

NOTICE

NOTICE is hereby given that the Forty Second Annual General Meeting of the Members of **UNI ABEX ALLOY PRODUCTS LIMITED** will be held on Thursday, the 20th August, 2015 at 3.00 P.M. at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai 400 001, to transact with or without modifications as may be permissible the following business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the financial year ended 31st March, 2015 and the Balance Sheet as at 31st March, 2015 and the Reports of Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. R. B. Mehta (DIN: 00057570), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Ford, Rhodes, Parks & Co., Chartered Accountants (ICAI Registration No. 102860W) as Statutory Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. To appoint Mrs. P. F. Neterwala (DIN: 01083117) as a Director 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 Mrs. P. F. Neterwala (DIN: 01083117) who was appointed as an Additional Director of the Company on 20th August, 2014 under Section 161 of the Companies Act, 2013, and holds office upto the date of this Annual General Meeting, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

6. To appoint Mr. M. K. Fondekar (DIN: 01089689) as a Director 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 Mr. M. K. Fondekar (DIN: 01089689) who was appointed as a Director of the Company with effect from 1st January, 2015 on completion of his term as an Wholetime Director designated as Executive Director on 31st December, 2014 under Section 161 of the Companies Act, 2013, and holds office upto the date of this Annual General Meeting, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation.”

7. Reclassification of Authorised Share Capital and Consequent Alteration of Memorandum of Association and Articles of Association

To consider and, if thought fit to pass, with or without modification(s) the following Resolution for reclassification of authorised capital of Company as a Special Resolution:

“RESOLVED THAT pursuant to Sections 13,14, 61 and all other applicable provisions, if any, under the Companies Act, 2013, the existing Authorised Share Capital of the Company of ₹5 Crores (Rupees Five Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of ₹10/- (Rupees Ten each) and 2,00,000 (Two Lacs) Redeemable Cumulative Preference Shares of ₹100 (Rupees One Hundred each) be and is hereby reclassified to ₹5 Crores (Rupees Five Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of ₹10/- (Rupees Ten each) and 20,00,000 (Twenty Lacs) Redeemable Cumulative Preference Shares of ₹10 (Rupees Ten each).

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V is as under:

- V. ‘The Authorised Share Capital of the Company is ₹5 Crores (Rupees Five Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of ₹10/- (Rupees Ten each) and 20,00,000 (Twenty Lacs) Redeemable Cumulative Preference Shares of ₹10 (Rupees Ten each) to be issued on such terms & conditions as to be period of redemption / convertible, rate of dividend, whether cumulative or otherwise, and/or to redeem with or without premium as may be decided by the Board of Directors at the time of issue of Redeemable Cumulative Preference Shares.”

“RESOLVED FURTHER THAT consequent upon the reclassification in the Share Capital, the existing Article 9 of the Articles of Association of the Company regarding Authorised Capital be and is hereby amended as under:

'The Authorised Share Capital of the Company is ₹5 Crores (Rupees Five Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of ₹10/- (Rupees Ten each) and 20,00,000 (Twenty Lacs) Redeemable Cumulative Preference Shares of ₹10 (Rupees Ten each) to be issued on such terms and conditions as to be period of redemption / convertible, rate of dividend, whether cumulative or otherwise, and/or to redeem with or without premium as may be decided by the Board of Directors at the time of issue of Redeemable Preference Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to take all such steps and actions and, give such directions and delegate such authorities, as it may in its absolute discretion, deem appropriate."

8. To approve and waive excess remuneration paid to Mr. M. K. Fondekar (DIN: 01089689) as a Whole-time Director designated as Executive Director and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the approval of the Central Government, approval be and is hereby accorded to the Board of Directors of the Company for waiver of recovery of excess remuneration of an amount of Rs. 27.70 lacs paid to Mr. M. K. Fondekar (DIN: 01089689) as a Whole-time Director designated as Executive Director of the Company for the period from 1st April, 2014 to 31st December, 2014."

