

CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2015 in accordance with Clause 49 of the Listing Agreement with BSE Limited (BSE).

Company's philosophy on Corporate Governance

At UNI ABEX ALLOY PRODUCTS LIMITED'S (UAL), Corporate Governance is all about maintaining a valuable relationship and trust with all stakeholders. At UAL, we consider stakeholders as partners in our success, and we remain committed to maximising stakeholder value, be it shareholders, employees, suppliers, customers or investors. This approach to value creation emanates from our belief that adopting sound governance system, based on relationship and trust, is integral for creating an enduring value for all. We have a defined transparent policy framework for all the Companies of the Neterwala Group which follow ethical conduct of the group's businesses. We believe that any business conduct can be ethical only when it rests on the nine core values of Honesty, Integrity, Respect, Fairness, Purposefulness, Trust, Responsibility, Citizenship and Courage.

The Policies and Code followed are reviewed periodically to ensure their relevance and responsiveness to the needs of the stakeholders and also to Benchmark them against the best practices followed nationally and globally. The Company ensures that the Management Controls various business related risks through a properly defined framework for Risk Management.

UAL's Governance practices go beyond the mere letter of Statutory and Regulatory Compliance requirement It constantly strives to adopt the emerging corporate practices being followed worldwide. It is our endeavour to set higher benchmarks and provide guidance to the management in strategy implementation, risk management and fulfillment of stated goals and objectives. Over the years, we have strengthened governance practices. These practices define the way business is conducted and value is generated. Stakeholders' interests are of paramount concern while taking any business decision.

UAL's management believes in compliance with all applicable laws which are the pillars of good governance. Your Company has complied with the requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with the Stock Exchange.

Governance framework

UAL's Governance structure broadly comprises of the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the management within the given framework thereby bringing about an enabling environment for value creation through profitable and longterm sustainable growth model.

The business principles are in harmony with the Code of Conduct and strict Standard Operating Procedures laid and developed in line with the relevant rules and regulations. The Company's strong commitment to follow a highly disciplined approach to its business model gives it a distinct corporate personality than its peers. The Company's Management places considerable emphasis on compliance aimed at providing good governance.

The Company produces static, centrifugal castings and assemblies in heat and corrosion resistant alloys. Manufacturing quality alloy products is its prime focus. As a leader in alloy steel castings for decanters and reformer tubes, the Company has made a significant contribution to various industries in the last four decades.

1. Company Structure:

The Company has a total strength of 95 permanent employees as on 31st March, 2015 comprising of

Managers	-	25
Officers	-	54
Staff	-	8
Workers	-	8

2. Board of Directors:

The Board acts as the nerve centre of the organization. In addition to reviewing and approving specific corporate policies and actions as required by law (e.g., declaration of dividends and approval of accounts), it is actively involved in reviewing and guiding corporate strategy and major plans of action, monitoring implementation of plans and corporate performance, ensuring the integrity of the Company's accounting and financial reporting systems and over viewing compliance with all applicable legislations to the business of the Company.

2.1 Composition

The Board's composition is as per the Provisions of the Companies Act, SEBI regulations and requirements of Clause 49 of the Listing Agreement. The Board of Directors comprises of a Non-Executive Chairman, an Executive Director (till 31.12.2014) and 8 other Non-Executives Directors. Out of the 9 Non-Executive Directors, 5 are Independent Directors.

Name of Director	Category	DIN	No. of other Directorship		No. of Outside Committees	
			Public	Private	Member	Chairman
Mr. F. D. Neterwala	Promoter Non-Executive Chairman	00008332	7	8	3	-
Mr. R. B. Mehta	Promoter Non-Executive	00057570	-	2	-	-
Mr. K. M. Elavia	Independent and Non-Executive	00003940	9	3	4	5
Mr. H. R. Prasad	Independent and Non-Executive	00133853	1	-	-	1
Mr. P. Subrahmanyam	Independent and Non-Executive	01069045	2	-	1	-
Mr. M. P. Bharucha	Independent and Non-Executive	00361911	2	2	-	-
Mr. M. K. Fondekar	Executive Director (Till 31.12.2014) and Non-Executive wef 01.01.2015	01089689	2	-	-	-
Mr. Farokh Banatwalla	Independent and Non-Executive	02670802	3	11	-	2
Mr. A. F. Neterwala	Promoter Non-Executive	01418744	4	5	1	-
Mrs. P. F. Neterwala (Appointed as an Additional Director wef 20.08.2014)	Promoter Non-Executive	01083117	1	2	-	-

None of the Directors of the Board is a member of more than ten Committees and Chairman of more than five Committees as per Clause 49(IV)(B) of the Listing Agreement, across all Companies in which he is a Directors.

