

<b>BOARD OF DIRECTORS</b>	:	Mr. Rajesh Goenka- Chairman Mr. Raj Kishore Jalan Mrs.Ritu Goenka- Whole-time Director Mrs.Shakuntala Jalan Mr. Kishan Lal Jalan
<b>AUDITORS</b>	:	M.R. Singhwi & Company
<b>BANKERS</b>	:	Allahabad Bank Axis Bank Ltd. HDFC Bank Ltd. Yes Bank Ltd.
<b>REGISTERED OFFICE</b>	:	1st Floor 37A, Dr. Meghnad Saha Sarani Kolkata - 700029
<b>REGISTRARS &amp; SHARE TRANSFER AGENTS</b>	:	M/s. Niche Technologies Pvt. Ltd. D-511, Bagree Market 71, B.R.B. Basu Road Kolkata – 700 001
<b>LISTING OF SHARES</b>	:	1. The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata – 700 001 West Bengal

**DIRECTORS' REPORT TO THE MEMBERS :**

Your Directors have pleasure in submitting the 33rd Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2017.

**FINANCIAL HIGHLIGHTS :**

The financial results of the Company are summarized below:

Particulars	Year ended 31st March, 2017 (Rs.in lakhs)	Year ended 31st March, 2016 (Rs.in lakhs)
Income from Sales/Operations	(476.61)	75.94
Other Income	557.56	577.20
Total Income	80.95	653.14
Total Expenditure	120.42	190.84
Interest paid	31.85	12.93
Depreciation	10.86	10.04
Profit before Taxation	(82.18)	439.33
Provision for Taxation		
Current Tax	-	49.85
Deferred Tax	(1.10)	(1.10)
Income Tax earlier year	3.21	10.92
Net Profit	(84.29)	379.66
Earnings per Share (Rs.)	(1.80)	8.09

**DIVIDEND :**

Your Directors do not recommend payment of Dividend.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL :**

Mrs. Shakuntala Jalan has been one of the Independent Directors of the Company for long and has served and provided leadership and guidance to the board for past several years. She has informed the board about his decision to relinquish his position as Independent Director of the company due to his personal reasons with effect from the date of the forthcoming Annual General Meeting of the Company. The board accepted to release him accordingly and wishes to place on record her sincere appreciation for such long and unstinted service with dedication that she has provided. The board has decided not to appoint anyone else in his place at present

Mr. Rajesh Goenka, Director of the Company, retire by rotation and being eligible offers himself for re-appointment.

The Company has designated Mrs. Ritu Goenka, Whole-time-Director, Mrs. Anshu Jalan- Chief Financial Officer, Mrs. Bratati Bhattacharya- Company Secretary & Compliance Officer as Key Managerial Personnel. Mrs. Ritu Goenka was appointed as Whole-time Director with effect from 28<sup>th</sup> November, 2016.

**LISTING WITH STOCK EXCHANGES :**

As per the requirement SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company hereby declares that the Listing of its Shares at The Calcutta Stock Exchange Ltd. continued throughout the year and the Listing Fee due till date stands paid.

**DEMATERIALISATION OF SHARES :**

In order to facilitate dealing in shares in the electronic mode, your Company has entered into an arrangement with the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). With this, the members have the option to trade their dematerialised shares in the Company through NSDL or CDSL. Securities and Exchange Board of India (SEBI) has made it mandatory for all investors to trade in the shares of the Company in dematerialised form. The Company's Shares have been allotted **ISIN: INE975B01013**

**AUDITORS :**

Your Directors recommend appointment of M/S Pushpendra Jain & Co., Chartered Accountants (Firm Registration no. 320233E) as Statutory Auditors of the Company, subject to approval of shareholders of the Company for a period of one year, from the conclusion of the forthcoming Annual General Meeting of the Company in place of M/s M.R. Singhwi & Co., Chartered Accountants (Firm Registration no. 312121E) the existing Statutory Auditors of the company whose term will come to end at the forthcoming Annual General Meeting. This is in compliance with the requirements of section 139

**COST AUDIT :**

Cost Audit is not applicable to the Company.

