

UNI ABEX ALLOY PRODUCTS LIMITED

CIN No. L27100MH1972PLC015950

Registered Office: Liberty Building, Sir Vithaldas Thackersey Marg Mumbai 400 020
Tel: 022-2203 2797 Email: companysecretary@uniabex.com Website: www.uniabex.com

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 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**”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 and 33/2020 dated September 28, 2020 (the “**MCA Circulars**”) in view of COVID-19 pandemic and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of the Uni Abex Alloy Products Limited (the “**Company**”) through Postal Ballot via remote electronic voting (e-voting):

- a) Appointment of Mr. Manmohan Mahajan (DIN 00290208) as a Non-Executive Independent Director of the Company for a period of (3) three years;
- b) Appointment of Mr. Kishore Tamhaney (DIN 08936234) as a Director of the Company;
- c) Appointment of Mr. Kishore Tamhaney (DIN 08936234) as the Whole time Director designated as Executive Director & CEO (Key Managerial Personnel) of the Company for a period of 3 (three) years on such terms and conditions of appointment and remuneration thereof;
- d) Ratification of remuneration for the appointment of Cost Auditor for FY 2020-21;
- e) Authorising the Board to borrow moneys in excess of paid-up share capital, free reserves and securities premium of the Company upto Rs.250 crore pursuant to Section 180(1)(c) of the Companies Act, 2013;
- f) Authorizing Board to create/modify charge on the movable and immovable assets including undertakings of the Company, both present and future, to secure borrowings under Section 180(1)(a) of the Companies Act, 2013;
- g) Authorising the Board to grant loan/s, inter corporate deposits, make investments and/or provide guarantee / security in excess of limits specified under Section 186 of the Companies Act, 2013.

Explanatory Statement pertaining to the aforesaid resolutions setting out the material facts concerning the same and the reasons thereof are 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

process through remote e-voting in a fair and transparent manner and issue report on votes cast on the proposed resolutions.

Item No.1:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary 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), Mr. Manmohan Mahajan (DIN 00290208) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th November, 2020 and who holds office up to the date of the next Annual General Meeting in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation for a period of 3 (three) consecutive years w.e.f. 11th November, 2020 upto 10th November, 2023 (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 an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kishore Tamhaney (DIN: 08936234), who was appointed as an Additional Director of the Company w.e.f. 11th November, 2020 as per Section 161(1) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of Articles of Association of the Company and who holds office up to the date of the next Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director who shall be liable to retire by rotation and shall be eligible for re-appointment.

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. 3:

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 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. Kishore Tamhaney as the Whole time Director designated as Executive Director & CEO for a period of 3 (three) years w.e.f. 11th November, 2020 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.

Basic Salary:

The Basic Salary of Mr. Kishore Tamhaney shall be Rs.1,88,669/- per month 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. Kishore Tamhaney shall be entitled to:

- a) Allowances as per rules of the Company including Personal/ Special Allowance, House Rent Allowance, Children Education Allowance etc. which in the aggregate shall not be exceeding Rs.2,98,563/- per month, 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. Kishore Tamhaney, 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, subject to 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 are 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) to give effect to this Resolution.”

Item No.4:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the members hereby ratify and confirm the remuneration of Rs.80,000/- (Rupees Eighty thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s S K Tikare & Co., Cost Accountants (Firm Registration No 101039) for conduct of audit of the cost records of the Company for the financial year ending 31st March, 2021 as recommended by the Audit Committee and approved by the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No. 5:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Members at the Annual General meeting of the Company held on 20th August, 2014 in this regards and pursuant to the provisions of Sections 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, the Board of Directors of the Company (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) be and are hereby authorised to borrow any sum or sums of money, from time to time from any one or more persons, Bank/s, firms, bodies corporate, foreign lender/s or financial institutions from any other source in India or outside India whomsoever on such terms and conditions and with or without security as the Board of Directors may think not notwithstanding that the monies already borrowed and the monies to be borrowed (apart from temporary loans obtained from Company’s bankers in the ordinary course of business) may exceed the paid-up capital, free reserves and securities premium of the company, provided that the total principal amount upto which such monies may be raised or borrowed by the Board of Directors shall not exceed the aggregate of the paid up capital, free reserves and securities premium of the company by more than Rs.250 Crores (Rupees Two Hundred and Fifty Crores only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorised to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this resolution.”

