

UNO METALS LIMITED

CORPORATE GOVERNANCE REPORT

1. Company's Philosophy on Code of Governance:

Uno Metals Limited has over the years endeavored to follow practice of Corporate Governance. In addition to compliance with regulatory requirements, Uno Metals Limited endeavors to ensure that standards of ethical and responsible conduct are met throughout the organisation. We believe that Corporate Governance is dependent on transparency, maximum disclosures, un-biased monitoring and being fair to all including shareholders, especially minority shareholders.

2. Board of Directors

As per the requirements of Corporate Governance the composition of Board of Directors is required to have combination of Non-executive and Independent Directors.

The Board of Directors of the Company include eminent personalities from all walks of life.

Composition of Board of Directors:

The present strength of the Board is five Directors. The Board comprises of one Executive Director & four Non-Executive Directors. of these four Non Executive directors, three are Independent Directors.

Name of Director	Executive/ Non Executive/ Independent / Non Independent	No. of outside Directorship	No. of Membership/Chairmanship in other Board Committees
Mr.Rajesh Goenka	Non-Executive / Non-Independent	2	Member -2 & Chairman -1
Mr.Raj Kishore Jalan	Non-Executive / Independent	2	-
Mrs.Shakuntala Jalan	Non-Executive / Independent	0	-
Mr.Kishan Lal Jalan	Non-Executive / Independent	0	-
Mrs.Ritu Goenka	Executive/Non-Independent	0	-

Attendance record of Directors:

Name of Director	No. of Board Meetings Held	Attended	Attended last AGM
Mr.Rajesh Goenka	6	6	Yes
Mr.Raj Kishore Jalan	6	6	Yes
Mr.Pradip Kumar Tibrewal	3	3	Yes
Mrs.Shakuntala Jalan	6	6	Yes
Mr.Kishan Lal Jalan	6	6	Yes
Mrs.Ritu Goenka	6	4	No

The Chairman of the Board is a Non-Executive Director and the number of Independent Directors on the Board meet the requirement of Corporate Governance.

No. of Board Meetings Held 2015-2016 :

Total six Meetings were held during the year 2015-2016, the dates on which the said Meetings were held are as follows:-

28th May, 2015	28th September, 2015	12th February , 2016
13th August, 2015	13th November, 2015	28th March, 2016

Separate meeting of Independent directors was held on 28th May, 2016

Details of Directors being appointed/re-appointed (Brief Resume)

Name of Director	Mr.Rajesh Goenka
Date of Birth	18.05.1963
Qualification	B.Com
Experience	31 years in Finance & Corporate Management
List of other Companies in which Directorship held as on 31.03.2016	1.Ganpati Dealcom Pvt.Ltd. 2.N G Industries Ltd.
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2016	Chairman – 1 Member – 2
Shareholding in Company	967,290

3.Code of Conduct

The Company has adopted a code of conduct for the Board of Directors and Senior Management of the Company and all of them have affirmed compliance of the same.

4.Audit Committee

The Company has constituted an Audit Committee comprising of Mr. Kishan Lal Jalan, non-executive and independent Director, Mrs. Shakuntala Jalan, non-executive and independent Director and Mr. Raj Kishore Jalan, a non-executive and independent Director, Mr. Raj Kishore Jalan being the Chairman of the Committee.

Out of the above, Mr. Raj Kishore Jalan is highly experienced in accounting and financial aspects as well as Corporate laws.

Brief terms of references of the Audit Committee

The role and terms of reference of the Audit Committee covers the areas mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 besides other terms as may be referred to by the Board of Directors. These include oversight of Company’s financial reporting process and disclosure of financial information to ensure that the financial statement is correct, sufficient and credible; reviewing annual and quarterly financial statements with management before submission to the Board; reviewing the adequacy of internal control systems with management, external and internal auditors and reviewing the Company’s financial risk and management policies. Audit Committee also oversees the Whistle Blower Policy implementation. Audit Committee oversees & approves Related Party Transactions and disclosures of all Directors, senior management employees for submission to the Board.

Audit Committee Meeting and attendance during the year

During 2015 – 2016 The Audit Committee Meetings were held on 28.05.2015, 13.08.2015, 13.11.2015 & 12.02.2016.

Name of Director	No. of Meetings attended	Remarks
Mr.Kishan Lal Jalan	2	--
Mrs.Shakuntala Jalan	4	--
Mr.Raj Kishore Jalan	4	--
Mr.Pradip Kumar Tibrewal	2	Resigned from Board of Directors on 28 th September, 2015

5. Subsidiary Companies

The Company does not have any Subsidiary/ Subsidiaries within the meaning of the Companies Act, 2013.

6. Disclosure of issue proceeds

The Company did not make any Public, Rights or Preferential Issue of Securities during 2015-2016.