2.2 Meetings

During the period from 1st April, 2014 to 31st March, 2015, Five Meetings of the Board were held as under:

- 30th May, 2014
- 13th August, 2014
- 20th August, 2014
- 13th November, 2014
- 13th February, 2015

Attendance of Directors at Board Meetings and at the 41st Annual General Meeting held on 20th August, 2014 and details of sitting fees/commission paid to the Directors for the period under review are as follows:

Name of Director	No of Board Meetings		Sitting fees paid ₹	Attendance at the last AGM
	Held	Attended		
Mr. F. D. Neterwala	5	5	106000	Yes
Mr. R. B. Mehta	5	5	106000	Yes
Mr. K. M. Elavia	5	5	106000	Yes
Mr. H. R. Prasad	5	5	106000	Yes
Mr. P. Subrahmanyam	5	5	106000	Yes
Mr. M. P. Bharucha	5	3	56000	Yes
Mr. M. K. Fondekar \$	5	5	25000	Yes
Mr. Farokh Banatwalla	5	4	100000	Yes
Mr. A. F. Neterwala	5	5	106000	Yes
Mrs. P. F. Neterwala %	5	3	75000	-

\$ Mr. M. K. Fondekar was the Executive Director till 31.12.2014. He continues as a Non Executive Director wef 01.01.2015.

% Mrs. P. F. Neterwala was appointed as an Additional Director wef 20.08.2014.

The Company has not paid any commission to the Non Executive Directors for the Financial year 2014-2015.

2.3 Board Procedure

The meetings of the Board of Directors are scheduled well in advance, in terms of the Annual Calendar and are generally held at the Registered Office of the Company. A detailed agenda is prepared and circulated to the Directors in advance of each meeting. This enables the Board to discharge its responsibilities effectively and take well deliberated and informed decisions. The draft minutes of the Board and Audit Committee Meetings approved by the Chairman of the Meetings are circulated to all the Directors. The information generally provided to the Board for its consideration and approvals include:

- Minutes of the preceding meetings of Board and Audit Committees;
- Confirmation of Circular Resolutions, if any
- Quarterly, half yearly and annual financial results of the Company and performance report on its business segments;
- Annual budget and performance targets;
- Appointment of statutory, cost and internal auditors;
- Appointment of Key Managerial Personnel;
- Issues relating to shareholders – such as issue of duplicate share certificates, etc.;
- Review of foreign exchange exposures and exchange rate movement, if material;
- Related Party Transactions;
- Defaults in payment of statutory dues, if any;
- Matters requiring statutory/board approvals;
- Status on compliance of any regulatory or statutory nature or listing requirement;
- Issue/revocation of Powers of Attorney;

- General disclosure of interest.
- Compliance of Various laws and Accounting Standards;
- Any remarks/ observances/ findings made by the Statutory and Internal Auditors of the Company;
- Development in respect of human resources;
- Making of loans and investment of surplus funds;
- Status of business risk exposures, its management and mitigation;
- Execution of bank/stock/mortgage documents/authority for opening/operations of banking accounts.
- Approving the whistle blower, vigil mechanism, related party transactions, risk management, sexual harassment policies
- All policy related matters.

3. **COMMITTEES OF THE BOARD:**

The Company follows procedures and practices in conformity with the code of Corporate Governance and in terms thereof, the Board has constituted the following committees:

I. **Audit Committee:**

The Audit Committee as at March 31, 2015 comprised of:

Name of Director	Category
Mr. F. K. Banatwalla	Chairman & Independent Director
Mr. F. D. Neterwala	Promoter – Non Executive Director
Mr. H. R. Prasad	Independent Director
Mr. P. Subrahmanyam	Independent Director

The Company Secretary of the Company is the Secretary to the Audit Committee. The terms of reference of this committee cover the matters as listed under clause 49 of the Listing Agreement with the Stock Exchange.

