



22<sup>th</sup> February, 2019

UAS/MSA/445

Bombay Stock Exchange Ltd.,  
25th Floor, P.J. Towers,  
Dalal Street,  
Mumbai - 400 001

Dear Sirs,

**Sub: Postal Ballot**

**Ref: Company Code No.504605.**

We attach Notice of Postal Ballot together with Postal Ballot Form being sent to the members of the Company, for your perusal and records.

Please acknowledge the receipt.

Thanking you,

Yours faithfully,  
For Uni Abex Alloy Products Ltd.

M. S. Ashar  
Company Secretary &  
Compliance Officer.

Encl: as above

A Neterwala Group Company

Regd. Office: Liberty Building, Sir Vithaldas Thackersey Marg, Mumbai - 400020. Tel.: +91-22-22032797 / 22-22091021 Fax: +91-22-22082113

Factory: Plot No. 583 & 584 - A, Belur Industrial Area, Dharwad, Karnataka - 580 011, INDIA. Tel.: +91 836 2971320 | +91 836 2971321

Marketing office: 104, Dhanalaxmi Shopping Complex, Rulu Estate, Pallipada, Off G. B. Road, Thane - 400607. Maharashtra, INDIA.

Tel.: +91 22 41007760 | 25862055 | 25862060

CIN: L27100MH1972PLC015950 | Email: companysecretary@uniabex.com | Website: www.uniabex.com





## UNI ABEX ALLOY PRODUCTS LIMITED

CIN: L27100MH1977PLC015950

**Registered Office:** Liberty Building, Sir Vithaldas Thackersey Marg, Mumbai – 400020, Maharashtra.

**Phone:** +91-022-22032797, **Fax:** +91-022-22082113

**Email address:** companysecretary@uniabex.com, **Website:** www.uniabex.com

### POSTAL BALLOT NOTICE (“NOTICE”)

#### [Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below are proposed to be passed through postal ballot/electronic voting.

The explanatory statement pursuant to Section 102 of the Companies Act, 2013, pertaining to the resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any amendments thereto), the Company is pleased to provide electronic voting (“e-voting”) facility as an alternative, to enable the Members to cast their votes electronically instead of casting votes through the Form.

The Board of Directors of the Company has appointed Mr. Prasen Naithani of M/s. P Naithani & Associates, bearing (FCS 3830, holding CP No. 3389) or failing him CS Uttam Shetty Practicing Company Secretary (Membership No. FCS 8691 and Certificate of Practice No.16861) as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self- addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Members will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self- addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday, 26 March, 2019 (5.00 PM IST) to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot in this Postal Ballot Notice include votes received electronically (e-voting).

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots and e-voting. The result of the Postal Ballot shall be announced on or before Thursday, 28 March, 2019, at the Registered Office of the Company. The result would be declared and displayed at the Registered Office of the Company, intimated to CDSL and Stock Exchange where the Company's securities is listed and displayed along with the Scrutinizer's report on the Company's website www.uniabex.com.

Calendar of Events for postal ballot are as under:

Sr. No.	Event	Date
1	Postal Ballot Cut-off Date for determining the Members to whom the ballot paper would be sent	Friday, February 15, 2019
2	Postal Ballot dispatch Date (on or before)	Saturday, February 23, 2019
3	Commencement of e-voting/ Postal Ballot period	Monday, February 25, 2019 - 10:00 A.M.
4	Conclusion of e-voting and last date for receipt of Postal Ballot Form	Tuesday, March 26, 2019 - 05:00 P.M.
5	Result Declaration Date	(within 48 hours of the conclusion of the voting)
6	Date on which the resolution would be considered as passed	Tuesday, March 26, 2019

## **SPECIAL BUSINESS:**

### **Item no. 1:- Reappointment of Mr. H. R. Prasad (DIN: 00133853) as an Independent Director of the Company, with effect from 1<sup>st</sup> April 2019.**

To consider and, if thought fit, to pass the following Resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "**Act**"), Regulation 17 and 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of Axis Company Limited (the "**Company**") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. H. R. Prasad (DIN 00133853) whose initial term as an Independent Director of the Company expires on 31<sup>st</sup> March 2019, who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be reappointed as an Independent Director of the Company, be and is hereby reappointed as an Independent Director of the Company, with effect from 1<sup>st</sup> April 2019 up to 31<sup>st</sup> March 2024 (both days inclusive), **AND THAT** Mr. H. R. Prasad shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act;

