

# UNO METALS LIMITED

CIN : L27209WB1984PLC038126

Registered Office : 1st Floor, 37A, Southern Avenue (Renamed as Dr Meghnad Saha Sarani ) Kolkata – 700 029

Email: unometals100@gmail.com, Phone: 033 2419 7542, Fax: 033 2464 6390

Website: [www.investingjoy.com](http://www.investingjoy.com)

## NOTICE TO MEMBERS

NOTICE is hereby given that the 31st Annual General Meeting of the Members of UNO METALS LIMITED will be held at the registered office of the Company at 1st Floor, 37A, Southern Avenue, (Renamed as Dr.Meghnad Saha Sarani) Kolkata - 700 029 on Saturday, 26th September, 2015 at 12.30 Noon to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and Profit & Loss Account for the year ended on that date together with the Report of the Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Rajesh Goenka (DIN : 00157319), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration 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 M.R.Singhwi & Co. Chartered Accountants (Registration No.312121E) be and are hereby appointed as Auditors of the Company, to hold office from the Conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS :

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 181 and other applicable provisions, if any, of the Companies Act, 2013, or rules made there under, consent of the members of the Company be and is hereby granted to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time, in any financial year, to bona fide charitable and other funds, any amounts the aggregate of which, may exceed five per cent of the Company's average net profit as determined in accordance with the provisions of Section 198 of the Companies Act, 2013 during the three immediately preceding Financial Years, subject to a limit of Rs.10 Crores in a financial year.”

“RESOLVED FURTHER that the Board of Directors (which shall include any Committee which the Board may constitute, or any Director/Officer authorised by the Board for this purpose), be and are hereby severally authorised to settle all matters arising out of and incidental to making contributions to charitable or other funds as mentioned above and do all such acts, deeds and things as may, in its absolute discretion, deem necessary to give effect to this Resolution.”

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## NOTES :

1. A Member entitled to attend and vote at the Meeting is entitled to **appoint** one or more Proxy to attend and vote instead of himself on a poll only and such Proxies need not be a Member of the Company. The Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxy Form is attached herewith.
2. Members are requested to bring the copy of the Annual Report to the Annual General Meeting. No extra copies of the Annual Report will be supplied at the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 21st September, 2015 to 26th September, 2015 (Both days inclusive).
4. Relevant details of Directors seeking appointment/re-appointment under this notice are provided under Corporate Governance Report forming part of the Annual Report
5. As per the provision of the companies Act 1956, facilities for making nomination is now available to the Share-holders. Nomination forms can be obtained from the Company. If shares are held in electronic form, such nomination is mandated to their respective Depository Participant.
6. Members are requested to furnish their Bank Account details, change of address etc. to the Company Registrars and Transfer Agents in respect of shares held in physical form and to their respective Depository Participants if the Shares are held in electronic form.
7. The Information Technology Act, 2000 permits service of documents etc. in electronic mode. Keeping this in view the Ministry of Corporate Affairs vide their circular no.17/2011 dated April 21, 2011 clarified that a Company would have complied with Section 53 of the Companies Act, 1956, if the service of document has been made through electronics mode provided the Company has obtained email addresses of its members for sending the notice/ documents through email by giving an advance opportunity to every shareholders to register their email address and changes therein from time to time with the Company.

In view of the above, the Company requests all its shareholders to kindly provide their email addresses along with client ID/ Folio no. and number of shares as reference to the email addresses [unometals100@gmail.com](mailto:unometals100@gmail.com). Members holding shares in electronic mod are requested to ensure to keep their email address updated with the Depository Participants.

8. Pursuant to the requirements on corporate governance under Clause 49 of listing agreements entered into with stock exchanges , the information about the Directors proposed to be appointed/re-appointed is given in the Annexure to the notice.
9. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
10. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of Special Businesses is annexed hereto.
11. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 A.M to 1.00 P.M on any working till the date of the meeting.
12. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as of Cut-Off Date of 19.09.2015.
13. The Board of Directors has appointed Shri Sahadeb Rath, Practising Company Secretary (C.P. No. 3452) as the Scrutinizer for conducting this E-voting process in a fair and transparent manner.

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## 14.VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL)
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

### III. The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period commences on 23<sup>rd</sup> September, 2015 (10:00 am) and ends on 25<sup>th</sup> September, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (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, excluding the special characters.
- (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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

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(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>• 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.</li><li>• 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.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li></ul>

(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 "Uno Metals 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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## (xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user which 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xix) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

15. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [sahadevrath@yahoo.co.in](mailto:sahadevrath@yahoo.co.in) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before September 25, 2015, upto 5.00 pm. without which the vote shall not be treated as valid.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2015.
17. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 7<sup>th</sup> August, 2015.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19<sup>th</sup> September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2015. and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

# UNO METALS LIMITED

20. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 19<sup>th</sup> September, 2015. are requested to send the written / email communication to the Company at unometals100@gmail.com by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting
22. Shri Sahadeb Rath, Practising Company Secretary (C.P. No. 3452) has been appointed as the Scrutinizer to scrutinize the remote e-voting process & voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.investingjoy.com](http://www.investingjoy.com) and on the website of CDSL. The same will be communicated to the CSE.

