



UNI ABEX ALLOY PRODUCTS LIMITED

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

Website: www.uniabex.com **Corporate Identity Number:** L27100MH1972PLC015950

Tel: 022 - 2203 2797 / 2206 6261 **Fax:** 022 - +08 2113 **E-mail:** companysecretary@uniabex.com

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of **UNI ABEX ALLOY PRODUCTS LIMITED** will be held on **Friday, the 23rd March, 2018** at **3.00 P.M.** at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai 400 001, to transact the following business:

1. To approve the related party transaction with the Company and M/s. Chemicals and Ferro Alloys Private Limited and in this regard 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 188, and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, and other applicable Rules, if any, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Company’s policy on Related Party Transactions, the approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ agreement(s) / transaction(s), for the purpose of joint development of the land bearing Survey Nos. 318/3, 319/3, 320, 321/1 situated at Godbunder Road, Majiwada, Taluka and District Thane aggregating to 43,456 Square Metres or thereabouts, owned by the Company

(“Land 1”) alongwith the adjacent land bearing Survey Nos. 321/2, 322, 323 situated at Godbunder Road, Majiwada, Taluka and District Thane aggregating to 38,135 Square Metres or thereabouts, owned by Chemicals And Ferro Alloys Private Limited (“Land 2”), a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such term(s) and condition(s) as the Board of Directors, may deem fit.

RESOLVED FURTHER THAT the Board of Directors of the Company and or a Committee thereof be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things including development and amalgamation of Land 1 and Land 2, if required, for the purpose of entering into a development agreement jointly with Chemical and Ferro Alloys Private Limited and with such potential developer(s) as may be identified / approved by the Board of Directors and to settle any queries, difficulties, doubts that may arise with regard thereto and execute such agreements, documents and writings on such terms and conditions and to make such filings, as may be necessary or desirable and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: 20th February, 2018

By Order of the Board
M. S. Ashar
Company Secretary &
Compliance Officer

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 read with Section 110 of the Companies Act, 2013 is appended herein below.
2. The Notice is being sent to all the Members whose names appear in the Register of Members/List of Beneficial Owners / Records of Depositories as on 16th February, 2018. The Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participant (in case of electronic

shareholding) by the Company’s Registrar and Share Transfer Agents. In case of Members whose e-mail addresses are not registered, physical copies of the Notice are being sent in the manner prescribed.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

4. **The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.**
A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Corporate Members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the Board Resolution together with the specimen signatures of their authorized representative to attend and vote on their behalf at the Meeting.
6. Members, Proxies and Authorized representatives are requested to bring to the Meeting, the attendance slip along with their copy of the Notice of the Meeting.
7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
9. In pursuance of Regulation 42 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has notified closure of Register of Members and Share Transfer Books from Saturday, 17th March, 2018 to Friday, 23rd March, 2018 (both days inclusive) for determining the names of Members eligible for the purpose of Extraordinary General Meeting.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, the Notices, Circulars, etc. from the Company electronically.
11. Any change of particulars including address, bank mandate and nomination for shares held in Demat form, should be notified only to the respective Depository Participants where the Member has opened his/her Demat account. The Company or its share transfer agent will not act on any direct request from these Members for change of such details. However requests for any change in particulars in respect of shares held in physical form should be sent to the Registrars & Share Transfer Agents of the Company. M/s. Computech Sharecap Limited.
12. The equity shares of the Company are compulsorily traded in demat form. Members desirous of trading in the shares of the Company are requested to get their shares dematerialized.
13. Members desiring any information as regards to the aforesaid resolution are requested to write to the Company, atleast seven days before the date of the meeting so as to enable the Management to keep the information ready.
14. A Route map showing directions to reach the venue of the Extraordinary General Meeting is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meetings".
15. **E-Voting:**
 In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and sub clause (1) & (2) of Regulation 44 of SEBI Regulations, the Company is pleased to offer e-voting facilities to its Members in respect of the business to be transacted at the Extraordinary General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as authorized agency to provide e- voting facility. The Company has appointed Mr. Taizoon M. Khumri of T.M.Khumri & Co. (Mem. No. 993; COP: 88), Practicing Company Secretary or failing him Mr. Husain Y. Wagh of Husain Wagh & Co. (Mem. No. 32996; COP: 12153), Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. It is clarified that it is not mandatory for a Member to vote using remote e- voting facility. In order to facilitate those Members, who do not wish to use the e- voting facility, the Company is enclosing a Ballot Form. Resolution passed by Members through e-voting or ballot forms are deemed to have been passed at the Extraordinary General Meeting.
 The Members who have cast their votes by remote e-voting prior to the Extraordinary General Meeting may also attend the Meeting but they shall not be entitled to cast their vote again.
 Members can opt for only one mode of voting i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
 The remote e-voting period will commence on Tuesday, 20th March, 2018 (10 a.m.) and will end on Thursday, 22nd March, 2018 (5 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 16th March, 2018, may cast their vote by remote e-voting. The remote e-voting module will be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 16th March, 2018.

Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date shall be entitled to vote. If a person was a Member on the date of the Book Closure as aforesaid but has ceased to be a Member on the cut-off date, he/she shall not be entitled to vote. Such person should treat this notice for information purpose only.

The Chairman shall, at the Extraordinary General Meeting, at the end of discussion on the resolution on which voting is to be held, allow voting by use of ballot paper for all those members who are present at the Extraordinary General Meeting but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the Extraordinary General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the Extraordinary General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company, www.uniabex.com and on the website of CDSL e-Voting immediately after the declaration of result by the Chairman or a person authorized by him in writing and communicated to BSE Limited.

PROCESS AND MANNER FOR REMOTE E- VOTING.

For Members whose e-mail addresses are registered with the Company / Depositories:

The instructions for shareholders voting electronically are as under:

The voting period begins on 20th Tuesday, March, 2018 at 10.00 a.m. and ends on 22nd Thursday, March, 2018 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 16th March, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

- (ii) Click on Shareholders / Members
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.

(vi) 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) <ul style="list-style-type: none"> • 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. • 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.
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. <ul style="list-style-type: none"> • 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).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Uni Abex Alloy Products Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Approval for entering into Related Party Transactions by the Company:

Section 188 of the Companies Act, 2013, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, prescribes the procedure for approval of related party transaction(s). Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has also prescribed seeking of Members’ approval for related party transaction(s).

Chemicals And Ferro Alloys Private Limited is a “Related

Party” within the meaning of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Chemicals And Ferro Alloys Private Limited along with its Directors viz. Mr. Feroze Dhunjishaw Neterwala, Mrs. Pervin Rustom Mehta, Mrs. Shernaz Firoz Vakil and Mr Anosh Neterwala, their relatives and Unitel Finance And Investments Private Limited (“**Promoter Group**”) hold 63.35% of the voting capital of the Company.

All entities/persons that are directly/indirectly related parties of the Company shall abstain from voting on such resolution. Accordingly, the Promoter Group shall abstain from voting on this resolution for approval of ‘related party transactions’.

The disclosures required to be made under the provisions of the Companies Act, 2013, and the Companies (Meeting of Board and its Powers) Rules, 2014, are given herein below:

Sr. No.	Particulars	Remarks
1.	Name of the Related Party	Chemicals And Ferro Alloys Private Limited.
2.	Name of the Directors of the Company or Key Managerial Personnel (KMP) who are Related	Mr. Feroze Dhunjishaw Neterwala, Mr Anosh Feroze Neterwala, Mrs. Phirosa Feroze Neterwala, and Mr. Rustom Burjor Mehta
3.	Nature of Relationship	Chemicals And Ferro Alloys Private Limited is a private limited company in which the Directors of the Company are the members/Directors. Chemicals And Ferro Alloys Private Limited holds 21.56% of the total paid-up share capital of the Company and hence the Company is its associate company in terms of Section 2(6) of the Companies Act, 2013.
4.	Nature, material terms, monetary value and particulars of the contract or arrangement or agreement	Contract(s)/ arrangement(s) / agreement (s) for the purpose of joint development of Land 1 and Land 2. Monetary value of proposed aggregate contract(s)/ arrangement(s) / agreement(s), is subject to the identification of the potential developer(s) and the consequent terms and conditions negotiated between the Company, Chemicals And Ferro Alloys Private Limited and the potential developer(s).
5.	Any other information relevant or important for the members to take a decision on the proposed resolution	Since the proposed development is proposed to be phased out over a period of 8 to 9 years the value would be commensurate with the then prevailing market values.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential developer(s) for the amalgamation and the consequent joint development of Land 1 and Land 2, as per the details mentioned below:

Sr. No.	Name of the Company	Particulars of the Land as per 7/12 Extract
1.	Uni-Abex Alloy Products Limited	Land bearing Survey Nos. 318/3, 319/3, 320, 321/1 situated at Godbunder Road, Majiwada, Taluka and District Thane aggregating to 43,556 Square Metres or thereabouts ("Land 1").
2.	Chemicals And Ferro Alloys Private Limited.	Land bearing Survey Nos. 321/2, 322, 323 situated at Godbunder Road, Majiwada, Taluka and District Thane aggregating to 38,145 Square Metres or thereabouts ("Land 2")*.

