



UNI ABEX ALLOY PRODUCTS LIMITED

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

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

Tel: 022 - 2203 2797/2206 6261 **Fax:** 022 - 2208 2113

POSTAL BALLOT NOTICE

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

Dear Members,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (the 'Act') read with Rule 22 of the Companies (Management & Administration) Rules, 2014, ('the Rules') including any statutory modification or re-enactment hereof for the time being in force and subject to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by postal ballot or by e-voting:

The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto with this notice for your consideration.

The Board of Directors of the Company has appointed Mr. Prasen Naithani, Company Secretary in Practice, M/s. P. Naithani & Associates, Company Secretaries, Mumbai (Membership No. F3830 & Certificate of Practice No. 3389), as the Scrutinizer for conducting the postal ballot or 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, 06 February, 2018 (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 and is his absence to the Company Secretary of the Company Secretary 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, 08 February, 2018, 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.

SPECIAL BUSINESS

Item no. 1 Alteration of the object clause of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 13 and 110 of the Companies Act, 2013 read with the Companies Incorporation Rules, 2014 and Companies (Management and Administration Rules), 2014 and all other applicable laws and regulations and subject to such approvals as may be required, the approval of the members of the Company be and is hereby accorded to alter the Object Clause of the Memorandum of Association of the Company by amending/ adding the new object clauses in the existing Clause III of the Memorandum of Association of the Company:

1. "To establish a new industrial undertaking for the manufacture of centrifugally cast alloy steel reformer tubes, aluminium castings and heat resistant and stainless steel alloy castings.

2. To carry on the business of manufacturing, buying, selling, importing, exporting, indenting of all kinds and types of alloy products including alloy steel castings, nickel based castings, reformer tubes and fittings, heat resistant and corrosive alloy castings, precision castings like Track links required in particular for fertilizer industry, Oil refineries, Cement industry, Ore pellitisation, Defence and Space aircraft industries and machining of castings and billets, heat treatment.
3. To carry on the business of manufacturing, buying, selling, importing, exporting, indenting of all types and kinds of materials required for alloy products and for that purpose manufacture, excavate, refine, import, export of metals, metal ores, minerals and their compounds; purchase, take on lease, on concession or other wise acquire any interest in mines rocks.
4. To carry on, manage, supervise and control the business of transmitting, manufacturing, supplying, generating, distributing and dealing in electricity and all forms of energy and power generated by any source wind, solar, hydrocarbon fuel or any other form, kind or description. To carry on in India or abroad the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power through establishing or using stations, tie-lines, sub-stations and transmission or distribution lines in any manner including build, own and transfer (BOT), and/or build, own and operate (BOO) and/or build, own, lease and transfer (BOLT) and/or build, own, operate and transfer (BOOT) basis or otherwise, and to acquire in any manner power transmission systems/networks, power systems, generation stations, tie-lines, sub-stations and transmission or distribution systems from State Electricity Boards, Vidyut Boards, Power Utilities, Generating Companies, Transmission Companies, Distribution Companies, Central or State Government Undertakings, Licensees, other local authorities or statutory bodies, other captive or independent power producers and distributors and to do all the ancillary, related or connected activities as may be considered necessary or beneficial or desirable for or along with any or all of the aforesaid purposes which can be conveniently carried on these systems, networks or platforms.
5. To purchase, sell, lease and/or otherwise to carry on the business such as builders, developers, contractors, architects, surveyors, engineers and Estate dealers. To purchase for resale and to trade in land and house and other immovable property of any tenure and any interest therein, and to create, sell and deal in freehold and leasehold ground rents, and to deal in trade by way of sale, or otherwise with land and house property and any other immovable property.
6. To purchase, develop, lease and/or build/construct industrial shops and/or any kind of commercial complex(es)/ establishments, residential houses, bungalows, business premises, restaurants, hotels, warehouses, parking lots, cinema theatres, apartments, resorts, shopping malls and colonies and rent or sell the same and realize cost in lump sum or easy instalments or by hire purchase system or otherwise and in this regard to purchase or obtain any right or interest in any land, plot(s) of land or immovable property including industrial, commercial, residential, or farm lands buildings, houses, apartments, flats or areas within or outside the limits of Municipal Corporation or other local bodies, anywhere within the Domain of India either singly or jointly or in Partnership with any person(s) or Body corporate or partnership Firm/LLP"

"RESOLVED FURTHER THAT 'Clause C – Other Objects' mentioned in existing Memorandum of Association of the Company be and are hereby deleted to make it consistent with Section 4 of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors of the Company ("the Board"), which expression shall include any Committee thereof or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and / or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect."