The details of meetings of the Committees of the Board held during the year 2014-2015 and the attendance there at are as follows:

6 Meetings of the Audit Committee were held on:

- 30th May, 2014
- 13th August, 2014
- 20th August, 2014
- 13th November, 2014
- 8th January, 2015
- 13th February, 2015

Attendance at the Audit Committee Meetings

Name of Director	No of Audit Committee Meetings		Total Sitting fees paid
	Held	Attended	₹
Mr. F. K. Banatwalla	6	5	100000
Mr. F. D. Neterwala	6	6	105000
Mr. H. R. Prasad	6	6	105000
Mr. P. Subrahmanyam	6	6	105000

Sitting Fees

The Company paid to the Directors ₹6000/- upto 30.05.2014 and wef 13.08.2014 it was increased to ₹ 25,000/- as sitting fees for attending each meeting of the Board and ₹5000/- upto 30.05.2014 and wef 13.08.2014 it was increased to ₹20,000/-for attending each meeting of the Audit Committee.

II. Nomination and Remuneration Committee:

A Committee of Directors comprising of Mr. K. M. Elavia, Mr. R. B. Mehta and Mr. P. Subrahmanyam, Chaired by Mr. K. M. Elavia, Independent Director has been formed as Nomination and Remuneration Committee. The Committee frames the Remuneration Policy and recommends remuneration / revision / merit increment and related matters of the Executive Director, Chief Executive Officer, Chief Financial Officer, Company Secretary and Senior Executives.

3 Meetings of the Nomination and Remuneration Committee were held on:

- 30th May, 2014
- 13th August, 2014
- 13th November, 2014

Attendance at the Nomination and Remuneration Committee Meetings

Name of Director	No of Nomination & Remuneration Committee Meetings		Total Sitting fees paid
	Held	Attended	₹
Mr. K. M. Elavia	3	3	20000
Mr. R. B. Mehta	3	3	20000
Mr. P. Subrahmanyam	3	3	20000

The Company paid to the Committee Members ₹10,000/- wef 13.08.2014 as sitting fees for attending each meeting of the Committee.

III. Stakeholders Relationship Committee

The composition of the Stakeholders Relationship Committee as at March 31, 2015 is as under:

Name of the Director	Category
Mr. F. D. Neterwala	Chairman – Non-Executive Director
Mr. R. B. Mehta	Non-Executive Director
Mr. A. F. Neterwala	Non-Executive Director

The Committee meets as often as necessary. No sitting fees are payable for the meetings of this committee. In accordance with the authority granted by the Board/Stakeholders Relationship Transfer Committee, Mr. M. S. Ashar, Company Secretary & Compliance Officer (Secretary to the Committee) deals with the following matters concerning shareholders, on fortnightly basis.

- Transfer/Transmission of physical shares
- Split/Sub-division, consolidation and duplicate share certificates of physical shares as approved by the Board. Re-materialisation of Shares.

M/s. Computech Sharecap Ltd., the Registrar and Share Transfer Agents, deal with all matters related to shares, whether physical or in demat form and dividends.

The communications received from the shareholders are generally pertaining to change of address, non-receipt of dividend warrants, annual reports, bank mandates, revalidation of dividend warrant/consolidation/split/remat/transmission of shares etc. these have been addressed and redressed to the satisfaction of the shareholders by Registrar & Share Transfer Agents.

There was neither any unattended nor pending investor grievance as on 31st March, 2015.

The Board has consented to the understanding that complaints of non-receipt of Dividend and Annual Reports are not to be treated as complaints under Clause 49 (G)(iii), as the Company's liability is discharged when the relevant articles are posted at the last known address of the investor. However as an investor friendly measure, all such cases, the letters received from the investors are being serviced promptly in addition to the responsibility under clause 49 of the Listing Agreement.

The Company has engaged the services of a practicing Company Secretary to independently verify and audit the share transfer records and Register of Members every quarter at the office of the Registrar

& Share Transfer Agents. No materially significant non-compliance from the established procedures is reported by them.

IV. Corporate Social Responsibility Committee (CSR):

Pursuant to Section 135 of the Companies Act, 2013 and the rules made thereunder, the provisions of the Corporate Social Responsibility (CSR) have become applicable to the Company. A Committee of Directors comprising of Mr. F. D. Neterwala, Mr. H. R. Prasad and Mr. A. F. Neterwala has been formed as CSR Committee. The Committee frames the CSR Policy of the Company; identifies the projects which the Company can undertake towards the CSR initiatives and recommends the same to the Board of Directors for their approval.

1 Meeting of the Corporate Social Responsibility Committee (CSR) Committee was held on:

- 13th November, 2014

Attendance at the Corporate Social Responsibility Committee (CSR) Committee Meeting

Name of Director	Category	No of Audit Committee Meetings		Total Sitting fees paid
		Held	Attended	₹
Mr. F. D. Neterwala	Non-Executive Director	1	1	10000
Mr. H. R. Prasad	Independent Non-Executive Director	1	1	10000
Mr. A. F. Neterwala	Non-Executive Director	1	1	10000

The Company paid to the Committee Members ₹10,000/- as sitting fees for attending each meeting of the Committee.

