



Uni Abex Alloy Products Limited

15<sup>th</sup> May, 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 items 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 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 10<sup>th</sup> May, 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 resolutions set out in the Postal ballot Notice shall commence from Friday, 17<sup>th</sup> May, 2024 at 9.00 a.m. (IST) and shall end on Saturday, 15<sup>th</sup> June, 2024 at 5.00 p.m. (IST).

The result of the e-voting Postal Ballot process will be announced on or before 18<sup>th</sup> June, 2024.

This is for your information and records please.

Thanking you.

Yours faithfully,  
**For Uni Abex Alloy Products Limited**

**Bhautesh Ashwin Shah**  
Digitally signed by Bhautesh Ashwin  
Shah  
Date: 2024.05.15 17:07:02 +05'30'

**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, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 03/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023 (“**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 items of special businesses are proposed for the approval of the Members of Uni Abex Alloy Products Limited (the “**Company**”) as Special Resolution/s through Postal Ballot via remote electronic voting (e-voting):

- a) Appointment of Dr. Sonali Tipre (DIN 03472505) as a Non-Executive Independent Director of the Company for a first term of (5) five years; and
- b) Re-appointment of Mr. Mohan Krishna Fondekar (DIN 01089689) as a Non-Executive Independent Director of the Company for a second consecutive term of (5) five years and continuation of his tenure since he is above 75 years of age.

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/s.

**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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for time being in force) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as may be amended from time to time, the Articles of Association of the Company, Dr. Sonali Tipre (DIN 03472505) who was appointed as an Additional Director under the category of Non-executive Independent Director of the Company with effect from 30th March, 2024 pursuant to Section 161 of the Act and who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a shareholder of the Company proposing her candidature for the office of Director, be and is hereby appointed as Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years with effect from 30th March, 2024 upto 29<sup>th</sup> March, 2029 (both days inclusive).”

**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.”

**Item No.2:**

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 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, Regulation 16(1)(b), Regulation 17, Regulation 17(1A) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, Mr. Mohan Krishna Fondekar (DIN 01089689), who was appointed as an Independent Director on 08<sup>th</sup> August, 2019 and who holds office up to 07<sup>th</sup> August, 2024 and who is eligible for re-appointment and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, based on the recommendation of the Nomination and Remuneration Committee, to hold office for a second consecutive term of 5 (five) years commencing from 08<sup>th</sup> August 2024 up to 07<sup>th</sup> August, 2029 (both days inclusive) and that his appointment shall continue as per the special resolution passed by the Members of the Company under Regulation 17(1A) since he is above 75 years of age during his second consecutive term of office as an Independent Director, not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to execute all such documents, papers, writings as may be necessary, file requisite forms or applications with statutory/ regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and 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: 10<sup>th</sup> May, 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 resolutions in this Notice are 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, Practising 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, 10th May, 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. Resolutions passed by the shareholders through postal ballot are 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, 10th May, 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, 18th June, 2024 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 resolutions, if passed by the requisite majority shall be deemed to have been passed on Saturday, 15<sup>th</sup> June, 2024 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.com">helpdesk@computechsharecap.com</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 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, 17<sup>th</sup> May, 2024 at 9:00 a.m. and ends on Saturday, 15<sup>th</sup> June, 2024 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, 10th May, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<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>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<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 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.</li> </ol>

<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>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.</p>
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- (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:

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 22 55 33
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 toll free no.: 1800 1020 990 and 1800 22 44 30

**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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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)	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. <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 22 55 33

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 send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33.

**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 vide circular resolution dated 30<sup>th</sup> March, 2024 had approved the appointment of Dr. Sonali Vasudeo Tiple (DIN: 03472505) as an Additional Director in the category of Non-Executive Independent Director w.e.f. 30<sup>th</sup> March, 2024 for a period of 5 (Five) consecutive years subject to the approval of the shareholders. Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Dr. Sonali V Tiple for the office of Director.

The Company has received from Dr. Sonali V Tiple (i) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act (ii) Declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated 20<sup>th</sup> June, 2018, that she has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority and other necessary disclosures as required (iv) Confirmation under Regulation 25(8) of Listing Regulations that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company and (v) Confirmation that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further, pursuant to Regulation 17(1C) of Listing Regulations, approval of shareholders for appointment of a person on the Board of Directors of a Company is required to be obtained, either at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, in terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the appointment of Dr. Sonali V Tipre as an Independent Director of the Company for the first term commencing 30th March, 2024 for a period of 5 (Five) years i.e. upto 29<sup>th</sup> March, 2029 (both days inclusive) is being placed before the Shareholders for their approval by way of a special resolution. Dr. Tipre will not be liable to retire by rotation.

In the opinion of the Board, Dr. Tipre is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of Dr. Tipre as an Independent Director setting out the terms and conditions of his appointment is available for inspection without any fee payable by the Members at the Registered Office of the Company till the conclusion of the Meeting and also on the website of the Company. The profile and specific areas of expertise of Dr. Tipre are provided as annexure to this Ballot.

Your Board recommends the special resolution as set out in Item No.1 for approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Dr. Tipre is concerned or interested in the Resolution as mentioned at Item No. 1 of the accompanying notice.

**Item No.2:**

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mr. Mohan Krishna Fondekar as a Member of the Board and considering that his continued association would be beneficial to the Company, it is proposed to re-appoint Mr. Fondekar as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term of 5 (five) years effective from 08<sup>th</sup> August, 2024, up to 07<sup>th</sup> August, 2029 (both days inclusive). Further, the Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member proposing the candidature of Mr. Mohan K Fondekar for the office of Director.