Item no. 2 - Adoption of new Articles of Association of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, and other rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the members of the Company be and is hereby accorded to the adoption of new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), which expression shall include any Committee thereof or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and I or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect.”

Item No. 3 Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the members be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit in favour of banks/financial institutions, other investing agencies to secure rupee/foreign currency loans with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”), which expression shall include any Committee thereof or any Key Managerial Personnel be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company and to resolve any question or difficulty that may arise in this respect.”

Item No. - 4 To sell / transfer / dispose off /enter into joint venture agreement for development of the Company’s land at Thane.

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

“RESOLVED THAT, pursuant to the provisions of Section 180(1)(a) and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligation & Disclosure Regulation) entered into by the Company with the Stock Exchange where the shares of the Company are listed,) and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the “Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / lease / develop / dispose off /enter into joint venture agreement for development of its land situated at Mulla Baug, Manpada, Thane, Maharashtra (“Undertaking”) or in any other manner as the Board may deem fit in the interest of the Company, for such consideration and on such terms and conditions as may be deemed fit by the Board.

RESOLVED FURTHER THAT the Board be and is hereby authorised and empowered to finalise and execute necessary documents including but not limited to definitive Agreements, deeds of assignment / conveyance and/or other ancillary documents, with effect from such date and in such manner as is decided by the Board to do all such other acts, deeds, matters and things as they may deem necessary and/or expedient to give effect to the above Resolution including without limitation, to settle any questions, difficulties or doubts that may arise in regard to sale / transfer / lease / develop / dispose off /enter into joint venture agreement for development of the Undertaking as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments.”

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: January, 05, 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 December, 29, 2017. 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) the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose e-mail addresses are not registered, physical copies of the Notice are being sent in the manner prescribed.
3. The Members can opt for only one mode of voting, i.e either by physical ballot or by e-voting. In case any Member casts votes through both the modes, voting done by e-voting shall prevail and votes cast through physical ballot form will be treated as invalid.
4. Members desiring to exercise vote either by Postal Ballot or by e-voting are requested to carefully read the instructions printed on the reverse of the enclosed Postal Ballot Form.
5. The Company has engaged Central Depository Services Limited (CDSL) to provide to the Members the e-voting platform and services for casting their vote through e-voting on all resolutions set forth in this Notice. The result will also be displayed on their website www.evoting.cdsl.com.
6. The Board of Directors of the Company have appointed Mr. Prasen Naithani (FCS 3830 ; CP 3389), Practising Company Secretary of M/s. P. Naithani & Associates., as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers and the votes received electronically from the Members. After completion of his scrutiny, Scrutinizer will submit his report to the Chairman and, in his absence, to the Company Secretary of the Company. The Scrutinizer's decision on the validity of a Postal Ballot/e-voting shall be final and binding.
7. A copy of the Memorandum and Articles of Association and the proposed Resolution together with a copy incorporating the proposed alterations thereto of the Company will be available for inspection at the Registered Office of the Company, on all working days, excluding Saturdays, Sundays and public holidays between 2.00 p.m. to 5.00 p.m. till the last date of receiving the Postal Ballots by Scrutinizer i.e Tuesday, 06 February, 2018.
8. The e-voting period commences on Monday, 08 January, 2018 (10.00 a.m. IST) and will end on Tuesday, 06 February 2018 (5.00 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on December, 29, 2017, may cast their vote electronically. The voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change subsequently.
9. The voting rights of Members shall be in proportion to the number of shares held by them each fully paid up in the paid up Equity Share Capital of the Company as on December, 29, 2017.
10. The Resolution will be taken as passed effectively on the date of announcement of the result by the Chairman and in his absence, by the Company Secretary of the Company, if the result of the Postal Ballots indicates that the requisite majority of the Shareholders have assented to the Resolution. The result of the Postal Ballot will be declared on or before 08, February, 2018 at the Registered Office of the Company. After declaration, the result of the Postal Ballot shall also be posted on the Company's website i.e. www.uniabex.com besides communicating the same to the BSE Limited where the shares of the Company are listed.

11. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 08 January, 2018 at 10.00 a.m. and ends on Tuesday, 06 February, 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 December, 29, 2017 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.
- (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 | <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"> • 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) | <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"> • 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 for the relevant Uni Abex Alloy Products Limited on which you 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 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 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.
- (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, 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

Item no. 1 of the Notice

The Company is considering the business opportunities available in various areas relating to the construction industry as well as the business of establishing, commissioning, setting up, operating and maintaining electric power transmission systems/networks, power systems, generating stations based on conventional/ non-conventional resources for evacuation, transmission, distribution, trading or supply of power. The Company in continuation to its existing business intends to engage in the businesses of real estate development and construction and power generation.

To enable the Company to pursue the aforesaid businesses, it is proposed to alter the Object Clause of the Memorandum of Association (MOA) of the Company so as to specifically provide for the objects as set forth in the special resolution proposed in this Notice as Item No. 1. As per Sections 13 and 110 of the Companies Act, 2013 read with the Companies Incorporation Rules, 2014 and Companies (Management and Administration Rules), 2014 and all other applicable laws and regulations and subject to such approvals as may be required, the Object Clause of the MOA can be altered by a special resolution passed by the Members of the Company by way of postal ballot.

Further, the 'Clause C Other objects' is proposed to be deleted to make it consistent with Section 4 of the Companies Act, 2013.

Item no. 2 of the Notice

The Articles of Association of the Company as currently in force were adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were carried out from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles may no longer be in conformity with the Companies Act, 2013.

Considering that substantive sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to amend / replace the existing Articles of Association with new Articles aligned with the provisions of Companies Act, 2013 including the Rules framed thereunder and adoption of specific sections from Table "F" to Schedule I to the Companies Act, 2013 which sets out the model Articles of Association for a company, limited by shares.

While some of the Articles of existing Articles of Association of the Company require alteration or deletions, certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed thereunder, to avoid repetition in its entirety.

Item no. 3 of the Notice

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180 (1) (a) of the Act, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Standard market terms of long term debt finance include conditions whereby lenders in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues.

The proposed borrowings of the Company may, if necessary, be secured by way of charge/ mortgage/ hypothecation on the Company's assets in favour of the lenders as mentioned in the Resolution at Item No. 3. As the documents to be executed between the lenders and the Company may contain provisions to take over substantial assets of the Company in certain events, it is necessary to pass a special resolution under Section 180(1)(a) of the Act, for creation of charges/ mortgages/hypothecations for an amount not exceeding Rs.100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Directors and Key Managerial Personnel of the Company, or their relatives, concerned or interested in the aforementioned resolution to the extent of shares held by them in the Company.

Item no. 4 of the Notice

In the year 2014, your Company took strategic steps of business restructuring and as part of that exercise, the Company shut down its manufacturing activities in its Thane location in Thane due to very high operating cost. At the same time the Company established a state of the art manufacturing plant at Dharwad, near Hubli, Karnataka which commenced production from 1st January, 2015.

Several initiatives such as launching of new products, substantial improvements in quality and machining etc. were taken at the new plant which has shown larger basket of products which the Company can offer to its customers.

As the land remained idle after the Company's migration to the new plant at Dharwad, after considering various options the Board decided to sell / transfer / dispose off /enter into joint venture agreement for developments of its land in the overall best interest of all the stakeholders. The Board of Directors of the Company, at its meeting held on 12th December, 2017 approved the Company to sell / transfer / dispose off /enter into joint venture agreement for developments of its land situated at Mulla Baug, Manpada, Thane, Maharashtra ("Undertaking"). The net proceeds as received from the Undertaking will be utilized to repay the existing loans and reduce interest burden, or enhancement of working capital of the Company or general business purpose.

The proposed sale / transfer / dispose off /enter into joint venture agreement for developments of its land of the said Undertaking will not have any impact on the Company's existing business.

In compliance with the applicable provisions of the Companies Act, 2013, Special Resolution as set out in the accompanying Notice is now being placed before the members for their approval. Your Directors recommend the passing of the resolution as Special Resolution.

The Directors and Key Managerial Personnel of the Company, or their relatives, are concerned and are interested in the aforementioned resolution to the extent of shares held by them in the Company.

The Board recommends the Special Resolution set out at item No.1 to 4 of the Notice for approval by the Members.

The proposed draft of new Memorandum & Articles of Association and the resolutions are available on the Company's website at www.uniabex.com for perusal by the members.