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally 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 he/she 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:- Reappointment of Mr. F. K. Banatwalla (DIN: 02670802) as an Independent Director of the Company, with effect from 1<sup>st</sup> April 2019.**

To consider and if thought fit, to pass the following Resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder (the "**Act**"), Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), from time to time and any other applicable laws (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force), the provisions of the Articles of Association of Axis Company Limited (the "**Company**") and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. F. K. Banatwalla (DIN 02670802) whose initial term as an Independent Director of the Company expires on 31<sup>st</sup> March 2019, who meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible to be reappointed as an Independent Director of the Company, be and is hereby reappointed as an Independent Director of the Company, with effect from 1<sup>st</sup> April 2019 up to 31<sup>st</sup> March 2024 (both days inclusive), **AND THAT** Mr. F. K. Banatwalla shall not be liable to retire by rotation, during the said period, in terms of the provisions of Section 149(13) of the Act;

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally 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 he/she 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: February, 11, 2019

#### **By Order of the Board**

M. S. Ashar  
Company Secretary & Compliance Officer

#### **NOTES:**

1. The explanatory statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, setting out material facts and reasons in respect of Item Nos. 1 & 2 of this Notice, is annexed herewith for your consideration.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent to those Members whose names appear on the Register of Members maintained by the Company's Registrars and Transfer Agent (Computech Sharecap Limited ("**Computech**")/ List of Beneficial Owners as received from the National Securities Depository Limited and the Central Depository Services (India) Limited as on Friday, 15<sup>th</sup> February 2019.

3. The Postal Ballot Notice is being sent in electronic form to those Members whose email address is registered with their depository participant (in case of electronic shareholding) or with Computech (in case of physical shareholding). Further, in case of those Members whose email address is not registered, as aforesaid, physical copy of the Postal Ballot Notice along with the Postal Ballot Form are being sent, in accordance with applicable law. The Postal Ballot Notice has also been uploaded on the website of the Company, [www.uniabex.com](http://www.uniabex.com).
4. Pursuant to Rule 22 (5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, at its meeting held on 11<sup>th</sup> February 2019, has appointed CS Prasen Naithani, Practicing Company Secretary (Membership No. FCS 3830 and Certificate of Practice No. 3389) or failing him CS Uttam Shetty Practicing Company Secretary (Membership No. FCS 8691 and Certificate of Practice No.16861) as the Scrutinizer for conducting the Postal Ballot and e-voting process, in a fair and transparent manner.
5. The Members can opt for only one mode of voting, i.e. either by Postal Ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Postal Ballot, will be treated as invalid.
6. A Postal Ballot Form along with a postage pre-paid self-addressed business reply envelope is also enclosed. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the postage pre-paid self-addressed business reply envelope enclosed along with this Notice. Please note that the postage charges will be borne and paid by the Company. However, Postal Ballot Form, if sent by courier or by registered post/speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given thereon. Members who have received the Postal Ballot Notice by e-mail and who wish to vote physically through Postal Ballot Form, can download the Postal Ballot Form from the Company's website viz. [www.uniabex.com](http://www.uniabex.com) or seek a duplicate Postal Ballot Form from the Company.

The duly completed Postal Ballot Form should reach the Scrutinizer's office not later than 5.00 p.m. on Tuesday, 26<sup>th</sup> March 2019 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.