7.Risk Management Committee

The Company has constituted an Risk Management Committee of Mr. Kishan Lal Jalan, non-executive and independent Director, Mr. Raj Kishore Jalan, non-executive and independent Director and Mrs.Shakuntala Jalan, a non-executive and independent Director, Mr.Kishan Lal Jalan being the Chairman of the Committee.

Brief terms of references of the Risk Management Committee

Company's internal control systems are well commensurate with the nature of its business and the size and complexity of its operations. Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

Your Company has an elaborate process for Risk Management. This rests on the three pillars of Business Risk Assessment, Operational Controls Assessment and Policy Compliance at all levels through a 'positive assurance process' Major risks identified are systematically addressed through mitigating actions on a continuing basis. Some of the risks relate to economic volatility, slower market growth etc.

Risk Management Committee Meeting during the year

During 2015 - 2016 The Risk Management Committee Meetings were held on 28.05.2015, 13.08.2015, 13.11.2015 & 12.02.2016.

8.Nomination & Remuneration Committee

Terms of reference

The functions of the committee include recommending appointments of Directors, senior members of management, framing evaluation criteria of performance of whole time /independent directors, and that of the board, recommending remuneration policies for directors and senior members of management to the board.

The details of remuneration paid to the Director.

Ritu Goenka, Whole-time Director of the Company is paid Rs.13,20,000/- during the year as salary & perks. No remuneration is paid to any other Directors. The remuneration paid to Mrs.Ritu Goenka is as per the Remuneration Policy of the Company.

Composition

The Company has constituted an Nomination Committee of Mr. Raj Kishore Jalan, non-executive and independent Director, Mr. Kishan Lal Jalan, non-executive and independent Director and Mr. Shakuntala Jalan, a non-executive and independent Director, Mr. Raj Kishore Jalan being the Chairman of the Committee. Nomination & Remuneration Committee Meeting was held on 12.02.2016

Policy/Criteria for Director appointment

Policy for Director appointment has been framed based on broad principals for composition of the board for vacancies arising from time to time. Committee will consider while recommending a candidature of a director the knowledge of the field of the company's activity, fit and proper credentials of the candidate, eligibility of candidate in terms of laws & regulations in force, contribution to board diversity, potential of candidate to give adequate time & attend all meetings, contribute to guiding the company, have a stable tenure on board .

Director Remuneration Policy

The Company does not have executive directors on its Board. The Company has not paid any Remuneration to Directors.

All non-executive/Independent Directors will be entitled to reimbursement of expenses for attending board/ committee meetings, official visits and participation in various forums on behalf of the Company.

9.Assets Liability Management Committee

The Company has constituted an Assets Liability Management Committee comprising of Mrs. Shakuntala Jalan, non-executive and independent Director, Mr. Kishan Lal Jalan, non-executive and independent Director and Mrs. Ritu Goenak, an executive and non-independent Director, Mrs. Ritu Goenka being the Chairman of the Committee.

Assets Liability Management Committee Meeting during the year

During 2015 - 2016 The Assets Liability Management Committee Meetings were held on 28.05.2015, 13.08.2015, 13.11.2015 & 12.02.2016.

10.Shareholders Committee**a) Share Transfer Committee**

The Share Transfer Committee was constituted to deal with various matters relating to share transfer/ transmission, issue of duplicate share certificates, approving the split and consolidation request and other matters relating to transfer and registration of shares.

The following Directors are members of the Share Transfer Committee.

- * Mr. Raj Kishore Jalan, Non-executive and Independent Director
- * Mr. Kishan Lal Jalan, Non-executive and Independent Director
- * Mrs.Ritu Goenka, Executive and Non-Independent Director

Mrs.Ritu Goenka, is the Chairman of the Committee.

During financial year 2015-2016, four share transfer committee meetings was held.

The Shares are under compulsory demat and the physical Share transfer receipts are very less in number therefore the Meetings are held depending upon the Shares received for transfer.

The Minutes of each Share Transfer Committee Meeting are placed at the Board Meeting held immediately after the Committee Meeting.

b) Stakeholders Relationship Committee

The earlier Shareholders/Investors grievances committee has been now designated as Stakeholders Relationship Committee.

The company constituted the Stakeholders Relationship committee to oversee the redressal of shareholders' and investors' grievances in relation to transfer of shares, non-receipt of annual report and non-receipt of dividend, Issue of duplicate share certificate, oversee Registrar performance, ensure compliance to relevant codes adopted by the Board.

The Company has adopted Codes as prescribed under SEBI (Prohibition of Insider Trading) Regulations 2015 and has approved Mr. Rajesh Goenka –Director to act as set out therein.

The following Directors are members of the Stakeholders Relationship Committee.

- * Mr. Raj Kishore Jalan, Non-executive and Independent Director
- * Mr. Kishan Lal Jalan, Non-executive and Independent Director
- * Mrs.Ritu Goenka, Executive and Non-Independent Director

Mr. Kishan Lal Jalan, is the Chairman of the Committee.

