



Uni Abex Alloy Products Limited

18<sup>th</sup> December, 2024

BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai - 400 001

Ref: Company Code: 504605

Dear Sir / Madam,

**Sub: Notice of Postal Ballot**

**Ref: Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement thereto, seeking approval of the members of Uni Abex Alloy Products Limited ('the Company') on the item of special business mentioned in the Postal Ballot Notice by means of remote electronic voting process in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time.

The Postal Ballot Notice is also being uploaded on the Company's website at [www.uniabex.com](http://www.uniabex.com). The Postal Ballot Notice is being sent to all members whose email ids are registered with the Company / Computech Sharecap Ltd., Registrar and Transfer Agent of the Company and the Depositories, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 13<sup>th</sup> December, 2024 (i.e. cut-off date).

The Company has engaged the services of CDSL for facilitating remote e-voting to enable members to cast their votes electronically. The e-voting on the resolution set out in the Postal Ballot Notice shall commence from Friday, 20<sup>th</sup> December, 2024 at 9.00 a.m. (IST) and shall end on Saturday, 18<sup>th</sup> January, 2025 at 5.00 p.m. (IST).

The result of the e-voting Postal Ballot process will be announced on or before 21<sup>st</sup> January, 2025.

This is for your information and records please.


Thanking you.


Yours faithfully,  
For Uni Abex Alloy Products Limited

**Bhautesh Shah**  
Company Secretary & Compliance Officer

Encl: As above

 Regd. Office: Liberty Building, Sir Vithaldas Thackersey Marg, Mumbai-400020, Tel.: +91-22-22084436  
Factory: Plot No: 583 & 584-A, Belur Industrial Area, Dharward, Karnataka-580011, India.

 +91 0836-2971320/0836-2971321

 +91-22-22082113

 For general query: [info@uniabex.com](mailto:info@uniabex.com)  
Investor query: [companysecretary@uniabex.com](mailto:companysecretary@uniabex.com)

 [www.uniabex.com](http://www.uniabex.com)



A Neterwala Group Company

CIN:L27100MH1972PLC015950



**UNI ABEX ALLOY PRODUCTS LIMITED**

CIN No. L27100MH1972PLC015950

Registered Office: Liberty Building, Sir Vithaldas Thackersey Marg Mumbai 400 020

Tel: 022-22084436 Email: [companysecretary@uniabex.com](mailto:companysecretary@uniabex.com) Website: [www.uniabex.com](http://www.uniabex.com)

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**POSTAL BALLOT NOTICE**

[Pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Secretarial Standards-2 (SS-2), Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs the (the “**MCA**”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 02/2021 dated 13<sup>th</sup> January, 2021, 21/2021 dated 14<sup>th</sup> December, 2021, 02/2022 dated 5<sup>th</sup> May, 2022, 10/2022 dated 28<sup>th</sup> December, 2022, 09/2023 dated 25<sup>th</sup> September, 2023 and 09/2024 dated 19<sup>th</sup> September, 2024 (“**MCA Circulars**”) and any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the following item of special business is proposed for the approval of the Members of Uni Abex Alloy Products Limited (the “**Company**”) as a Special Resolution through Postal Ballot via remote electronic voting (e-voting):

- a) Appointment of Mr. Nisar Hassan, Chief Operating Officer (COO) as the Manager and Key Managerial Personnel designated as Chief Operating Officer (COO) & Manager w.e.f. 11<sup>th</sup> November, 2024 for a period of 3 (three) years and approve payment of his remuneration.

Explanatory Statement pertaining to the aforesaid resolution/s setting out the material facts concerning the same and the reasons thereof is annexed herewith. The Company has appointed Mr. Prasen Naithani of M/s P. Naithani & Associates, Practicing Company Secretary (holding FCS No. 3830 and CP No. 3389) failing him Mr. Jagdish J. Rana, Practicing Company Secretary (holding FCS No. 513 and CP No. 18427) as the Scrutinizer for scrutinizing the postal ballot through remote e-voting process in a fair and transparent manner and issue report on votes cast on the proposed resolution.

**Item No.1:**

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 Sections 2(51), 2(53), 196, 197, 203 read with Schedule V and all other applicable provisions if any, of the Companies Act, 2013 and the Rules made thereunder including Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof for the time being in force) and subject to requisite regulatory approvals, if any, consent of the members be and is hereby accorded to appoint Mr. Nisar Hassan as the Manager and Key Managerial Personnel designated as Chief Operating Officer (COO) & Manager for a period of 3 (three) years w.e.f. 11<sup>th</sup> November, 2024 with payment of such remuneration as detailed herein below, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013.