7. In case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to [helpdesk@computechsharecap.com](mailto:helpdesk@computechsharecap.com).
8. The votes should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent in the Postal Ballot Form.
9. The vote on postal ballot cannot be exercised through proxy.
10. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company, subject to the provisions of the Companying Regulation Act, 1949, as on the cut-off date of Friday, 15<sup>th</sup> February 2019.
11. The Company is pleased to provide e-voting facility for all its Members through Central Depository Services (India) Ltd (CDSL) to enable them to cast their votes electronically, in respect of Item Nos. 1 & 2 of this Notice.
12. E-Voting:
  - I. In compliance with Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "**Rules**") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the Company is pleased to provide e-voting facility to all its Members to enable them to cast their votes electronically on the matters included in this Postal Ballot Notice, instead of dispatching the Physical Postal Ballot Form by post. E-voting is optional and all Members (whether holding shares in the dematerialized form or in physical form) may vote by completing and dispatching the Postal Ballot Form by post, or through e-voting. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members.
  - II. Further, in terms of Rule 22 of the said Rules and the SEBI Listing Regulations, those Members who do not have access to e-voting facility, may exercise their vote, by using the enclosed Postal Ballot Form. A Member desiring to exercise his vote by way of Postal Ballot Form can do so by recording his assent or dissent thereto and sending it to the Scrutinizer in the enclosed postage pre-paid self-addressed business reply envelope. Postage charges will be borne and paid by the Company. Please note that the said postage pre-paid self-addressed business reply envelope should reach the Scrutinizer before 5.00 p.m. on Thursday, 21<sup>st</sup> March, 2019.
  - III. The instructions for e-voting, are as under:
    - (i) The voting period begins on Monday, 25<sup>th</sup> February, 2019 at 10:00 a.m. and ends on Tuesday 26<sup>th</sup> March, 2019 at 5:00 p.m. 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 Friday 15<sup>th</sup> February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders / Members
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<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>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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 as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for UNI ABEX ALLOY PRODUCTS LIMITED you have to choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xvii) If a demat account holder has forgotten the changed 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
13. The Result of the Postal Ballot will be declared by the Chairman or any other Director of the Company or the Company Secretary duly authorised by the Board, in this regard, not later than 48 hours of conclusion of voting through Postal Ballot and e-voting. The said Result will be displayed at the Registered Office and Corporate Office of the Company. The said Result along with the Scrutinizer's Report shall also be uploaded on the Company's website i.e. [www.uniabex.com](http://www.uniabex.com) immediately after it is declared by the Company and disclosed to the Stock Exchange.
14. Documents referred to in Item Nos. 1 & 2 of this Notice and Statement setting out material facts in respect of the said Items as set out in this Notice are open for inspection by the Members at the Registered Office of the Company from 11.00 a.m. to 1.00 p.m. on all working days except Saturdays, Sundays, Public Holidays and National Holidays, upto the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting i.e. upto, 5.00 p.m. on Thursday, 21<sup>st</sup> March 2019.

**Registered Office:**

Liberty Building,  
Sir Vithaldas Thackersey Marg,  
Mumbai 400 020  
Date: February, 11, 2019

**By Order of the Board**

M. S. Ashar  
Company Secretary & Compliance Officer

## **ANNEXURE TO NOTICE - STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

The following statement contains all the material facts relating to the Businesses as set out in Item Nos. 1 & 2 of this Notice.

### **Item No. 1**

The shareholders in the 41<sup>st</sup> Annual General Meeting held on August 20, 2014 had appointed Mr. H. R. Prasad (DIN:00133853) as the Independent Director for a term of 5 years commencing from April 1, 2014 to March 31, 2019 in accordance with the provisions of the Companies Act, 2013.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the company and that such appointment shall be disclosed in the Board's report.

Further, as per the new regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (hereinafter referred to as SEBI Listing Regulations) Regulations, 2015, which is applicable effective from April 01, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. Since Mr. H. R. Prasad has completed 83 years. In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required for continuation of a Non-Executive Director beyond the age of seventy five years which was obtained by the Company from its Members at the 45<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August, 2018 and the same has been sought for Mr. Prasad's Second terms as an Independent Director.

The Company has received declarations from Mr. H. R. Prasad confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations. Mr. H. R. Prasad being eligible, has given his consent for his re-appointment for the second term of 5 (five) years commencing from April 01, 2019 and until March 31, 2024.

Mr. Prasad is a Graduate in Electrical Engineering from the University of Madras. He studied as Fulbright Scholar at the Massachusetts Institute of Technology and Harvard Business School and graduated with a Master of Science Degree in Management from the MIT Sloan School of Management. He is a person of good professional standing with over 50 years of wide experience in Engineering and Management. The Board during its evaluation was appreciative of his valuable contribution at the Board deliberations and were of the view that his continued association would be of immense benefit to the Company considering his leadership quality and experience. Based on the recommendation of the Nomination and Remuneration Committee of the Board at its meeting held on February 11, 2019, the Board of Directors, subject to the approval of the shareholders, approved the re-appointment of Mr. H. R. Prasad for a second term of five years commencing from April 01, 2019 until March 31, 2024.

Accordingly, the Board recommends the resolution for continuation / re-appointment of Mr. H. R. Prasad as an Independent Director for the approval by the shareholders of the Company by way of special resolution.

The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards on general meetings SS-2 of ICSI are appended.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. H. R. Prasad and his relatives are, in any way, concerned or interested in the said resolution.

The Board recommends passing of the Resolution as set out in Item No. 1 of this Notice, for the approval of the Members.