4. Details of Annual General Meetings:

The last three Annual General Meetings were held as under:

Financial year	Date	Time	Location
2011-2012	23.8.2012	3.00 P.M.	M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K.Dubash Marg, Mumbai-400 023
2012-2013	07.08.2013	3.00 P.M.	- do -
2013-2014	20.08.2014	3.00 P. M.	- do -

No Ordinary or Special Resolution was passed through Postal Ballot.

For the Financial year 2014-2015 the Annual General Meeting of the Company will be held on Thursday, 20th August, 2015 at 3.00 P. M. at M. C. Ghia Hall, Bhogilal Hargovindas Building,18/20, K. Dubash Marg,Mumbai-400 023.

5. Disclosures:

- The related party transactions as disclosed under Note No.38 to the accounts for the year under review does not conflict with the interest of the Company.
- There were no instances of non-compliance and no penalties/strictures have been imposed/passed by Stock Exchange, SEBI or any other statutory authority during last three years on any matter related to the capital markets.
- For the financial year 2014-2015, there is **no audit** qualification in the Company's financial statements.

6. Means of Communication:

- The quarterly, half yearly and full year results are taken on record by the Board of Directors and submitted to the Stock Exchanges in terms of the requirements of Clause 41 of the Listing Agreement and are published in 'Free Press Journal' and 'Nav Shakti' newspapers.
- The financial results are displayed on the Company's Website viz: www.uniabex.com
- The Management Discussion and Analysis Report is attached with the Directors' Report in this 42nd Annual Report of the Company posted to the Shareholders.

- d. All the policies of the Company, Financial Results, Shareholding pattern, Corporate Governance Report, Annual Reports etc are available on the Company's website i.e. www.uniabex.com

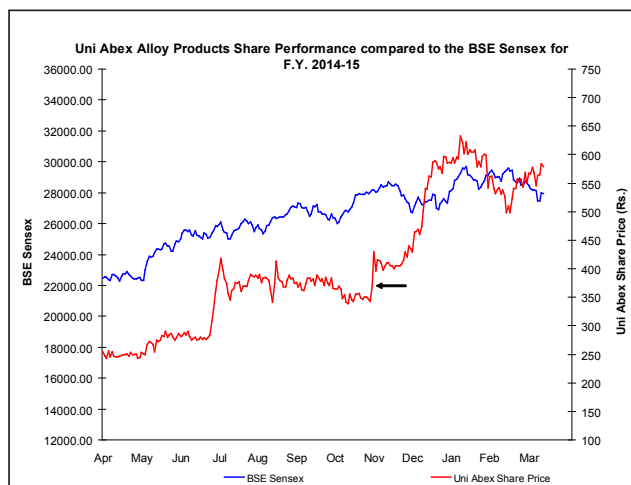
7. General Shareholder Information:

Annual General Meeting	
Date	20 th August, 2015
Time	3.00 P.M.
Venue	M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.

Financial Calendar	Financial Year April to March
First Quarter Results	By 14 th of August, 2015 (With Limited Review)
Half Yearly Results	By 14 th of November, 2015 (With Limited Review)
Third Quarter Results	By 14 th of February, 2016 (With Limited Review)
Audited Results for the year ending 31 st March, 2016	By 30 th of May, 2016
Registrars & Transfer Agents	M/s. Computech Sharecap Ltd. 147, Mahatma Gandhi Road, 3rd Floor, Above Khyber Restaurant, Fort, Mumbai- 400023 Tel: 22635001/02 Email:helpdesk@computechsharecap.com
Dates of Book Closure	10 th August, 2015 – 20 th August, 2015
Dividend Payout Date	on and after 10 th September, 2015
Listing on Stock Exchange	BSE Limited, Mumbai
Stock Code -	
BSE, Mumbai	504605
Demat ISIN Number for N.S.D.L. & C. D. S.L.	ISIN - INE361D01012
Corporate Identity No. (CIN)	L27100MH1972PLC015950
Website	www.uniabex.com