Stakeholders Relationship Committee Meetings and attendance during the year

During 2015-2016 The Stakeholders Relationship Committee Meetings were held on 28.05.2015, 13.08.2015, 13.11.2015 & 12.02.2016.

Name of Director	No. of Meetings attended	Remarks
Mr.Raj Kishore Jalan	4	--
Mr.Kishan Lal Jalan	4	--
Mr.Pradip Kumar Tibrewal	2	Resigned from Board of Directors on 28 th September, 2015
Mrs.Ritu Goenka	2	Joined Board of Directors on 28 th September, 2015

A total of Nil complaints were received during the year under review, out of which none were pending as on 31st March, 2016, all of which were settled to the satisfaction of Shareholders.

11.Board Meetings and Procedures

The Board of Directors met for six times during the year as mentioned in the beginning. The Agenda papers were sent to all the Directors well in advance for each Meeting and the management presented before the Board all statutory and other important items as recommended by the SEBI Committee including operational plans and budgets, matters relating to work force and details of foreign exchange exposures and exchange rate movement.

The Company has adopted a 'Board Familiarisation Plan' for all Board members and details of the same are posted on the Company's website

12.Details of General Meetings**(a) Location and time for last three Annual General Meetings held:**

Year	Location	Date& Time	Special Resolutions passed
2012-2013	Community Hall, Jay Jayanti Building 2A,Mandeville Gardens, Kolkata-700 019	28.09.2013 12.00 Noon	Appointed Ms.Krishni Devi Goenka u/s.314(1B) Appointed Ms.Ritu Goenka u/s.314(1B)
2013-2014	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	24.09.2014 12.30 Noon	N.A.
2014-2015	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	26.09.2015 12.30 Noon	N.A.

All the Resolutions including the Special Resolutions set out in the respective notices were passed by the Shareholders. No postal ballots were used for voting at these Meetings. At the forthcoming AGM, there is no item on the agenda that needs approval by postal ballot.

(b) Location and time for Extra-Ordinary General Meetings held:

Year	Location	Date& Time	Special Resolutions passed
2014-2015	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	09.03.2015 11.30 A.M.	Bona fide Charitable & other fund

13.Corporate Social Responsibility

The board has constituted a Corporate Social Responsibility committee composing of Mr. Raj Kishore Jalan, Non-Executive and Independent Director, Mrs. Ritu Goenka, Executive and Non Independent Director and Mrs. Shakuntala Jalan, Non-Executive and Independent Director. The committee is lead by Mr. Raj Kishore Jalan as Chairman.

The board has directed the Committee to formulate a long term CSR Policy for the Company to enable the Company to channelise its funds into meaningful and needbased activities with suitable checks and balances to ensure proper implementation in the local areas in and around Kolkata. The CSR committee has met one time on 12th February, 2016 and has sought presentations and opinion from outside agencies, trusts , social activists etc in its bid to collate information and inputs for formulating the Policy.

The Company due to its nature of business has a very lean organisation and therefore is constrained to speedily take up implementation of CSR and thus is trying to seek outside help and association for same. The Company also is of the view that such plan and formulation should be credible and should avoid wastage and leakages since they should aim at long term goals. The Company thus hopes to report in the coming year contribution of funds to CSR as a result of the above measures.

14. Certificate from Whole-time-Director & Chief Financial Officer

Certificate from Mrs.Ritu Goenka, Whole-time-Director & Mrs. Anshu Jalan, Chief Financial Officer, in terms of SEBI (Listing Obligations & Disclosure Requirements) Regulations,2015 of the Listing Agreement with the Stock Exchange for the financial year ended March 31, 2016 was placed before the Board of Directors of the Company in its meeting held on May 30, 2016. Copy of the same are annexed hereto to this Report.

15.Disclosures

- a) The Company had no materially significant related party transactions, which was considered to have conflict with the interest of the Company at large.
- b) There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- c) The Company has complied with all the applicable mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations,2015.

16.Means of Communication

a) Results published in the Newspapers:

Quarterly Results : Quarterly Results were published in The Financial Express and Lottery Sambad and also informed to all the Stock Exchanges where the Shares are listed through portal upload/email/hand delivery.

Half Yearly Results : Half Yearly Results were published in The Financial Express and Lottery Sambad and also informed to all the Stock Exchanges where the Shares are listed through portal upload/email/hand delivery.

b) Official News release Not Issued

c) Presentation to Institutional Investors Not Issued

Management Discussion Analysis Report forms part of the Annual Report.

The Management Discussion and Analysis has been covered in the Directors' Report – More specifically under the sections of financial Results and operations.