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: 29th May, 2015

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

NOTES:

- 1. A member entitled to attend and vote at the Annual 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. 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.**
2. Corporate Members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
5. 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.
6. Relevant documents referred to in the accompanying Notice and the Statement 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.
7. The Company has notified closure of Register of Members and Share Transfer Books from Monday, August 10th, 2015 to Thursday, August 20th, 2015 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
8. The dividend on shares as recommended by the Board of Directors, if declared at the meeting will be paid on and from 10th September, 2015 to Members:
 - (i) In respect of shares held in demat form, on the basis of beneficial ownership as per details furnished by the Depositories, as at the end of the business on 8th August, 2015 and
 - (ii) In respect of shares held in physical form to those Members whose names appear on the Register of

Members of the Company as on 20th August, 2015 after giving effect to valid share transfers lodged with the Company on or before 8th August, 2015.

9. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, M/s. Computech Sharecap Limited ("Computech") cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members.
10. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2006-2007 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund. The details of unpaid and unclaimed amounts lying with the Company are available on the websites of the Company and the Ministry of Corporate Affairs.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Computech.
12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from Computech.
13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Computech, for consolidation into a single folio.
14. Non-Resident Indian Members are requested to inform Computech, immediately of:
 - A. Change in their residential status on return to India for permanent settlement.
 - B. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
15. 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, Notices, Circulars, etc. from the Company electronically.
16. 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.
17. RBI vide its Circular No. DPSS. (CO). EPPD. No.191.04.01.01/2009-2010 dated July 29, 2009 has instructed banks to move to the NECS platform from October 1, 2009.

Consequently you are requested to provide your new account number allocated to you after implementation of Core Banking System by your Bank NECS credit to your old account may either be rejected or returned.

Please provide to the Share Registrars and Transfer Agents new Bank Account particulars alongwith a copy of the cheque duly cancelled by quoting your reference folio number in case of shares held by you in physical form. In case the shares are in Dematerialised form, you may kindly provide the same to your Depository Participant, so that your future dividend payments can correctly be credited to your new account.

18. 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.
19. The Company has listed its shares at Bombay Stock Exchange Limited, Mumbai, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001. The Annual Listing Fees for the Exchange has been paid for the financial year 2015-2016
20. Members desiring any information as regards Accounts 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.
21. **The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Monday 17th August, 2015 from 10.00 a.m. and ends on Wednesday 19th August, 2015. 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 13th August, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 password mentioned in the attendance slip.
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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(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 helpdesk.evoting@cdslindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of Companies in which they hold Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange is as under:

Name	Mr. R. B. Mehta	Mrs. P. F. Neterwala	Mr. M. K. Fondekar
Date of Birth & Age	12 th June, 1946 - 69 years	3 rd January, 1952 – 63 years	23 rd March, 1945 – 70 years
Appointed on	25 th September, 1987	20 th August, 2014	29 th May, 2009 as Additional Director 1 st July, 2009 as Executive Director
Qualifications	B.Sc, (Eng) Hons. – U.K.	Interior Design Course from the JJ School of Fine Arts.	BE (Metallurgy) College of Engineering, Pune & M.Tech (Metallurgical Engineering) Indian Institute of Technology, Powai, Mumbai.
Expertise in specific	Wide experience in Engineering & Piping Industry.	Administration & General Management	Wide experience in Specialized overall Castings & Managements
Directorships held in other Companies	Autogenous Welding & Repair Co. Pvt. Ltd. – Managing Director MEL Superweld Pvt. Ltd.	Neterwala Consulting & Corporate Services Ltd. Neteron Technologies Pvt. Ltd. Nebara Property Pvt. Ltd.	Universal Ferro & Allied Chemicals Ltd. Uni Klinger Ltd.
Memberships/ Chairmanships of Board/Committees of public Companies.	NIL	NIL	NIL
Equity shareholding in the Company	2600 Equity Shares of Face Value of ₹10/- each	NIL	NIL

23. **The Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by enabling paperless compliance by the Company and by its Circulars dated April 21, 2011 and April 29, 2011**

stated that service of notice/documents including Annual Reports can be sent by e-mail to its Members. To support this initiative, Members are requested to register their e-mail addresses along with Client ID/ Folio Number with “companysecretary@uniabex.com”. The e-mail address so registered would be deemed to be the registered e-mail address for serving notice/documents. The Notice of Annual General Meeting and the copies of Audited Financial Statements, Directors’ Report, Auditors’ Report, etc. will also be displayed on the Company’s Website: www.uniabex.com and other requirements of the aforesaid Circulars will be duly complied with.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5:

Mrs. P. F. Neterwala (DIN: 01083117) who was appointed as an Additional Director of the Company on 20th August, 2014 under Section 161 of the Companies Act, 2013, pursuant to the requirement of Companies Act, 2013 and SEBI guidelines that each listed Company shall have a Woman Director on its Board on or before March 31, 2015.