### **Item No. 2**

The shareholders in the 41<sup>st</sup> Annual General Meeting held on August 20, 2014 had appointed Mr. F. K. Banatwalla (DIN: 02670802) as the Independent Director for a term of 5 years commencing from April 1, 2014 to March 31, 2019 in accordance with the provisions of the Companies Act, 2013.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the company and that such appointment shall be disclosed in the Board's report.

The Company has received declarations from Mr. F. K. Banatwalla confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI Listing Regulations. Mr. F. K. Banatwalla being eligible, has given his consent for his re-appointment for the second term of 5 (five) years commencing from April 01, 2019 and until March 31, 2024.

Mr. Banatwalla is a Commerce Graduate. He has also a degree in Law and has cleared his CAIIB (I). He is a person of good professional standing with over 30 years of wide experience in Banking and Finance. The Board during its evaluation was appreciative of his valuable contribution at the Board deliberations and were of the view that his continued association would be of immense benefit to the Company considering his experience. Based on the recommendation of the Nomination and Remuneration Committee of the Board at its meeting

held on February 11, 2019, the Board of Directors, subject to the approval of the shareholders, approved the re-appointment of Mr. F. K. Banatwalla for a second term of five years commencing from April 01, 2019 and until March 31, 2024.

Accordingly, the Board recommends the resolution for continuation / re-appointment of Mr. F. K. Banatwalla as an Independent Director for the approval by the shareholders of the Company by way of special resolution.

The disclosures under Regulation 36(3) of SEBI-LODR and Secretarial Standards on general meetings SS-2 of ICSI are appended.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. F. K. Banatwalla and his relatives are, in any way, concerned or interested in the said resolution.

The Board recommends passing of the Resolution as set out in Item No. 2 of this Notice, for the approval of the Members.

The Ministry of Corporate Affairs vide its circular no. 14/2014 dated 9<sup>th</sup> June 2014, had clarified that the appointment of existing Independent Directors under the Companies Act, 1956, was required to be confirmed under the relevant provisions of the Act, within a period of one year from 1st April 2014 i.e. on or before 31st March 2015. The Company had accordingly confirmed the appointment of all its Independent Directors for a period of 5 years with effect from 1st April 2014. Accordingly, the first tenure of five consecutive years of Mr. H. R. Prasad and Mr. F. K. Banatwalla, Independent Directors of the Company, is due to expire on 31<sup>st</sup> March 2019.

**Additional information on Directors being appointed/ re-appointed as required under Regulation 36 the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 by ICSI:**

<b>Name</b>	<b>Mr. H. R. Prasad</b>	<b>Mr. F. K. Banatwalla</b>
Date of Birth & Age	1 <sup>st</sup> November, 1934 - 84 years	19 <sup>th</sup> April, 1949 - 70 years
Appointed on	29 <sup>th</sup> June, 2001	29 <sup>th</sup> May, 2012
Qualifications	Graduate in Electrical Engineering from the University of Madras. He studied as Fulbright Scholar at the Massachusetts Institute of Technology and Harvard Business School and graduated with a Master of Science Degree in Management from the MIT Sloan School of Management.	B. Com L.L.B. CAIIB (I)
Expertise in specific	Wide experience in Engineering and Management.	Wide experience in Finance and Banking.
Directorships held in other Companies	Uni Deritend Ltd.	Amalfi Realty Pvt. Ltd. Bullows India Pvt. Ltd. Bullows Paint Equipments Pvt. Ltd. Clover Infotech Pvt. Ltd. Clover Realty & infrastructure Pvt. Ltd. Clover Technologies Pvt. Ltd. Clover Transaction Systems Pvt. Ltd. Josts Engineering Co. Ltd. Logical Properties Pvt. Ltd. Oil Field Instrumentation (India) Pvt. Ltd. Sameera Developers Pvt. Ltd. Sienna Systems Resources Pvt. Ltd. Simmonds Marshall Ltd. Worthwhile Properties Pvt. Ltd.
Memberships/ Chairmanships of Board/Committees of public companies.	<b>Audit Committee - Chairman</b> Uni Deritend Ltd.  <b>Nomination &amp; Remuneration Committee - Chairman</b> Uni Deritend Ltd.	<b>Audit Committee - Chairman</b> Josts Engineering Co. Ltd. Simmonds Marshall Ltd.
Equity shareholding in the Company	NIL	NIL

