

UNO METALS LTD.

CIN-L27209WB 1984 PLC 038126

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

Ph : +91 8017520040, 033 24197542
Fax : 033 22308981
email : uno@investingjoy.com
website : www.investingjoy.com

February 15, 2018

To,
Calcutta Stock Exchange
7, Lyons Range, Dalhousie
Kolkata- 700001
West Bengal

Dear Sir/Ma'am,

**Subject: Proceeding and Voting Results of Extraordinary General Meeting
[Regulation 30 and Regulation 44 of SEBI (LODR) Regulation, 2015]**

Ref: "UNO METALS LIMITED" (Scrip Code: 10031188)


The Extraordinary General Meeting (EGM) of UNO Metals Limited (the Company) was held today on Thursday 15th February, 2018 at 11.00 A.M. at its registered office at 1st floor, 37A, Dr Meghnad Saha Sarani, Kolkata-700029, West Bengal.

In this regard please find enclosed the following:

1. Proceeding of the EGM of the Company as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015- **Annexure -1;**
2. Voting Results of the business transacted at the EGM, as required under Regulation 44(3) of the Listing Regulations - **Annexure-2;**and
3. Report of the Scrutinizer dated February 15th, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 - **Annexure-3.**

The Voting Results alongwith the Scrutinizer's Report is also made available on the Website of the Company at www.investingjoy.com.

Thanking you,
Yours truly,
For UNO Metals Limited


Rajesh Goenka
Chairman & Director
DIN: 00157319
Encl: As above



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ANNEXURE: 1

SUMMARY OF PROCEEDING OF EXTRA-ORDINARY GENERAL MEETING OF UNO METALS LIMITED HELD ON 15TH February, 2018

The Extraordinary General Meeting (EGM) of the members of UNO Metals Limited ("the Company") was held on Thursday, 15th February, 2018 at 11.00 A.M. at its registered office at 1st floor, 37A, Dr Meghnad Saha Sarani, Kolkata-700029, West Bengal.

Mr. Rajesh Goenka, Director of the Company was elected as the Chairman of the Meeting. The Chairman declared that the requisite quorum was present and called the meeting to order.

The Chairman informed that remote e-voting commenced on February 12, 2018 and ended on February 14, 2018. The Chairman informed the members that Mr. Sahadeb Rath, Proprietor of S. Rath & Co. Practicing Company Secretary, was appointed as the Scrutinizer to scrutinize the remote E-voting process as well as the voting by poll/ballot paper to be conducted at the venue of the EGM.

The Chairman addressed the members and briefed on the items of special business to be transacted at the EGM. He also invited attention of the members to the explanatory statement of the EGM Notice dated 16th January, 2018, relating to the Item no.1, at page 11.

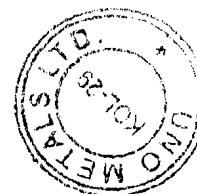
With the consent of the members the notice convening the EGM was taken as read.

Thereafter, the Chairman invited questions on the resolutions, to which no questions were asked by any member.

Thereafter, the following resolution as set out in the Notice convening the EGM were proposed and seconded by the members;

Item No.	Agenda	Resolution	Mode of Voting	Remarks
1.	Consolidation of share and matters related thereto	Special	Remote E-voting and voting by poll/Ballot paper at EGM Venue	Passed with requisite majority

Thereafter, the Chairman announced voting to be taken electronically (e-voting) and requested Ms. Bratati Bhattacharya, Company Secretary, the Scrutinizer for the orderly conduct of the voting. The voting at the venue of the meeting was completed for all the resolutions by the shareholders present in person or by proxy.



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The Chairman then announced that the e-voting results alongwith the consolidated scrutinizer's report shall be informed to the Stock Exchange and also placed on the website of the Company and at the registered office of the Company.

The Meeting was concluded at 11.40 A.M. with a vote of thanks to the chair.