**Total Remuneration:**

The total remuneration recommended by the Nomination and Remuneration Committee and approved by the Board is Rs.1.55 crore p.a. comprising a fixed salary of Rs.1.24 crore p.a. and Rs.0.31 crore p.a. as variable pay with the authority to the Board of Directors to determine any increments from time to time during the term of his appointment as per the recommendation of the Nomination and Remuneration Committee.

**Allowances, Perquisites and other items:**

In addition to the basic salary, Mr. Nisar Hassan shall be entitled to:

- a) Allowances as per rules of the Company including Personal/ Special Allowance, House Rent Allowance, Children Education Allowance etc. with an authority to the Board of Directors to determine any increase from time to time as recommended by the Nomination and Remuneration Committee.
- b) Perquisites as per rules of the Company including Personnel accident, Medical insurance, Life insurance, company provided housing, meal & gift vouchers, Company provided communication & IT equipment, telecommunication facilities etc. He will also be entitled to travel, boarding and lodging for business purposes as per company's applicable rules. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost;
- c) Other Perquisites, Allowances and Reimbursements like Books & periodicals, Entertainment, Car Expenses / Driver / Maintenance / related costs, Telephone and Communication expenses, Leave Travel, Medical reimbursement etc. as per the policy of the Company.
- d) Company's contribution to Provident fund, Gratuity, Leave encashment, Superannuation etc. as per the rules of the Company; and
- e) Variable Pay and Profit share plan payout as approved by the Board based on the recommendation of the Nomination and Remuneration Committee

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year, the Company shall pay Mr. Nisar Hassan in respect of such financial year, remuneration by way of salary, allowances, perquisites and other benefits as the Board of Directors may deem fit based on the recommendation of the Nomination and Remuneration Committee, as per the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, file requisite forms or applications with statutory/regulatory authorities, with the power to settle all questions, difficulties or doubts that may arise in this regard, as it may in its sole and absolute discretion deem fit and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any Director(s)/Officer(s) of the Company, to give effect to this Resolution.”

**Registered Office:**

Liberty Building,  
Sir Vithaldas Thackersey Marg,  
Mumbai 400 020  
Date: 11<sup>th</sup> November, 2024

**By Order of the Board**

**Bhautesh Shah**  
**Company Secretary**  
**& Compliance Officer**

**Notes:**

1. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to the resolution in this Notice is appended herein below for your information and consideration and the same should be considered as part of this Notice.
2. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to [companysecretary@uniabex.com](mailto:companysecretary@uniabex.com) mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the e-mail.
3. The Company has appointed Mr. Prasen Naithani of M/s P. Naithani & Associates, Practising Company Secretary failing him Mr. Jagdish J. Rana, Practicing Company Secretary to act as the Scrutinizer for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.
4. The Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members for this Postal Ballot.
5. The Postal Ballot Notice is being sent by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories, National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, 13<sup>th</sup> December, 2024 (the “Cut-Off Date) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Transfer Agent of the Company, Computech Sharecap Limited (the “RTA”), in accordance with the provisions of the Companies Act, 2013, read

with the Rules made thereunder and the framework provided under the MCA circulars. This Notice is also available at the Company's website [www.uniabex.com](http://www.uniabex.com) and the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

6. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time and MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes.
7. Resolution passed by the shareholders through postal ballot is deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
8. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 13<sup>th</sup> December, 2024. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
9. The Scrutinizer will submit his report to the Chairman after the completion of remote e-voting process and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director of the Company duly authorised, on or before Tuesday, 21<sup>st</sup> January, 2025 and will also be displayed on the website of the Company [www.uniabex.com](http://www.uniabex.com), besides being communicated to the Stock Exchanges, Depositories and Registrar and Share Transfer Agent.
10. The resolution, if passed by the requisite majority shall be deemed to have been passed on Saturday, 18<sup>th</sup> January, 2025 i.e. the last date specified for receipt of votes through the e-voting process. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form for this Postal Ballot.
11. For permanent registration of e-mail address, Members are requested to register their email addresses as follows:

<b>Physical Holding</b>	By sending a request to the Company's RTA, Computech Sharecap Limited at: <a href="mailto:helpdesk@computechsharecap.in">helpdesk@computechsharecap.in</a> or the Company at <a href="mailto:companysecretary@uniabex.com">companysecretary@uniabex.com</a> by providing name of the Member, folio number, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy) for registering e-mail address and mobile number.
<b>Demat Holding</b>	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

12. It is clarified that all members of the Company as on the cut-off date (including those members who may not have received this Notice due to non-registration of their email id with the Company or the Depositories) shall be entitled to vote on the resolution in accordance with the process specified in this Notice.