17.General Shareholders's Information:

a)Annual General Meeting

Date and Time : 24th September, 2016 at 12.30 Noon

Venue : 37A,Dr.Meghnad Saha Sarani, 1st Floor, Kolkata - 700 029

b)Date of Book Closure : Monday, 19th September, 2016 to Saturday, 24th September, 2016 (both days inclusive)

c)Dividend payment Date : No dividend was declared for the year 2015-2016

d)Listing at Stock Exchanges : The Company's Equity Shares are listed at the following Stock Exchanges:
1. The Calcutta Stock Exchange Association Ltd.

Listing Fee for the year 2015-2016 has been paid to the Stock Exchange(s) within the stipulated time.

UNO METALS LIMITED

e) Stock Code Physical : 1. The Calcutta Stock Exchange Association Ltd. Code - 10031188

Demat ISIN Number for NSDL & CDSL : INE975B01013

f) Registrar and Share Transfer Agent : M/s. Niche Technologies Pvt.Ltd.
C-444, Bagree Market, 71, B.R.B.Basu Road, Kolkata – 700 001
Phone: 033 2235 7270/7271

g) Stock Market Data

The month wise High & Low quotations of the Shares Traded during April, 2015 to March, 2016 at CSE.

Month	The Calcutta Stock Exchange Association Limited (CSE)		
	Month's High Price	Month's Low Price	Volume
April, 2015	-	-	-
May, 2015	-	-	-
June, 2015	-	-	-
July, 2015	-	-	-
August, 2015	-	-	-
September, 2015	-	-	-
October, 2015	-	-	-
November, 2015	-	-	-
December, 2015	-	-	-
January, 2016	-	-	-
February, 2016	-	-	-
March, 2016	-	-	-
Total			-

h) Share Transfer System

Share transfers would be registered and returned within a period of 30 days from the date of receipt, if the documents are in order in all respects. The Share Transfer Committee meets fortnightly and some times once in a month depending upon the number of transfers received.

i) a) Shareholding pattern as on 31st March, 2016

SL No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	3446545	73.45
2	Indian Financial Institutions, Bank, Mutual Funds	--	--
3	Foreign Institutions Investors/ NRIs	--	--
4	Others	1245600	26.55
	Total	4692145	100.00

b)Distribution of Shareholding as on 31st March, 2016

Shareholding of nominal Value of Rs.	Shareholders Folios		No. of Shares	
	No. of Shareholders	% to Total	No. of Equity Shares	% to Total
Upto - 5000	236	70.87	63500	1.35
5010 - 10000	74	22.22	51000	1.09
10010 - 50000	5	1.50	16000	0.34
50010 - 100000	1	0.30	10000	0.21
100010 - 500000	2	0.60	50000	1.07
500010 - 1000000	3	0.90	213500	4.55
1000010 and above	12	3.61	4288145	91.39
Total	333	100.00	4692145	100.00

j)Outstanding GDRs/ADRs/Warrants or any Convertible instruments, Conversion date and likely impact on equity : The Company has not issued any of these instruments so far.

k)Dematerialisation of Shares

The Company has an Agreement with Central Depository Services (India) Ltd. (CDSL) and National Securities Depository Ltd. (NSDL) so that Shareholders of the Company could avail the benefits of the multi depository systems. Upto 31st March, 2016 38,46,545 Shares representing 81.98% of the total Share capital are already under demat which has resulted in reducing the physical delivery related problems to a large extent.

l)Financial Calendar (Tentative and subject to change) for the year 2016-2017

Financial reporting for the first quarter ending, 30th June, 2016	Week before 15 th August, 2016
Financial reporting for the second quarter ending, 30th September, 2016	Week before 15 th November, 2016
Financial reporting for the third quarter ending, 31st December, 2016	Week before 15 th February, 2016
Financial reporting for the year ending 31st March, 2017	Last week of May, 2017
Annual General Meeting for the year ending 31st March, 2017	Last week of September, 2017

m)Investors correspondence may be addressed to

M/s.Niche Technologies Pvt. Ltd. C-444, Bagree Market, 71,B.R.B.Basu Road, Kolkata – 700001, Tel: 2235 7271
Or

Director, Uno Metals Ltd.

1st Floor, 37A, Southern Avenue (Renamed as Dr. Meghnad Saha Sarani, Kolkata – 700029, Tel: 033 2419 7542

Fax : 033 2464 6390 email : unometals100@gmail.com

Shareholders holding Shares in electronic mode should address all their change of registered address to their respective Depository Participants.

n)Declaration by the Chairman on the Code of Conduct

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Listing Agreement with Stock Exchanges, I, Rajesh Goenka, Chairman of Uno Metals Limited, declare that all the Board Members and senior Executives of the Company have affirmed their compliance with the Code of Conduct of the Company during the financial year 2015-2016

Kolkata
30th day of May, 2016

Rajesh Goenka
Chairman