For UNO Metals Limited



Rajesh Goenka
Chairman & Director
DIN: 00157319



Dated: 15th February, 2018

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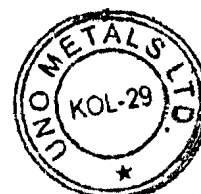
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Annexure: 2

UNO METALS LIMITED	
Voting Results as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	
Date of EGM	15 TH February, 2018
Total number of shareholders on record date	326
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	8
Public	2
No. of shareholders attended the meeting through video conferencing :	
Promoter and Promoter group	-
Public	-

Given below is the agenda wise combined result of Remote e-voting and Voting conducted at the Venue

Resolution No.1								
Resolution Required (Ordinary/Special)					Special Consolidation of shares and matters related thereto			
Whether Promoter/Promoter Group are interested in the agenda/resolution					Yes			
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes polled on outstanding shares (3) = [(2)/(1)]*100	No. of votes in-favour (4)	No. of votes – against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	3512645	3512645	100.00%	3512645	-	100.00%	0.00%
	Poll		-	-	-	-	-	-
	Postal ballot (if applicable)		-	-	-	-	-	-
	Total		3512645	3512645	100.00%	3512645	-	100.00%
Public – Institutions	E-voting	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal ballot (if applicable)		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public – Non-Institutions	E-voting	1179500	1065000	90.29	1065000	-	100.00%	0.00%
	Poll		-	-	-	-	-	-
	Postal ballot (if applicable)		-	-	-	-	-	-
	Total		1179500	1065000	90.29	1065000	-	100.00%
Total		4692145	4577645	97.56	4577645	-	100.00%	0.00%



SAHADEB RATH

B. Com. (Hons.) LL.B., ACS
Practising Company Secretary

31/1, Chatawala Lane
2nd Floor, Room No.-209
Kolkata-700012
Phone- 9830363084
Email:sahadevrath@yahoo.co.in

Dated: 15.02.2018

To
Mr. Rajesh Goenka
The Chairman
UNO METALS LIMITED
37A, Southern Avenue, 1st Floor
(Renamed as Dr. Meghnad Saha Sarani)
Kolkata - 700 029

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the Remote E-voting conducted pursuant to the provisions of section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014 as amended by Companies (Management and Administration) Amendment Rules,2015 and voting through Ballot paper at the Meeting in respect of the resolution(s) contained in the notice of the Extra Ordinary General Meeting of UNO Metals Limited held on Thursday 15th February, 2018 at 11.00 A.M..

Please find enclosed herewith the Scrutinizer's Report dated 15th February, 2018 on the Remote E-voting and voting through Ballot paper at the meeting in respect of the resolution(s) passed at the Extra Ordinary General Meeting of UNO Metals Limited held on Thursday 15th February, 2018.

Regards



Sahadeb Rath

Practicing Company Secretary
Membership No-13298

CP No-3452

SAHADEB RATH
Practicing Company Secretary
C. P. No.- 3452
Memb No.- 13298

Place: Kolkata

Enclosure: As above

SAHADEB RATH

*B. Com. (Hons.) LL.B., ACS
Practising Company Secretary*

31/1, Chatawala Lane
2nd Floor, Room No.-209
Kolkata-700012
Phone- 9830363084
Email:sahadevrath@yahoo.co.in

SCRUTINIZER'S REPORT ON REMOTE E-VOTING & POLL

To
Mr. Rajesh Goenka
The Chairman
UNO METALS LIMITED
37A, Southern Avenue, 1st Floor
(Renamed as Dr. Meghnad Saha Sarani)
Kolkata - 700 029

Dear Sir,

Sub: Consolidated Scrutinizer's Report on the Remote E-voting conducted pursuant to the provisions of section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules,2014 as amended by Companies (Management and Administration) Amendment Rules,2015 and voting through Ballot paper at the Meeting in respect of the resolution(s) contained in the notice of the Extra Ordinary General Meeting (EGM) of UNO Metals Limited held on Thursday 15th February, 2018 at 11.00 a.m.

