

# UNO METALS LTD.

CIN-L27209WB 1984 PLC 038126

1<sup>st</sup> Floor, 37A Southern Avenue, Kolkata-700 029  
(Renamed as Dr. Meghnad Saha Sarani)

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To  
The Secretary  
The Calcutta Stock Exchange Ltd.  
7, Lyons Range  
Kolkata – 700 001

Date – 12.04.2017

**Scrip Code No. 10031188**


Sub: Corporate Governance report for the last quarter and year ended 31<sup>st</sup> March, 2017 under regulation 27(2).

Dear Sir,

Please find the enclosed Corporate governance report of the Company UNO METALS LIMITED under regulation 27(2) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the fourth quarter and year ended March 31<sup>st</sup>, 2017.

Thanking You,

Yours Faithfully,  
For UNO Metals Ltd

  
(Ritu Goenka)

Whole Time Director  
(DIN-00221995)

Encl: A/a.

### Information about the Company and Securities

Name of Issuer:	UNO METALS LTD		
CIN No.	L27209WB1984PLCO38126		
Registered office Address	1 <sup>st</sup> Floor, 37A, Southern Avenue (Renamed as Dr Meghnad Saha Sarani) Kolkata - 700029		
Corporate office Address	-DO-		
Telephone No.	033 2419 7542	Fax No.	033 2230 8981
		e-mail id	unometals100@gmail.com

Name of the Company Secretary/compliance Officer	BRATATI BHATTACHARYA		
Telephone No.	9883467631	Fax No.	
e-mail id	bhattacharya_bratasi@yahoo.com / unometals100@gmail.com		

<b>Securities applied for Listing</b> (Please tick ( ) the Appropriate boxes)	Specified securities (Main Board)	
	Specified securities (SME Exchange)	
	Specified securities (Institutional Trading Platform)	
	Non-convertible debt securities	
	Non-convertible redeemable preference shares	
	Perpetual debt instrument	
	Perpetual non-cumulative preference shares	
	Indian depository receipts	
	Securitized debt instruments	
	Units issued by Mutual Funds	
Others (Please specify)		

**ANNEXURE I**

**1. Name of Listed Entity – Uno Metals Ltd.**

**2. Quarter ending – 31<sup>st</sup> March, 2017**

<b>I. Composition of Board of Directors</b>								
Title (Mr/ Ms)	Name of the Director	PAN& DIN	Category (Chairperson/ Executive/Non-Executive/Independent / Nominee)	Date of Appointment In the current Term/ cessation	Tenure	No. of Directorship In listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation)	Number of Memberships In Audit/ Stakeholder Committees Including this listed Entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson In Audit/ Stakeholder Committee Held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Rajesh Goenka	ADQPG1096D/00157319	Chairperson/Non-Executive Director	12/09/1998	Retire by Rotation	2	1	-
Mrs.	Ritu Goenka	AEEPG0062J/00221995	Executive Director	28/11/2016	5 years	1	1	-
Mr.	Raj Kishore Jalan	AEVPJ6775J/00221860	Non-Executive Director/Independent	24/09/2014	5 years	1	1	1
Mrs.	Shakuntala Jalan	ADXPJ7760L/00226575	Non-Executive Director/Independent	24/09/2014	5 years	1	1	-
Mr.	Kishan Lal Jalan	ACOPJ1667J/00769046	Non-Executive/Independent Director	24/09/2014	5 years	1	1	1

PAN number of any director would not be displayed on the website of Stock Exchange Category of directors means executive/non-executive /independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen to be filled only for Independent Director. Tenure would mean total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/ Nominee)*
1.Audit Committee	Raj Kishore Jalan -Chairperson of Committee Shakuntala Jalan Kishan Lal Jalan	Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/Independent Director
2.Nomination & Remuneration Committee	Raj Kishore Jalan, - Chairperson of Committee Kishan Lal Jalan Shakuntala Jalan	Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/Independent Director
3.Risk Management Committee (if applicable)	Kishan Lal Jalan, -Chairperson of Committee Raj Kishore Jalan, Shakuntala Jalan	Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/Independent Director
4.Stakeholders Relationship Committee	Kishan Lal Jalan – Chairperson of Committee Raj Kishore Jalan Ritu Goenka	Non-Executive/Independent Director Non-Executive/Independent Director Executive Director

5.Share Transfer Committee	Kishan Lal Jalan Raj Kishore Jalan Ritu Goenka – Chairperson of Committee	Non-Executive/Independent Director Non-Executive/Independent Director Executive Director
6.Asset Liability Management Committee	Kishan Lal Jalan Shakuntala Jalan Ritu Goenka – Chairperson of Committee	Non-Executive/Independent Director Non-Executive/Independent Director Executive Director
7.Corporate Social Responsibility Committee	Raj Kishore Jalan – Chairman of Committee Shakuntala Jalan Ritu Goenka	Non-Executive/Independent Director Non-Executive/Independent Director Executive Director

\*Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all Categories separating them with hyphen

### III. Meeting of Board of Directors

Dates of Meeting (if any) in the previous quarter	Dates of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
11/11/2016 & 28/11/2016	10.01.2017, 14.02.2017 & 25.02.2017	11

### IV. Meeting of Committees

Dates of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Dates of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee 14/02/2017	Yes	11/11/2016	95
Stakeholders Relationship Committee 14/02/2017	Yes	11/11/2016	-
Risk Management Committee 14/02/2017	Yes	11/11/2016	-
Asset Liability Management Committee 14/02/2017	Yes	11/11/2016	-

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

### V. Related Party Transaction

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	No
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes", may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
  - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:

**Name & Designation:** BRATATI BHATTACHARYA

*Bratati Bhattacharya*  
**Company Secretary / Compliance Officer**

**Date:** 12.04.2017

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

## ANNEXURE II

1. Name of Listing Entity – UNO Metals Limited
2. Year ending – 31st<sup>th</sup> March, 2017

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Yes	
New name and the old name of the listed entity	N.A.	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition of role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes

Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	Yes
Approval for material related party transaction	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporation Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation: BRATATI BHATTACHARYA**

*Bratati Bhattacharya*  
**Company Secretary / Compliance Officer**