The Company has received from Mr. Mohan K Fondekar (i) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (ii) Declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ('Listing Regulations') and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority and other necessary disclosures as required (iv) Confirmation under Regulation 25(8) of Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company and (v) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs

Further, in terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the Listing Regulations, each as amended, the re-appointment of Mr. Mohan K Fondekar as an Independent Director of the Company for a second term commencing 08<sup>th</sup> August, 2024 for a period of 5 (five) years is being placed before the Shareholders for their approval by way of a

special resolution. Mr. Fondekar will not be liable to retire by rotation. Further, as per Regulation 17(1A) of the Listing Regulations approval of shareholders is also sought for his continuation as a Non-executive Independent Director since he is more than 75 years of age.

In the opinion of the Board, Mr. Fondekar is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the Management of the Company. A copy of the draft letter of appointment of Mr. Fondekar as an Independent Director setting out the terms and conditions of his appointment is available for inspection without any fee payable by the Members at the Registered Office of the Company till the conclusion of the Meeting and also on the website of the Company. The profile and specific areas of expertise of Mr. Fondekar are provided as annexure to this Ballot.

Your Board recommends the special resolution as set out in Item No.2 for approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Fondekar is concerned or interested in the Resolution as mentioned at Item No. 2 of the accompanying notice.

The Brief resume of Directors seeking re-appointment by way of this Postal Ballot pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India is as under:

<b>Name</b>	<b>Dr. Sonali V. Tipre</b>	<b>Mr. Mohan K Fondekar</b>
<b>Director Identification Number (DIN)</b>	03472505	01089689
<b>Nationality</b>	Indian	Indian
<b>Date of Birth &amp; Age</b>	29 <sup>th</sup> October, 1973 50 years	23 <sup>rd</sup> March, 1945 79 years
<b>Appointed on</b>	30 <sup>th</sup> March, 2024	08 <sup>th</sup> August, 2019
<b>Qualifications</b>	PHD (Management & Strategy) from North Maharashtra University Certified Forensic Auditor and a PhD holder in Analytics	BE (Metallurgy) College of Engineering, Pune & M.Tech (Metallurgical Engineering) Indian Institute of Technology, Powai, Mumbai.
<b>Brief Profile and Expertise in functional areas</b>	<p>Expertise in Business Strategy, Management and data analytics.</p> <p>Brief Profile: Dr. Sonali Tipre is an entrepreneur with more than 20 years of experience. Being a Certified Forensic Auditor and a PhD holder in Analytics, she has built various tools which identify opportunities in Performance and Profit Optimisations and communicate it effectively through data modelling &amp; visualisations.</p> <p>She brings with her the capability of having built iterative and predictive proprietary models, which are well proven with more than 150 companies in various industry segments and geographies.</p> <p>She has been a speaker at various Seminars in India, USA, UK, Ireland and Malaysia. She has authored various research papers and is in the process of authoring her first book.</p> <p>Some of her other noted accomplishments are, she was awarded "Woman Entrepreneur in Services" by</p>	<p>Wide experience in Engineering, castings and Management.</p> <p>Brief Profile: Mr. Fondekar passed his BE (Metallurgy) in the year 1966 from Pune and M. Tech (Metallurgical Engg.) from IIT Powai, Mumbai in 1969. He is an eminent Metallurgist having more than five decades of experience in the metallurgy and engineering field. He is a Life Member of Indian Institute of Metals.</p>

	Small & Medium Enterprises Development of India (SMEDI) and was a founding member of Maharashtra WICCI ( <i>Women's Indian Chamber of Commerce and Industry</i> ) Coaching Council.	
<b>List of Directorship held in other Companies (Listed and Unlisted excluding /Foreign, and Section 8 Companies)</b>	<ul style="list-style-type: none"> <li>• Eelanos Services Private Limited</li> <li>• Interlink Marketing Consultancy Private Limited</li> <li>• SMBIZZ Analytics Private Limited</li> <li>• PISQUARE Analytech Private Limited.</li> </ul>	<ul style="list-style-type: none"> <li>• Uni Klinger Limited</li> <li>• Uni Deritend Limited</li> </ul>
<b>Memberships/ Chairmanships of Board/Committees of other Public companies*</b>  * Includes Chairmanship / membership in Audit Committee and Stakeholders Relationship Committee as per Regulation 26 of Listing Regulations.	Nil	Member - Audit Committee: Uni Deritend Limited
<b>Equity shareholding in the Company</b>	Nil	Nil
<b>No. of Board meeting/s attended during the year i.e FY 23-24</b>	Nil	4 (Four)
<b>Inter-se relationships with directors and key managerial personnel:</b>	None	None
<b>Terms and conditions of appointment</b>	Appointment as a Non-executive Independent Director of the Company not liable to retire by rotation for a first term of 5 (five) years commencing from 30 <sup>th</sup> March, 2024 upto 29 <sup>th</sup> March, 2029.	Re-appointment as a Non-executive Independent Director of the Company not liable to retire by rotation for a second consecutive term of 5 (five) years commencing from 8 <sup>th</sup> August, 2024 upto 7 <sup>th</sup> August, 2029.
<b>Details of remuneration last drawn</b>	NIL	Sitting Fees (Board and Committee/s) for FY 23-24 of Rs. 2,20,000/-.

<b>Details of remuneration sought to be paid</b>	She shall be eligible for sitting fees as may be approved by the Board from time to time.	He shall be eligible for sitting fees as may be approved by the Board from time to time.
<b>Resignation from Listed entity/ies in past three years</b>	Nil	Nil

**Registered Office:**

Liberty Building,  
 Sir Vithaldas Thackersey Marg,  
 Mumbai 400 020  
 Date: 10<sup>th</sup> May, 2024

**By Order of the Board**

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