8. The monthly high and low quotations of shares traded on The BSE are as follows:

Sr. No.	Month	High (₹)	Low (₹)
1	April, 2014	260.00	235.65
2	May, 2014	299.95	242.00
3	June, 2014	312.40	252.15
4	July, 2014	437.00	320.00
5	August, 2014	437.00	334.00
6	September, 2014	441.15	346.25
7	October, 2014	390.00	330.00
8	November, 2014	442.00	329.90
9	December, 2014	572.40	400.00
10	January, 2015	647.00	555.00
11	February, 2015	665.00	498.75
12	March, 2015	593.00	450.00



9. Share Transfer System

Shares in physical forms are processed by the Registrars and Share Transfer Agents within 7-15 days from the date of receipt. If the documents are complete in all respects they are forwarded to the Company for approval of the Stakeholders Relationship Committee. The Committee approves the same within 15 days of receipt from the Registrars and returns to the Registrars for onward transmission to the concerned shareholder/s.

88.37% of total Equity Capital is held in dematerialised form with NSDL and CDSL as on 31st March, 2015.

10. Distribution of shareholdings as on 31st March, 2015

Number of shares	Number of shareholders	Shareholders %	Number of shares held	Shareholding %
1 - 500	7018	97.87%	380024	19.24%
501 - 1000	83	1.16%	66386	3.36%
1001 - 2000	33	0.46%	49704	2.52%
2001 - 3000	6	0.08%	14610	0.74%
3001 - 4000	4	0.06%	13715	0.69%
4001 - 5000	9	0.13%	40344	2.04%
5001 - 10000	7	0.10%	43196	2.19%
10001 & above	10	0.14%	1367021	69.22%
Total	7170	100.00%	1975000	100.00%

Distribution of Shareholding as on quarter ending March 2015

Category	No. of shares held	Percentage of share holding
A. PROMOTER'S HOLDING		
1. Promoters		
-Indian Promoters	1251357	63.36%
-Foreign Promoters	0	0.00%
2. Persons acting in Concert	0	0.00%
Sub-Total	1251357	63.36%
B. NON-PROMOTER'S HOLDING		
3. Institutional Investors		
a. Mutual Funds & UTI	100	0.01%
b. Banks, Financial Institutions, Insurance Companies (Central / State Govt. Institutions / Non-Government Institutions)	506	0.03%
c. Foreign Institutional Investors	0	0.00%
Sub-Total	606	0.03%
4. Others		
a. Private Corporate Bodies	33101	1.68%
b. Indian Public	688009	34.84%
c. NRIs/OCBs	1927	0.10%
d. Any other (please specify)	0	0.00%
Sub-Total	723037	36.61%
GRAND TOTAL	1975000	100.00%

11. Plant locations:

1. Mullabaugh, Swami Vivekanand Road, Manpada, Thane - 400 610 (Till 31.12.2014)
2. Plot NO:583, Belur Industrial Area, Belur, Dharwad Karnataka – 580 111

12. Address for correspondence:

Shareholders may correspond for all matters relating to the transfer / unpaid dividend/ duplicate share certificates / Procedure for dematerialisation of shares and any other query relating to shares of the Company with: M/s. Computech Sharecap Ltd., 147, Mahatma Gandhi Road, 3rd Floor, Above Khyber Restaurant, Fort, Mumbai-400 023 Tel: 22635001 / 2 - Fax: 22635005 - E-mail: helpdesk@computechsharecap.com

DECLARATION

I, Kishore Tamhaney, Chief Executive Officer of Uni Abex Alloy Products Ltd., hereby declare that all the Members of the Board of Directors and the Senior Management personnel have affirmed compliance with the code of conduct for the year ended March 31, 2015.

K. K. Tamhaney
Chief Executive Officer
Uni Abex Alloy Products Ltd.
Thane

May 29, 2015

CEO / CFO CERTIFICATION

As required by sub clause V of Clause 49 of the Listing Agreement with the Stock Exchanges, we have certified to the Board that for the financial year ended 31st March, 2015, the Company has complied with the requirements of the said sub clause.

For Uni Abex Alloy Products Ltd.

Thane
May 29, 2015

J. D. Divekar
Chief Financial Officer

K. K. Tamhaney
Chief Executive Officer

AUDITORS REPORT ON CORPORATE GOVERNANCE

To the Shareholders of Uni Abex Alloy Products Ltd.

We have examined the compliance of conditions of Corporate Governance by Uni Abex Alloy Products Ltd. (the Company) for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance, as stipulated in the above mentioned Listing Agreement.

We further state that, such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Ford, Rhodes, Parks & Co.
Chartered Accountants
Firm's Registration No. 102860W
Shrikant Prabhu
Partner
Membership No.35296

Mumbai, 29th May, 2015