**PARTICULARS OF EMPLOYEES :**

Pursuant to Rule (5) 2 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employees getting remuneration exceeding the limit.

Pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, details are as detailed below

Remuneration etc Pursuant to Section 197(12) and Rules made thereunder are as below:

The ratio of the remuneration of Director to the median employee remuneration for the year

i) Name: Mrs.Ritu Goenka (Whole time Director)- Ratio 5.5:1

ii) The percentage increase in remuneration of Directors, Chief Financial Officer, Company Secretary

1. Ritu Goenka ( Whole time Director) : NIL.

2. Anshu Jalan ( CFO ) : NIL.

3. Bratati Bhattacharya ( Company Secretary) : NIL.

iii) The percentage increase in the median remuneration of employees in the financial year : 8.11%

iv) There were 9 permanent employees on the rolls of the Company as on March 31, 2017.

v) It is hereby affirmed that the remuneration paid during the year ended 31<sup>st</sup> March, 2017 is as per the Remuneration policy of the Company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO :**

Particulars in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 are set out in a separate statement attached hereto and forming part of the report.

**SUBSIDIARIES, JOINT VENTURE OR ASSOCIATE COMPANIES :**

The Company does not have any Subsidiaries, Joint Venture and Associate Companies within the meaning of the Companies Act, 2013.

**WHISTLE BLOWER MECHANISM :**

The Company has put in place Whistle Blower Mechanism, details of which are given in Corporate Governance Report forming part of this report.

**LOANS, INVESTMENT AND GUARANTEES BY THE COMPANY :**

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013.

**NUMBER OF MEETING OF BOARD OF DIRECTORS :**

## **DETAILS OF COMMITTEE OF DIRECTORS :**

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship Committee of Directors, number of meetings held of each Committee during the financial year 2016-2017 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of this Report.

The Recommendations by the Audit Committee as and when made to Board has been accepted.

## **ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE, ITS COMMITTEES AND INDIVIDUAL DIRECTORS :**

The Board of Directors of the Company has initiated and put in place a policy for evaluation of its own performance, its Committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company. Further details are outlined in the Corporate Governance Report forming a part of this report.

## **DECLARATION OF INDEPENDENCE BY THE INDEPENDENT DIRECTORS :**

Pursuant to Section 149(6) of the Companies Act, 2013, Independent Directors of the Company have made a declaration confirming the Compliance of the Conditions of the independence stipulated in the aforesaid section.

## **CORPORATE SOCIAL RESPONSIBILITY:**

Pursuant to the provisions of Section 135 and rules made thereunder of the Companies Act, 2013, the Company has constituted a CSR committee to monitor CSR activities of the Company.

Details of CSR is given in the corporate governance report annexed hereto.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :**

Internal Audit has been conducted throughout the organization by qualified outside Internal Auditors. Findings of the Internal Audit Report are reviewed by the top management and by the Audit Committee of the Board and proper follow up action is ensured wherever required. The Statutory Auditors have evaluated the systems of internal controls of the Company and have reported that the same are adequate and commensurate with size of the Company and nature of its business.

## **CHANGE IN THE NATURE OF BUSINESS :**

There was no change in the nature of the business of the Company during the year.

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS :**

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides on overall industry perspective as well as issues being faced by the industry. The details of various familiarization programmes provided to the Directors of the Company is available on the Company's website.

## **DIRECTORS' RESPONSIBILITY STATEMENT :**

Your Directors state that :

- In the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period.

- The Directors have prepared the annual accounts on a going concern basis.
- The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **CORPORATE GOVERNANCE :**

The Corporate Governance Report forms an integral part of this Report and are set out as separate annexures to this Report. The certificate from the Auditors of the company certifying compliance of conditions of Corporate Governance stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Listing Agreement with the Stock Exchanges is also annexed to Report on Corporate Governance.