### 13. E-voting instructions:

#### The instructions for shareholders for remote e- voting are as under:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 20<sup>th</sup> December, 2024 at 9:00 a.m. and ends on Saturday, 18<sup>th</sup> January, 2025 at 5:00 p.m. During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 13<sup>th</sup> December, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 read along with other SEBI Circulars, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b></p>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1) 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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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</li> </ol>

	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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022-4886 7000 and 022-2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for **UNI ABEX ALLOY PRODUCTS LIMITED** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [companysecretary@uniabex.com](mailto:companysecretary@uniabex.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or by sending an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or a call at toll free no. 1800 21 09911

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

### **Item No.1:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at the meeting held on 11<sup>th</sup> November, 2024 had approved appointment of Mr. Nisar Hassan as the Manager and Key Managerial Personnel designated as Chief Operating Officer & Manager pursuant to Section 203 and other applicable sections of the Companies Act, 2013 w.e.f. 11<sup>th</sup> November, 2024 for a period of 3 (three) years subject to approval of shareholders at the ensuing General Meeting or within three months from the date of his appointment whichever is earlier.

The terms and remuneration as mentioned in the resolution may be altered and varied by the Board based on the recommendation of the Nomination and Remuneration Committee. While the Company's operations are profitable, the overall managerial remuneration including remuneration proposed to be paid to Mr. Nisar Hassan, may exceed the limits prescribed under Section 197 of the Companies Act, 2013. Further in the event of loss or inadequacy of profits in any financial year, the remuneration, i.e. allowances, perquisites, reimbursements, retirement benefits, variable pay etc., as detailed in the resolution (with such increase as may be approved by the Board) will be payable as minimum remuneration subject to the provisions of Schedule V of the Companies Act, 2013. Mr. Nisar Hassan does not have any direct or indirect interest in the Capital of the Company as prescribed in the Companies Act, 2013 and is not related to any Directors or Promoters of the Company. Further, in this regard it may be noted that the Company has not committed any default in repayment of its debts or interest thereon.

Requisite details relating to the proposal as prescribed in Schedule V of the Companies Act, 2013 is mentioned herein:

#### **I. General Information:**

- (1) Nature of industry: The Company produces static, centrifugal castings and assemblies in heat and corrosion resistant alloys and is a leader in alloy steel castings for decanters and reformer tubes. The Company has set up a Greenfield project at Dharwad which is operational from November, 2013.
- (2) Date or expected date of commencement of commercial production: The Company was incorporated on 17th August, 1972.
- (3) In case of new Companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus: Not applicable

(4) Financial performance based on given indicators:

For the financial year 2023-24, the Company had a total revenue from operations of Rs.17,998.69 lakhs (FY 22-23 Rs.16,304.31 lakhs). The Profit Before Interest, Depreciation and Tax was Rs.5322.14 lakhs (for FY 22-23 stood at Rs.2996.17 lakhs). The Profit after Tax for FY 23-24 stood at Rs.3,545.98 lakhs (FY 22-23 Rs.1,852.94 lakhs). The Company had paid a dividend of Rs.25/- per Equity share to the shareholders for the Financial year 2023-24 (FY 22-23 Rs.20 per share).

(5) Foreign investments or collaborations, if any: None

II. Information about the appointee:

- (1) Background details: Mr. Nisar Hassan is a seasoned business leader with over 25 years of diverse experience across B2B, B2C, off-road equipment, hybrid vehicles, metals, energy, engineering, and both SME and global corporate markets. His career spans a wide array of industries, showcasing his adaptability and expertise in driving business growth.

Mr. Hasan possesses hands-on experience in both high-value / restricted segments (Precision, Medical, Aerospace) and high-volume manufacturing (Automotive). His operational acumen is evident across these critical and complex industries. He has played a pivotal role in introducing new customers and product lines, significantly expanding business value streams and contributing to overall growth. His last assignment was with Gnutti Carlo where he was instrumental in crafting the business model and strategy roadmap for Indian business. His exceptional performance led to his appointment as Managing Director of Gnutti Carlo USA.

- (2) Past remuneration: Rs.1.55 crore (Fixed salary of Rs.1.24 crore and variable pay of Rs.0.31 crore) as drawn last in the Company as the Chief Operating Officer.
- (3) Recognition or awards: Nil
- (4) Job profile and suitability: He is entrusted with the management of the whole of the affairs of the Company, subject to the superintendence, control and direction of the Board.
- (5) Remuneration proposed: As set out in Item No. 1 of the Postal Ballot Notice.
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin): His remuneration is in line with that drawn by his peers in Industry.
- (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: None.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.1 for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Nisar Hassan (whose appointment is proposed in this resolution) are in any way, concerned or interested, financial or otherwise, in this resolution.

**Registered Office:**

Liberty Building,  
Sir Vithaldas Thackersey Marg,  
Mumbai 400 020  
Date: 11<sup>th</sup> November, 2024

**By Order of the Board**

**Bhautesh Shah**  
**Company Secretary**  
**& Compliance Officer**