,000/- per month.
- 4) 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.
- 5) Leave travel concession for self and family once in a year incurred in accordance with any rules of the company.
- 6) Club fee & expenses subject to one club.
- 7) Personal accident insurance premium not exceed Rs.2,000/- per annum.
- 8) The car shall be provided by the company for office as well as personal use.
- 9) Telephone facility at residence shall not be considered as perquisite.

Save and except Mr. Tirth U. Mehta (DIN 02176397) and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 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 whole time 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.

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

TIRTH U. MEHTA
(Managing Director)

Place : Ahmedabad

Date : 27/08/2020