## **CONTRACTS AND ARRANGEMENTS WITH RELATED PARTY :**

All contracts / arrangements/ transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contracts/ arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

Your Directors draw attention of the members, notes to the financial statement which sets out related party disclosures.

## **SECRETARIAL AUDITOR :**

The Board has appointed S. Rath & Co., Practicing Company Secretary, to conduct Secretarial Audit for the financial year 2016-2017. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2017 is annexed herewith to this report.

## **EXTRACT OF ANNUAL RETURN :**

Extract of Annual Return of the Company is annexed herewith to this report.

## **DEPOSITS :**

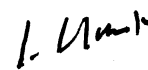
During the period under review, your Company has not accepted any deposit from the Public.

## **ACKNOWLEDGEMENTS :**

Your Directors acknowledge the co-operation and assistance received from the Shareholders, Banks and various Government Agencies. Your Directors wish to place on record their sincere appreciation for the contribution made by the employees.

For and on behalf of Board of Directors

Place : Kolkata  
Date : 29th day of May, 2017

  
Rajesh Goenka  
Chairman

**ANNEXURE TO DIRECTORS' REPORT****CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

(Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules 2014 )

**A. CONSERVATION OF ENERGY**

Not applicable to our Company.

**B. TECHNOLOGY ABSORPTION**

Research & Development : Not applicable to our Company.

**1. EXPORTS, FOREIGN EXCHANGE EARNINGS AND OUTGO :****-1. EXPORTS ACTIVITIES & EXPORTS PLANS:**

The Company's activities are in the field of Investments and as such has no export possibilities.

**2. FOREIGN EXCHANGE EARNINGS AND OUTGO (Rs. )**

	<b><u>2016 – 2017</u></b>	<b><u>2015-2016</u></b>
EARNINGS	NIL	NIL
OUTGO	NIL	3,29,486

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH , 2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
UNO Metals Limited  
(CIN- L27209WB1984PLC038126)  
37A, Dr. Meghnad Saha Sarani, First Floor  
Kolkata - 700 029

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. UNO Metals Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.
2. On the basis of verification of the secretarial compliance and on the basis of secretarial audit of Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and as shown to us during the said audit and also based on the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion and to the best of our understanding, the Company has, during the audit period covering the financial year ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has adequate Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:
3. We further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.
4. We have examined the secretarial compliance based on the books, papers, minute books, forms and returns filed and other records maintained by M/s. UNO Metals Limited for the financial year ended on 31st March, 2017 and as shown to us during our audit, according to the provisions of the following laws:



Secretarial Audit Report (Contd.)

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the Company during the Audit Period);**
  - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not Applicable to the Company during the Audit Period);**
  - f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit Period);**
  - g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the Company during the Audit Period);**
  - h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company during the Audit Period);** and
  - i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company during the Audit Period);**



Secretarial Audit Report (Contd.)



vi. and other applicable laws :- Based on the representation given by the Management of the Company and compliance certificates issued by the respective Department Heads, it is observed that the following Laws are specifically applicable to the business of the Company. It is also confirmed by the management that the company has devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

- a. The Payment of Wages Act, 1936,
- b. The Minimum Wages Act, 1948,
- c. Payment of Bonus Act, 1961,
- d. Employees Provident Funds & Miscellaneous Provisions Act, 1952,
- e. The Employees State Insurance Act, 1948,
- f. The Payment of Gratuity Act, 1972,
- g. Reserve Bank of India Act, 1934

5. We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with the Stock Exchanges.

6. To the best of our understanding we are of the view that during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:-

- a. As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of
  - i. External Commercial Borrowings were not attracted to the Company under the financial year under report.
  - ii. Foreign Direct Investment (FDI) were not attracted to the Company under the financial year under report.
  - iii. Overseas Direct Investment by Residents in Joint venture/Wholly Owned Subsidiary abroad were not attracted to the company under the financial year under report.
- b. As per the information and explanation provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any commercial instruments under the financial year under report.




Secretarial Audit Report (Contd.)