Pursuant to Article 111 of the Articles of Association of the Company and as per the provisions of Section 161 of the Companies Act, 2013, Mrs. P. F. Neterwala holds office up to this Annual General meeting and is eligible for appointment.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. P. F. Neterwala for the office of Director liable to retire by rotation.

Mrs. P. F. Neterwala is not disqualified from being appointed as a Director in terms of Section 164 of the Act. She holds NIL equity shares in the Company.

Mrs. P. F. Neterwala is a partner Neterwala and Aibara.

Mrs. P. F. Neterwala is interested in the resolution set out at Item No. 5 of the Notice, which pertain to her appointment.

Mr. F. D. Neterwala and Mr. A. F. Neterwala being related to Mrs. P. F. Neterwala are also deemed to be interested in the resolution set out at Item No. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6:

Mr. M. K. Fondekar (DIN: 01089689) who appointed as a Director of the Company with effect from 1st January, 2015 on completion of his term as an Wholetime Director designated as Executive Director on 31st December, 2014 under Section 161 of the Companies Act, 2013.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. M. K. Fondekar will hold office up to this Annual General meeting and is eligible for appointment.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. M. K. Fondekar for the office of Director and he would be liable to retire by rotation.

Mr. M. K. Fondekar is not disqualified from being appointed as a Director in terms of Section 164 of the Act. He holds NIL equity shares in the Company.

Mr. M. K. Fondekar is an eminent metallurgist and has wide experience in specialized overall Castings & Managements.

Mr. M. K. Fondekar is interested in the resolution set out at Item No. 6 of the Notice, which pertain to his re-appointment.

The relatives of Mr. M. K. Fondekar may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No. 7:

Reclassification Authorised Share Capital and Consequent Alteration of Memorandum of Association and Articles of Association

The present Authorised Capital of the Company is ₹5 Crores (Rupees Five Crores Only) divided into 30,00,000 (Thirty Lacs) Equity Shares of ₹10/- (Rupees Ten Only) each and 2,00,000 (Two Lacs) Redeemable Cumulative Preference Shares of ₹100/- (Rupees One Hundred each).

The reclassification of the Authorised Shared Capital of the Company is done in order to get the face value of the Preference Shares at Par with the Face value of the Equity Shares of the Company.

As per the provisions of Sections 13 and 14 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association only with the consent of Shareholders.

On reclassification of authorised capital, it would be necessary to amend Clause V of the Memorandum of Association and also Article 9 of Articles of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clause and Article.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at the Registered Office between 11.00 a.m. to 1.00 p.m. on any working day of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way, concerned or interested, financially or otherwise, in this Resolution.

The Board commends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No.8:

During the financial year 2014-15, Mr. M. K. Fondekar (DIN: 01089689) as a Whole-time Director designated as Executive Director was in service for a period of 9 months wef 01.04.2014 to 31.12.2014 and was entitled to remuneration and perquisites as approved by the Members of the Company at their 40th Annual General Meeting of the Company held on 7th August, 2013 and 41st Annual General Meeting held on 20th August, 2014. The actual amount of remuneration and perquisites paid to Mr. M. K. Fondekar during the financial year 2014-15 (i.e. for 9 months) was Rs. 87.96 lacs. which exceeds the prescribed limit as specified in Sections 197 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder by Rs. 27.70 lacs, the approval of the Members is sought for waiver of the excess remuneration. The waiver of excess remuneration paid is also subject to the approval of Central Government.

Mr. M. K. Fondekar is interested in the resolution set out at Item No. 8 of the Notice, which pertain to his payment and waiver of excess remuneration paid to him.

The relatives of Mr. M. K. Fondekar may be deemed to be interested in the resolution set out at Item No. 8 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board commends the Special Resolution set out at Item No. 8 of the Notice for approval by the Members.

Registered Office:

Liberty Building,
Sir Vithaldas Thackersey Marg,
Mumbai 400 020
Date: 29th May, 2015

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