**Registered Office:**

Liberty Building,  
Sir Vithaldas Thackersey Marg,  
Mumbai 400 020  
Date: February, 11, 2019

**By Order of the Board**

M. S. Ashar  
Company Secretary & Compliance Officer



## UNI ABEX ALLOY PRODUCTS LIMITED

CIN: L27100MH1972PLC015950

Registered Office: Liberty Building, Sir V. T. Marg, Mumbai – 400 020

Phone No.: +91 22 22032797; Fax: +91 22 22082113;

Website: www.uniabex.com; Email: companysecretary@uniabex.com

### POSTAL BALLOT FORM

(Please read the instructions carefully before completing this form)

1. Name and Registered Address :  
of the Sole/ First Named  
Shareholder  
(in block letters)
2. Name(s) of the Joint Holder(s) :  
(if any)
3. DP ID/ Client ID No. Registered :  
Folio No. (\*applicable to investors  
holding shares in dematerialized  
form)
4. No. of Equity Shares :
5. I hereby exercise my vote in respect of the Resolutions enumerated below by recording my assent or dissent to the said Resolutions by placing the tick mark (✓) at the appropriate column below:

Item No.	Description	No. of Shares held by me	I assent to the resolution (FOR)	I dissent to the resolution (AGAINST)
1.	Re-appointment of Mr. H. R. Prasad (DIN: 00133853) as an Independent Director for a period of 5 years effective from April 1, 2019.			
2.	Re-appointment of Mr. F. K. Banatwalla (DIN: 02670802) as an Independent Director for a period of 5 years effective from April 1, 2019.			

Place:

Date:

(Signature of the Shareholder)

Please see instructions overleaf for filling the postal ballot form.

### E-VOTING PARTICULARS

EVENT (e-voting Event Number)	USER ID	PASSWORD
190207004		

Cut-off date for reckoning voting rights for postal ballot and e-voting	Commencement of voting by postal ballot and e-voting (Start date)	Last date for receipt of postal ballot and close of e-voting (End date)
Friday, 15th February, 2019	Monday, 25th February, 2019 10:00 A.M.	Tuesday, 26th March, 2019 5:00 P.M.

**Notes:**

1. Voting rights shall be reckoned on the paid up shares registered in the name of the member as on the cut-off date mentioned in front page. A person who is not a Member on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
2. For e-voting, please refer the instructions under “E-Voting Facility” in the Notice attached herewith.

**Important Instructions:**

1. A Member desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached postage pre-paid self-addressed Business Reply Envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, registered post or speed post at the expense of the Member will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice sent herewith.
3. The Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. In case Members cast their vote by Physical Ballot and e-Voting, the voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
4. The Self-addressed Business Reply Envelope is addressed to the Scrutinizer for Postal Ballot.
5. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting rights in a Postal Ballot cannot be exercised by a Proxy. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
6. In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
7. The consent must be accorded by recording the assent in the Column '**FOR**' and dissent in the column '**AGAINST**' by placing a tick mark (✓) in the appropriate column. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his/her votes nor does he/she need to cast his/her votes in the same way.
8. The votes of a Member will be considered invalid on any of the following grounds:
  - a) If a form other than the Postal Ballot Form issued by the Company is used.
  - b) If the Postal Ballot Form has not been signed by or on behalf of the Member.
  - c) If the Member's signature does not tally with the specimen signature with the Company.
  - d) If the Member has marked his/her/its vote both for 'Assent' and also for 'Dissent' to the Resolution in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeded total number of Shares held.
  - e) If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
  - f) If the Postal Ballot Form is incomplete and incorrectly filled.
  - g) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or neither assent or dissent is mentioned or if the signature could not be verified, or one or more of the above grounds.
  - h) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Member.
9. Duly completed Postal Ballot Form should reach the Scrutinizer not later than end date mentioned in the front page. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
10. A Member may request for a duplicate Postal Ballot Form from Registrar and Share Transfer Agent Viz. **Computech Sharecap Ltd.**, Unit: **Uni Abex Alloy Products Ltd.**, 147, M G, Road, Fort, Mumbai 400 001 or from the Company at its Registered Office or download the same from the Company's website ([www.uniabex.com](http://www.uniabex.com))
11. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed Business Reply Envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
12. The scrutinizer's decision on the validity of Postal Ballot Form shall be final.
13. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to [companysecretary@uniabex.com](mailto:companysecretary@uniabex.com)
14. The result of voting on the resolutions will be declared within forty eight hours of the end date, at the registered office 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.