(The company is required to comply with the provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility. The company has constituted Corporate Social Responsibility Committee and disclosed the reasons for not spending/contributing funds to CSR in Corporate Governance Report attached to the Board of Director's Report relating to the period under review)

7. We further report that, The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
8. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
9. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
10. We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
11. We further report that during the audit period there were no instances of
  - a. Public /Right/Preferential Issue of shares/debentures/sweat equity, etc.
  - b. Redemption/buy-back of securities
  - c. Merger/amalgamation/reconstruction etc.
  - d. Foreign Technical Collaborations
12. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

**Date :29<sup>th</sup> day of May, 2017**

**Place: Kolkata**

**For. S. Rath & Co.**  
  
**Sahadeb Rath**  
**Proprietor**  
**Membership No.-ACS13298**  
**CP No.-3452**

# S. Rath & Company

Practicing Company Secretary

31/1, Chatawala Lane, 2nd Floor, Room No. - 209, Kolkata - 700 012  
Ph. : (M) 98303 63084, (O) 033 3375 2552  
E-mail : sahadevrath@yahoo.co.in

## 'Annexure A'

(To the Secretarial Audit Report of M/s. UNO Metals Limited for the financial year ended 31/03/2017)

To,

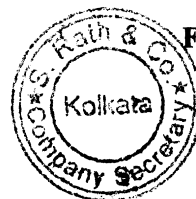
**UNO Metals Limited**  
(CIN- L27209WB1984PLC038126)  
37A, Dr. Meghnad Saha Sarani, First Floor  
Kolkata - 700 029

Our Secretarial Audit Report for the financial year ended 31/03/2017 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. We do not report on Financial laws like Tax Laws, Customs Act, Banking, Financial Transactions, default in repayment of any loans/ debts or deposits / interest thereon, if any as the same is either carried out by the Statutory Auditors/Internal Auditors, designated professional.
5. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Date : 29<sup>th</sup> day of May, 2017

Place: Kolkata



For. S. Rath & Co.

Sahadev Rath  
Proprietor

Membership No.-ACS13298  
CP No.-3452

FORM NO. *MGT 9*  
**EXTRACT OF ANNUAL RETURN**

**As on financial year ended on 31<sup>st</sup> March, 2017**

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

## I. REGISTRATION & OTHER DETAILS:

1.	CIN	L27209WB1984PLC038126
2.	Registration Date	31 <sup>st</sup> October, 1984
3.	Name of the Company	Uno Metals Limited
4.	Category Sub-category of the Company	Company limited by Shares Non Government Company
5.	Address of the Registered office & contact details	1st Floor,37A, Dr. Meghnad Saha Sarani Kolkata - 700 029 Tel: 033 24197542, Fax: 033 24646390
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Niche Technologies Private Limited D-511, Bagree Market, 5 <sup>th</sup> Floor, 71 B.R.B Basu Road, Kolkata – 700 001 Tel : +91 033 2234 3576 Fax : +91 033 22156823

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY** (All the business activities contributing 10 % or more of the total turnover of the company are given below :-)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	NBFC Company investing in Securities / Mutual Funds / Bank Deposits etc.	6430	100%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

**The Company does not have any Holding, Subsidiary and Associate Companies.**

## VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### A) Category-wise Share Holding

[illegible]

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt. (s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B) (1) :-</b>	0	0	0	0	0	0	0	0	0
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	0	4600	4600	0.098	0	4600	4600	0.098	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	0	135900	135900	2.896	0	135900	135900	2.896	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	400000	705100	1105100	23.552	400000	642100	1042100	22.209	(1.342)
c) Others (specify)									
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	400000	845600	1245600	26.546	400000	782600	1182600	25.204	(1.342)
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	400000	845600	1245600	26.546	400000	782600	1182600	25.204	(1.342)
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	3846545	845600	4692145	100.000	3909545	782600	4692145	100.00	0