Item No.6:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members vide Postal Ballot process on 6th February, 2018 and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) read with the rules made thereunder, as may be amended from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company, to mortgage, hypothecate, pledge and / or charge all or any of the movable and / or immovable properties of the Company (both present and future) and /or any other assets including tangible and intangible assets or properties of the Company and / or the whole or part of any of the undertaking of the Company together with or without the power to take over the management of the business or any undertaking of the Company in case of events of defaults, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company as and when formed, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non-Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time, up to the Borrowing limits approved or as may be approved by the shareholders, from time to time, under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) along with interest, additional interest, accumulated interest, liquidated charges, commitment charges or costs, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements/ undertakings as may be required and to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/ charge/ pledge / hypothecation as mentioned aforesaid.

Item No. 7:

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 186 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, approval of the members of the Company, be and is hereby accorded to the Board of Directors (hereinafter referred as ‘Board’ which term shall include a Committee thereof authorized for the purpose) of the Company to (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or bodies corporate; (b) provide guarantee / security to secure any loan / obligations of any other person or bodies corporate; and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, in excess of limits prescribed under Section 186 of the Companies Act, 2013 for an amount not exceeding Rs.250 Crores (Rupees Two Hundred Fifty Crores only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining approvals, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: 11th November, 2020

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 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. On account of the outbreak of the COVID-19 pandemic, 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 18th December, 2020 (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
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 General Circular No. 17/2020 dated April 13, 2020 issued by the MCA, 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, 18th December, 2020. 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 Saturday, 30th January, 2021 and will also be displayed on the website of the Company 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 Thursday, 28th January, 2021 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:

Physical Holding	By sending a request to the Company's RTA, Computech Sharecap Limited at: helpdesk@computechsharecap.com or the Company at companysecretary@uniabex.com 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.
Demat Holding	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. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company's RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their e-mail address.
13. E-voting instructions:

The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Wednesday, 30th December at 9:00 a.m. and ends on Thursday, 28th January, 2021. 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 18th December, 2020 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.
- (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.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number mentioned in the email.
Dividend Bank Details OR 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. 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).

- (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 of **UNI ABEX ALLOY PRODUCTS LIMITED**
- (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. 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.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.
- (xvii) **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.**
- (xviii) **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 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.
 - 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 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.
 - Alternatively Non Individual shareholders are required 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Rakesh Dalvi (022-23058542) or Mr. Mehboob Lakhani (022-23058543).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 or call on 022- 23058738 / 022-23058542/43.

**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 of the Board and after reviewing confirmation of independence received, the Board of Directors of the Company had appointed Mr. Manmohan Mahajan (DIN: 00290208) as an Additional Director of the Company, in the category of Independent Director with effect from 11th November, 2020. Pursuant to Section 161(1) of the Companies Act, 2013, Mr. Manmohan Mahajan holds office till the date of the next Annual General meeting.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Members.

Mr. Manmohan Mahajan has consented to act as an Independent Director and has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Company has also received notice in writing from Member of the Company under Section 160 of the Act proposing the candidature of Mr. Manmohan Mahajan for the office of Director of the Company. The Company has received from Mr. Mahajan (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Manmohan Mahajan who is proposed to be appointed as an Independent Director of the Company for a period of 3 (three) consecutive years w.e.f. 11th November, 2020 upto 10th November, 2023 (both days inclusive) shall not liable to retire by rotation.

Brief Profile and other details of Mr. Mahajan are provided in the Annexure to the Notice pursuant to the provisions of Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India.

Mr. Manmohan Mahajan fulfils the conditions specified in the Act and the Rules made thereunder and is Independent of the Management of the Company. A copy of the letter of appointment of Mr. Mahajan as an Independent Director setting out the terms and conditions is available for inspection without any fee payable by the Members at the Registered Office of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.1 of the accompanying Postal Ballot Notice for the approval of members.

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

Item No. 2:

Mr. Kishore Tamhaney served as the Chief Executive Officer (CEO) and Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013 up till 10th November, 2020. Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors of the Company appointed Mr. Kishore Tamhaney with effect from 11th November, 2020 as an Additional Director in the category of Executive Director of the Company liable to retire by rotation.