*The above mentioned Land 2 includes 19504 Square Metres or thereabouts of Uni Deritend Limited land situated at Majiwade, District Thane to be vested with Chemicals And Ferro Alloys Private Limited consequent to the Scheme of Fast Track Merger filed with Regional Director wherein a business undertaking of Uni Deritend Limited *inter alia* including 19504 Square Metres or thereabouts of land situated at Majiwade, District Thane will vest with Chemicals And Ferro Alloys Private Limited. The necessary approval of the Regional Director is awaited.

In view of the same, the Board of Directors at its meeting held on 20th February, 2018, has subject to the approval of members of the Company by an ordinary resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary approved the said joint development of Land 1 and Land 2 on such terms and conditions as may be determined by the Board including (i) finalization of the suitable developer(s) for Land 1 and Land 2, (ii) finalization of the terms and conditions, methods and modes in respect thereof, (iii) determining the exact effective date, and (iv) finalizing, executing and registering the necessary transaction documents including agreements, development agreements and irrevocable powers of attorney etc. and such other documents in the best interest of the Company.

The Directors, Key Managerial Personnel or their relatives may be deemed to be interested in the Resolution to the extent of the Shares held by them, their relatives and affiliates.

The above contracts/arrangements/agreement were approved by the Audit Committee and the Board of Directors at their respective meetings held on 20th February, 2018 as the same are in the interest of the Company.

The particulars of Land 1 and Land 2 as stated hereinabove and their respective Valuation Reports are available for inspection at the Registered Office of the Company during business hours till the date of the Meeting.

It should further be noted that the development of the lands is conditional to the Board of Directors identifying a potential developer(s) and the development may take place in a phased manner over a period of 8 to 9 years. This approval of the Shareholders is sought out of abundant caution and as a matter of good corporate governance.

This Explanatory Statement may also be treated as a disclosure under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend the Ordinary Resolution set out at Item No. 1 of the accompanying Notice for approval by the unrelated Members of the Company.

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: 20th February, 2018

By Order of the Board
Milind Ashar
Company Secretary &
Compliance Officer



UNI ABEX ALLOY PRODUCTS LIMITED

CIN No.: L27100MH1972PLC015950

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

ATTENDANCE SLIP FOR EXTRAORDINARY GENERAL MEETING

EXTRAORDINARY GENERAL MEETING – FRIDAY, 23RD MARCH, 2018 AT 3.00 P. M.

Folio No/DPID & Client ID:
Name: _____
Address: _____

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the Extraordinary General Meeting of the Company at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai- 400 001 on **Friday, 23rd March, 2018.**

First / Sole holder/ Proxy

Second holder/ Proxy

Third holder/ Proxy

Notes:

1. Registration will start at 2.30 P. M. and close at 3.00 P. M. on the day of Extraordinary General Meeting (EGM).
2. There will be separate entrance for EGM at the M. C. Ghia Hall, The Members are, therefore, requested to co-operate and use only the EGM entrance and not any other entrance.
3. There will be no parking facility opposite to Hall. The Members are requested to park their vehicle at the BMC parking area.
4. The Members are informed that in case of joint holders attending the meeting, only such joint holder whose name appear in the chronological order in the Demat Account/Folio will be entitle to vote.
5. This attendance slip is valid only in case shares are held on the date of the EGM.
6. The Members who have received EGM Notice and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly filled in Attendance Slip at the registration counter to attend the EGM.

UNI ABEX ALLOY PRODUCTS LIMITED

CIN No.: L27100MH1972PLC015950

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

PROXY FORM

Form No. MGT-11

[Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : **L27100MH1972PLC015950**
Name of the Company : **UNI ABEX ALLOY PRODUCTS LIMITED**
Registered office : **Liberty Building, Sir Vithaldas Thackersey Marg, Mumbai - 400 020**
Name of the member (s) : _____
Registered address : _____
E-mail ID : _____
Folio No/Client ID No. / DP ID : _____

I/We, being the member(s) of _____ shares of the above named Company, hereby appoint:

(1) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him/her
(2) Name : _____ Address : _____
E-mail Id : _____ Signature : _____ or failing him/her
(3) Name : _____ Address : _____
E-mail Id : _____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the **Friday, 23rd March, 2018 at 3.00 p. m.** at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001 and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution No.	Description	For	Against
1	To approve the related party transaction with the Company and M/s. Chemicals and Ferro Alloys Private Limited. (Ordinary Resolution).		

Signed this _____ day _____ of 2018

.....
Signature of shareholder

.....
Signature of Proxy holder (s)

Affix
revenue
stamp of
₹ 1

NOTES:

- (1) The proxy in order to be effective should be duly filled up, stamped, and must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for and other person or shareholder.
- (4) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (5) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.