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: January, 05, 2018

By Order of the Board

M. S. Ashar
Company Secretary & Compliance Officer



UNI ABEX ALLOY PRODUCTS LIMITED

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

Tel: 2203 2797/2206 6261 Fax: 022- 2208 2113. Web site: www.uniabex.com

CIN: L27100MH1972PLC015950

POSTAL BALLOT FORM

| Sr. No. | Particulars | Details |
|---------|---|---------|
| 1 | Name of the First Named Shareholder (In BLOCK LETTERS) | |
| 2 | Postal Address | |
| 3 | Registered folio no./ *Client Id & DP Id (* Applicable to shareholders holding shares in Dematerialized Form) | |
| 4 | Class of Share | EQUITY |
| 5 | No. Of Shares | |

I / We hereby exercise my / our vote in respect of the following Special Resolution to be passed through Postal Ballot for the Special Business stated in the Notice dated 05 January 2018 by sending my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (☑) mark in the appropriate column below.

| No. | Item No. | No. of shares held by me | I/We assent to the resolution | I/We dissent from the resolution |
|-----|---|--------------------------|-------------------------------|----------------------------------|
| 1 | Special Resolution: To Alter the object clause of the Company. | | | |
| 2 | Special Resolution: To Adoption of new Articles of Association of the Company. | | | |
| 3. | Special Resolution: To create Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings. | | | |
| 4. | Special Resolution: To sale / lease / develop / transfer / dispose off /enter into joint venture agreement for development of the Company's land at Thane. | | | |

Place : MUMBAI

Date : 05.01.2018

(Signature of the Member/Authorized Representative must be as per specimen signature registered with the Company/Depository Participant)

ELECTRONIC VOTING PARTICULARS

| EVSN (E-voting Event Number) | USER ID | PASSWORD / PIN |
|---------------------------------|---------|----------------|
| 171228006 | | |

1. Note: Please read the instructions given in the Notes to the Postal Ballot Notice dated January 05, 2018, carefully, before exercising your vote.
2. Last date for receipt of Postal Ballot Form by the Scrutinizer : Tuesday, 6 February 2018 (5:00 PM IST)

INSTRUCTIONS

1. A Member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form and send it to the following address of the Scrutinizer by post/courier.
Mr. P. Naithani Scrutinizer,
Unit: Uni Abex Alloy Products Limited
M/s. Computech Sharecap Limited,
147 M. G Road, Fort Mumbai 400 001,
Maharashtra, India
2. Please convey your assent/dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.
3. This Form must be completed and signed (as per specimen signature registered with the Company) by the Member. In case of Joint holding, this Form must be completed and signed by the first named Member and in his/her absence, by the next named Member.
4. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
5. The Scrutinizer's decision on the validity of the Postal Ballot/e-voting will be final.
6. The Postal Ballot/e-voting shall not be exercised by a proxy.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday, 06 February 2018 (5:00 PM IST). All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Member has not been received. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of postal ballot will be announced by Thursday, 8 February 2018 (5:00 PM IST), at the Registered Office of the Company at Liberty Building, Sir V. T. Marg, New Marine Lines, Mumbai – 400 020. Maharashtra, India.
8. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the Member as on Friday, 29 December 2017.
9. Members are requested not to send any other paper along with the Postal Ballot Form and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
10. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint holders. In case of non-receipt of the Postal Ballot Form or for any query related thereto, the Members may contact the Company's Registrar and Transfer Agent, M/s. M/s. Computech Sharecap Limited, 147 M. G Road, Fort Mumbai 400 001, Maharashtra, India, or send an email at helpdesk@computechsharecap.in
11. The Members can opt for only one mode of voting i.e., either by physical Postal Ballot Form or e-voting. The voting, both through postal ballot and through electronic mode shall commence from Monday, 8 January 2018 (10:00 AM IST) and shall end on Tuesday, 6 February 2018 (5:00 PM IST). In case, member(s) cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
12. In case of shares held by companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a relevant Board Resolution / Authority Letter duly certified / attested by authorized signatory/ (ies).
13. A Member may request for a duplicate Postal ballot form, if so required.
14. The company is also offering e-voting facility as an alternate, for all its Members to enable them to cast their votes electronically instead of using the Postal Ballot Form. The detailed procedure for e-voting has been enumerated in the Notes to the Postal Ballot Notice dated January 5, 2018, of the Company.
15. The result of the Postal Ballot shall be declared on or before Thursday February 08, 2018. The result would be displayed at the Registered Office of the Company, intimated to CDSL & Stock Exchanges where the Company's equity shares are listed.