The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from a Member signifying his intention to propose the appointment of Mr. Kishore Tamhaney (DIN: 08936234) as a Director of the Company. Mr. Kishore Tamhaney is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company.

Accordingly, the Board of Directors recommends the Ordinary Resolution at Item no.2 of the accompanying Postal Ballot Notice for the approval of members.

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

Item No.3:

Based on recommendation of the Nomination & Remuneration Committee, the Board of Directors at the meeting held on 11th November, 2020 had approved appointment of Mr. Kishore Tamhaney (DIN: 08936234) as an Additional Director. Further, the Board approved the elevation of his candidature from CEO to Whole time Director designated as Executive Director & CEO for a period of 3 (three) years as a Professional Executive Director subject to approval of shareholders at the next Annual General Meeting.

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. Kishore Tamhaney, 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. Kishore Tamhaney is a Professional director without 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 decaners 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 2019-20, the Company had a total revenue of Rs.10375.74 lakhs. The Profit Before Interest, Depreciation and Tax for FY 19-20 stood at Rs.2018.42 lakhs. The Profit after Tax

stood at Rs.546.92 lakhs. The Company had paid a dividend of Rs.5/- per Equity share to the shareholders for the Financial year 2019-20.

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

II. Information about the appointee:

(1) Background details: Mr. Kishore Tamhaney is a B. Tech (Metallurgical Engineering) from Indian Institute of Technology, Mumbai. He has done his Executive Development Program from the Indian Institute of Management, Ahmedabad and is a Certified 'TPM Facilitator' from CII – TPM Club India. He has over 37 years of wide-ranging experience across automotive, auto component and engineering industries.

(2) Past remuneration: Rs.82.96 Lakhs including variable pay and profit share plan out as on 31st March, 2020.

(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. 3 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.

Disclosures:

He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company and committees thereof. Mr. Tamhaney is liable to retire by rotation during his tenure as Whole Time Director designated as Executive Director & CEO and shall be eligible for re-appointment. There shall be an employer employee relation between Mr. Kishore Tamhaney and the Company for all the purposes. Brief Profile and other details of Mr. Tamhaney are provided in the Annexure to the Notice pursuant to the provisions of Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India. This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment / remuneration of Mr. Kishore Tamhaney as the Executive Director & CEO of the Company. Mr. Kishore Tamhaney shall perform such duties and exercise such powers as are entrusted to him by the Board from time to time.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.3 of the accompanying Postal Ballot Notice for the approval of members.

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment of M/s S. K. Tikare & Co., Cost Accountants (Firm Registration No 101039) to conduct the audit of the cost records of the Company relating to the Financial Year ending 31st March, 2021 on a remuneration of Rs. 80,000/- (Rupees Eighty thousand only) plus applicable taxes and reimbursement of out of pocket expenses.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditor for the Financial Year ending 31st March, 2021.

Your Board recommends the ordinary resolution as set out in Item No.4 for approval of Members.

None of the Directors and /or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested in this ordinary resolution set out in Item no.4.

Item No. 5:

As per Section 180(1)(c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up share capital of the Company and its free reserves and securities premium requires the approval from the shareholders of the Company.

Accordingly, keeping in view Company's requirements to fund its growing activities and operations, the Board of Directors of the Company at its meeting held on 11th November, 2020 had approved revision in the borrowing limits of the Company for an amount not exceeding Rs.250 crores (Rupees Two Hundred Fifty Crores only) which shall be subject to the approval of the members. Hence, the consent of the members of the Company is hereby sought to authorize the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding the aggregate of the paid up capital, free reserves and securities premium of the company by more than Rs.250 Crores (Rupees Two Hundred and Fifty Crores only) at any point of time for the business of the Company.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.5 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No. 6

The members of the Company had vide earlier resolution authorized the Board of Directors to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures, to secure the repayment of monies borrowed by the Company.