1. I have been appointed as a Scrutinizer by M/s. UNO Metals Limited (the Company) by the Board of Directors of the Company in terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended, and pursuant to the applicable provisions of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 to carry out the scrutiny of the Remote E-Voting and Voting through Ballot at the said Extra Ordinary General Meeting (EGM) for and in respect of the resolution(s), as mentioned herein below and as contained in the Notice of the said Extra Ordinary General Meeting ("said EGM", here in after).
2. I was also appointed as Scrutinizer to scrutinize the voting process at the said Extra Ordinary General Meeting held on Thursday , the 15th February, 2018 at 11.00 A.M..
3. The Notice dated 16th January, 2018 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolution(s) passed at the Extra Ordinary General Meeting of the Company.
4. In terms of the aforesaid Notice, members were required to convey their assent or dissent, as the case may be, electronically on e-voting platform provided by Central Depository Services (India) Limited (CDSL) , before 5 PM on Wednesday, 14th February ,2018 in respect of Resolution(s) as set out therein. In E-voting, members had to vote by logging on to www.evotingindia.com and following the procedure laid down in the notice dated 16th January, 2018. The E-voting period commenced on Monday, February 12, 2018 at 10:00 a.m. (IST) and ended on Wednesday, February 14, 2018 at 05:00 p.m.(IST) and the CDSL remote e-voting platform was blocked thereafter.

SAHADEB RATH
Practising Company Secretary
C. V. No.- 3452
Membr No.- 13298

5. As per the e-voting module provided by Central Depository Services (India) Limited (CDSL), Shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date on 8th February, 2018 were allowed to cast their vote electronically. The voting rights of shareholders were in proportion to their shares of the paid up equity share capital of the Company as on cut-off date of 8th February, 2018. In terms of the said Notice, votes cast through evoting form were considered valid.
6. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the Extra Ordinary General Meeting of the members of the Company. My responsibility as a Scrutinizer for the Remote e-voting process and for poll at the EGM is restricted to make a Scrutinizer's Report of the votes cast in 'favour' or in 'against' the resolution (s) stated herein below, based on the reports generated from the e-voting system provided by CDSL the authorised agency engaged by the Company to provide e-voting facility for e-voting and report on poll conducted at the EGM.
7. After the closure of the voting at the Extra Ordinary General Meeting, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.
8. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting by physical ballots at the EGM Venue the votes cast there under were counted. There was no vote by physical ballots at the EGM Venue.
9. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and voting through ballot paper at the EGM.
10. To facilitate the company to declare the result on the resolution (s), I now submit my consolidated Report as under on the result of the remote e-voting and voting through ballot paper at the EGM in respect of the said Resolution(s).

Special Business

Item No.1- Special Resolution

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61(1)(b) and 64 and other applicable provisions of the Companies Act, 2013 read with relevant rules thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws, Article 9 of Articles of Association of the Company and subject to the approval of the National Company Law Tribunal ("NCLT") and such other sanctions, approvals and permissions as may be required, the consent of the Company be and is hereby accorded for consolidation of its entire authorized, issued, subscribed and paid-up equity shares in the share capital of the Company, by increasing the face value of the equity shares from Rs. 10/- (Ten) each to Rs. 10,000/- (Ten Thousand) each so that every 1,000 (One Thousand) equity shares with face value of Rs. 10/- (Ten) each held by a member are consolidated and re-designated into one equity share with face value of Rs. 10,000/- (Ten Thousand) each and consequently the authorised capital of the Company of 47,00,000 (Forty Seven Lakhs) equity shares of Rs. 10/- each (Ten) shall be consolidated to 4,700 (Four Thousand Seven Hundred only) of Rs. 10,000/- each (Ten Thousand) amounting to Rs. 4,70,00,000/- (Four Crore Seventy Lakhs only) with effect from the cut- off date.

SAHADEE RATH
Practising Company Secretary
C. P. No.- 3452
Membr No.- 13298

RESOLVED FURTHER THAT such consolidation of shares be determined on the basis of those shareholders whose names appear in the Register of Members of the Company on cut-off date i.e. **January 16, 2018**.


RESOLVED FURTHER THAT the valuation report determining the value of the equity shares of the Company be obtained from **Ms. Vijaylakshmi Agarwal, Practicing Chartered Accountant**.

RESOLVED FURTHER THAT the existing share certificates in respect of equity shares of face value of Rs. 10/- each (Ten) shall be deemed to have been automatically cancelled with effect from the above cut-off date and will be of no effect on and from the said cut-off date and without any further action, Mr Rajesh Goenka and Mrs. Ritu Goenka, Director of the Company be and are hereby severally authorized to issue new share certificates in physical form having face value of Rs. 10,000/- each (Ten Thousand) in lieu of such existing share certificates pursuant to the applicable provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT in case of shares held in dematerialized form, the number of consolidated equity shares be credited to the respective beneficiary accounts of the shareholders with the depository participants, in lieu of the existing credits representing the equity shares of the Company before consolidation.