Registered Office:

1st, Floor, 37A, Southern Avenue  
(Renamed as Dr.Meghnad Saha Sarani)  
Kolkata – 700 029  
Phone : 033 2419 7542 • Fax : 033 2464 6390  
Email : unometals100@gmail.com  
Date • 28th day of May, 2015

By Order of the Board

Rajesh Goenka  
Chairman

# UNO METALS LIMITED

## ANNEXURE TO THE NOTICE:

**Explanatory Statement under section 102(1) of the Companies Act, 2013.**

### Item No. 4

In order to support the charitable activities, it is proposed to make donation to charitable and other funds not exceeding an amount of Rs.10 Crores which exceeds the limit of 5% of average net profits for the three immediately preceding financial years.

As per provisions of Section 181 of the Companies Act, 2013, prior permission of members of the Company in general meeting shall be required in case any amount the aggregate of which, in any financial year exceed 5% of it's average net profits for the three immediately preceding financial years.

To comply with the provisions of section 181 of the Companies Act 2013 , the approval of the Members is being sought for authorizing the Board of Directors of the Company to make contributions to bona fide charitable and other funds, in a financial year, exceeding five percent of the Company's average net profits during the three immediately preceding financial years subject to a limit of RS. 10 crores.

The Board recommends the above resolution for your approval.

None of the Directors, Key Managerial Personnel, relatives of Directors and Key Managerial Personnel of the Company is directly/ indirectly interested in the above resolution.

#### Registered Office:

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Phone : 033 2419 7542 • Fax : 033 2464 6390  
Email : unometals100@gmail.com  
Date • 28th day of May, 2015

By Order of the Board

Rajesh Goenka  
Chairman

# PROXY FORM

## UNO METALS LIMITED

CIN : L27209WB1984PLC038126

Registered Office : 1st Floor, 37A, Southern Avenue (Renamed as Dr Meghnad Saha Sarani ) Kolkata-700 029

Email: unometals100@gmail.com, Phone: 033 2419 7542, Fax: 033 2464 6390

Website: [www.investingjoy.com](http://www.investingjoy.com)

(31<sup>st</sup> Annual General Meeting – 26th September, 2015)

### FORM NO. MGT-11

[Pursuant To Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration ) Rules,2014]

CIN : L27209WB1984PLC038126  
Name of the Company : UNO METALS LIMITED  
Regd Office : 1st Floor, 37A, Southern Avenue  
(Renamed as Dr Meghnad Saha Sarani ) Kolkata-700 029  
Name of the Members :  
Registered Address :  
E-Mail Id :  
Folio No./Client No. :  
DP ID :

I / We, being the member(s) of..... shares of the above Company, hereby appoint.

1 Name ..... Address .....  
E-Mail Id : ..... Signature : .....Or failing him

2 Name ..... Address .....  
E-Mail Id : ..... Signature : .....Or failing him

3 Name ..... Address .....  
E-Mail Id : ..... Signature : .....Or failing him

As my/our proxy to attend and vote, in case of a poll, for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Saturday, 26<sup>th</sup> September, 2015 at 12.30 Noon at the 1st Floor, 37A, Southern Avenue (Renamed as Dr Meghnad Saha Sarani ) Kolkata – 700 029 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	Description	Optional	
		For*	Against*
1.	Ordinary Resolution for Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2015		
2.	Ordinary Resolution for Re-appointment of Mr. Rajesh Goenka as director.		
3.	Ordinary Resolution for Appointment of M/s. M.R. Singhwi & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31 <sup>st</sup> March, 2016.		
4.	Ordinary Resolution for Authorization for making donation to bona fide charitable and others fund		

Signed this .....day of .....2015

Signature of the Shareholder(s) ..... Signature of Proxy(s) .....

Affix  
Revenue  
Stamp

**Notes:** This form of Proxy, to be effective, should be deposited at the Registered Office of the company at: 1st Floor, 37A, Southern Avenue (Renamed as Dr Meghnad Saha Sarani ) Kolkata – 700 029 not later than FORTY – EIGHT HOURS before the commencement of the aforesaid meeting.



**UNO METALS LIMITED**

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Website: [www.investingjoy.com](http://www.investingjoy.com)

**ATTENDANCE SLIP**

**(To be handed over at the entrance of the Meeting Hall)**

**(Annual General Meeting – 26<sup>th</sup> September, 2015)**

I/We hereby record my/our presence at the Annual General Meeting of “Uno Metals Limited” to be held at 1st Floor, 37A, Southern Avenue, (Renamed as Dr.Meghnad Saha Sarani) Kolkata - 700 029 on Saturday, 26<sup>th</sup> September, 2015 at 12.30 Noon.

Full Name of the Member (IN BLOCK LETTER): \_\_\_\_\_

Folio No: \_\_\_\_\_ DP ID: \_\_\_\_\_ Client ID: \_\_\_\_\_

Full Name of the proxy (IN BLOCK LETTER): \_\_\_\_\_

Member/Proxy(s) Signature: \_\_\_\_\_

(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the meeting.)