Under the provisions of Section 180(1)(a) of the Companies Act, 2013 the above powers can be exercised by the Board only with the consent of the shareholders obtained by way of a Special Resolution. Accordingly, the Board of Directors at its meeting held on 11th November, 2020 proposed to obtain fresh approval of the members by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation /pledge on the Company's assets including tangible and intangible, both present and future, in favour of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), for securing the borrowing availed or to be availed by the Company or subsidiary(ies) of Company as and when formed, by way of loans, debentures (comprising fully/partly Convertible Debentures and/or Secured/ Unsecured Non Convertible Debentures or any other securities) or otherwise, in foreign currency or in Indian rupees, from time to time up to the limits approved or as may be approved by the members from time to time under Section 180(1)(c) of the Companies Act, 2013.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.6 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Item No.7:

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

Members may note that in order to support its business activities, the Board at its meeting held on 11th November, 2020, proposed seeking Members approval by way of Postal Ballot remote e-voting, for approving the limits u/s. 186 of the Companies Act, 2013 for an amount not exceeding Rs.250 crore (Rupees Two Hundred Fifty Crores only) by authorising the Board from time to time to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company over and above the limits available under Section 186 of the Companies Act, 2013 which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

Accordingly, the Board of Directors recommends the Special Resolution at Item no.7 of the accompanying Postal Ballot Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Annexure

Brief profile of in terms of the Regulation 36(3) and 26(4) of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), has been provided below.

1) Mr. Manmohan Mahajan (DIN: 00290208)

Brief profile	Mr. Manmohan Mahajan is the Founder and Senior Partner of Mahajan and Aibara Chartered Accountants LLP. He graduated in economics from The London School of Economics and hereafter qualified as a Chartered Accountant from the UK. He's a fellow member of The Institute of Chartered Accountants in England and Wales as well Institute of Chartered Accountants of India. Prior to setting up Mahajan And Aibara, Mr. Mahajan was a Principal with A. F. Ferguson & Co, Chartered Accountants in Mumbai for a short while. Mr. Mahajan is an advisor to several Companies in India and abroad and was Chairman of Lifestyle India (department stores) and is currently Chairman of the Audit Committees of Landmark Group (Landmark Retail and Landmark Leisure) in Dubai. He is also an Independent Director on the Board of INARCO Pvt. Ltd.
Expertise in specific functional areas	Mr. Mahajan specialises in advising companies on Corporate Governance, design of business systems and processes and performance improvement
Date of first appointment on the Board	Mr. Manmohan Mahajan (DIN 00290208) is appointed w.e.f. 11 th November, 2020 subject to the approval of shareholders at the next Annual General Meeting.
Number of meetings of the Board attended during the year	Mr. Mahajan attended the meeting of the Board of Directors held on 11 th November, 2020
Other Directorships	Inarco Private Limited
Number of shares held in the Company (as on 11 th November, 2020)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None of the Directors are related to each other personally, financially or otherwise.

2) Mr. Kishore Tamhaney (DIN: 08936234)

Brief profile	Mr. Kishore Tamhaney is a B. Tech (Metallurgical Engineering) from Indian Institute of Technology, Mumbai. He has done his Executive Development Program from the Indian Institute of Management, Ahmedabad and is a Certified 'TPM Facilitator' from CII – TPM Club India. He has over 37 years of wide-ranging experience across automotive, auto component and engineering industries. He had been associated for more than 23 years with Mahindra & Mahindra Ltd. and last served as the Deputy General
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	Manager. He also served as the General Manager, Manufacturing at Mahindra Hinoday Industries Limited for a period of three years. He joined Uni Abex Alloy Products Ltd. as the Chief Operating Officer in 2009 and was elevated in January 2014 as the Chief Executive Officer.
Expertise in specific functional areas	Mr. Tamhaney is an experienced manufacturing professional with over 37 years of wide-ranging experience across automotive, auto component and engineering industries.
Date of first appointment on the Board	Mr. Kishore Tamhaney (DIN: 08936234) is appointed w.e.f. 11 th November, 2020 as the Whole time Director designed as the Executive Director & CEO for a period of 3 (three) years in a Professional capacity subject to approval of shareholders at the next Annual General Meeting.
Number of meetings of the Board attended during the year	N.A.
Other Directorships	Nil
Memberships / Chairmanships of committees of the Boards of other companies	Nil
Number of shares held in the Company (as on 11 th November, 2020)	Nil
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None of the Directors are related to each other personally, financially or otherwise.

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: 11th November, 2020

By Order of the Board

Bhautesh Shah
Company Secretary
& Compliance Officer