RESOLVED FURTHER THAT no fraction of share or certificate or whatsoever shall be issued to any member in respect of any fractional entitlement arising out of such consolidation process and all such fractional entitlements arising/resulting from such consolidation be aggregated into whole shares, the share certificate of which shall be transferred to a trust and issued in the name of the Mr. Rajesh Goenka, Mrs. Ritu Goenka, Director of the Company or Ms. Neha Goenka, CFO of the Company, Trustee(s), who shall hold such shares for disposal as soon as possible in his/their sole discretion in such manner and to such person(s) as they deemed fit, at such consolidated price which shall not be less than the value determined by Ms. Vijaylakshmi Agarwal, Practicing Chartered Accountant, registered valuer and the Trustee(s) shall proportionately disburse and remit the proceeds so realized to such fractional entitlements.

RESOLVED FURTHER THAT the remaining portion of the fractional entitlement, which will not be possible to consolidate into whole share during the consolidation process, be foregone by the promoters of the Company and post consolidation the paid up capital of the Company shall stand at Rs. 4,69,20,000/- (Four Crore Sixty Nine Lakhs Twenty Thousand) divided into 4692 (Four Thousand Six Hundred Ninety Two) fully paid up equity shares of Rs. 10,000/- (Ten Thousand) each instead of the existing Rs. 4,69,21,450/- (Four Crore Sixty Nine Lakhs Twenty One Thousand Four Hundred Fifty) divided into 46,92,145 (Forty Six Lakhs Ninety Two Thousand One Hundred Forty Five) fully paid up equity shares of Rs. 10/- each (Ten).


SAHADEV RATHI
Practicing Company Secretary
C. P. No.- 3452
Memb No.- 13298

RESOLVED FURTHER THAT existing clause V of Memorandum of Association of the Company be substituted with the new Clause V as under, subject to the approval of the shareholders:

" V. The Authorized Share Capital of the Company is Rs. 4,70,00,000/- (Rupees Four Crore Seventy Lakhs) divided into 4700 (Four Thousand Seven Hundred) equity shares of Rs. 10,000/- each (Rupees Ten Thousand), with power to increase, modify and reduce or consolidate or re-classify the share capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified, or special rights, privileges or conditions as may determined under the provisions of the Companies Act 2013 (including any statutory modifications or re-enactment thereto) or any other applicable Act(s), Rule(s) and Regulation(s) etc."

"RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things which are necessary, expedient, incidental and consequential to give effect to the above resolution including but not limited to filing of application and requisite documents with NCLT, Registrar of Companies and other appropriate regulatory authority, delegating the powers to such persons, as they may deem fit."

i. **Voted in favour of the resolution:**

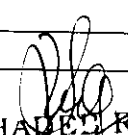
Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	16	4577645	100.00
Through Ballot	Nil	Nil	Nil
Total	16	4577645	100.00

ii. **Voted against the resolution**

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	Nil
Through Ballot	Nil	Nil	Nil
Total	Nil	Nil	Nil

iii. **Invalid Votes**

Mode of Voting	Number of members voted	Number of votes cast by them(one shares one vote basis)	% of total number of valid votes cast
Remote E-voting	Nil	Nil	NA
Through Ballot	Nil	Nil	NA
Total	Nil	Nil	NA


SAHADEV RATHI
 Practicing Company Secretary
 C. P. No.- 3452
 Memb No.- 13298

11. Based on the aforesaid results the resolution(s) as contained in the Notice dated 16th January, 2018 convening the Extra Ordinary General Meeting of the members of the Company have been passed with the requisite majority.
12. This report has been issued at the request of the company for submission to Stock Exchanges in which the Company is listed and placing on the website of the company and website of CDSL. This report is not to be used for any other purpose or to be distributed to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking You,
Yours faithfully,



SAHADEB RATH
Practicing Company Secretary
C. P. No.- 3452
Memb No.- 13298

Sahadeb Rath
Practicing Company Secretary
Membership No-13298
CP No-3452

Dated:-February 15, 2018
Place:-Kolkata