**B) Shareholding of Promoter**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	AKG FINVEST LTD	926800	19.752	0	0	0	0	(19.752)
2.	ASHOK KUMAR GOENKA	192690	4.107	0	192690	4.107	0	0.000
3.	KRISHNI DEVI GOENKA	0	0	0	230000	4.902	0	4.902
4.	NAKUL GOENKA	124540	2.654	0	124540	2.654	0	0.000
5.	NEHA GOENKA	248600	5.298	0	248600	5.298	0	0.000
6.	NIKHIL GOENKA	57600	1.228	0	0	0	0	(1.228)
7.	RAJESH GOENKA	967290	20.615	0	1197290	25.517	0	4.902
8.	RITU GOENKA	701425	14.949	0	1052025	22.421	0	7.472
9.	VARSHA GOENKA	227600	4.851	0	464400	9.897	0	5.046
	TOTAL	3446545	73.454	0	3509545	74.796	0	1.342

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr. No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	AKG FINVEST LTD. At the beginning of the year Date wise Decrease 19.08.2016/Reason – Transfer Outward At the end of the year	926800 926800 0	19.752 19.752 0	926800 0 0	19.752 0 0
2.	ASHOK KUMAR GOENKA At the beginning of the year At the end of the year	192690 192690	4.107 4.107	192690 192690	4.107 4.107
3.	KRISHNI DEVI GOENKA At the beginning of the year Date wise Increase/Decrease 19.08.2016/ Reason – Transfer Inward 27.01.2017/Reason – Transfer Outward 17.03.2017/Reason – Transfer Inward At the end of the year	0 230000 230000 230000 230000	0 4.902 4.902 4.902 4.902	0 230000 0 230000 230000	0 4.902 0 4.902 4.902
4.	NAKUL GOENKA At the beginning of the year At the end of the year	124540 124540	2.654 2.654	124540 124540	2.654 2.654
5.	NEHA GOENKA At the beginning of the year At the end of the year	248600 248600	5.298 5.298	248600 248600	5.298 5.298
6.	NIKHIL GOENKA At the beginning of the year Date wise Decrease 26.08.2016/Reason – Transfer Outward At the end of the year	57600 57600 0	1.228 1.228 0	57600 0 0	1.228 0 0
7.	RAJESH GOENKA At the beginning of the year Date wise Increase 27.01.2017/ Reason – Transfer Inward At the end of the year	967290 230000 1197290	20.615 4.902 25.517	967290 1197290 1197290	20.615 25.517 25.517
8.	RITU GOENKA At the beginning of the year Date wise Increase 02.05.2016/ Reason – Transfer Inward 26.08.2016/ Reason – Transfer Inward 27.01.2017/Reason – Transfer Inward At the end of the year	701425 63000 57600 230000 1052025	14.949 1.343 1.227 4.902 22.421	701425 764425 822025 1052025 1052025	14.949 16.292 17.519 22.421 22.421

9.	<b>VARSHA GOENKA</b> At the beginning of the year Date wise Increase 19.08.2016/ Reason –Transfer Inward At the end of the year	227600 236800 464400	4.851 5.046 9.897	227600 464400 464400	4.851 9.897 9.897
	<b>TOTAL</b>	3446545	73.454	3509545	74.796

**D) Shareholding Pattern of top ten Shareholders:**  
(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>LALITHA SHROFF</b> At the beginning of the year Change during the Year At the end of the year	230000 [NO 230000	4.902 CHANGE 4.902	230000 DURING THE 230000	4.902 YEAR] 4.902
2.	<b>ANOOP VK SHROFF</b> At the beginning of the year Changes during the Year At the end of the year	183700 [NO 183700	3.915 CHANGES 3.915	183700 DURING THE 183700	3.915 YEAR] 3.915
3.	<b>VIJAYA KUMAR SHROFF</b> At the beginning of the year Changes during the Year At the end of the year	170000 [NO 170000	3.623 CHANGES 3.623	170000 DURING THE 170000	3.623 YEAR] 3.623
4.	<b>RACHANA JAIN</b> At the beginning of the year Changes during the Year At the end of the year	161000 [NO 161000	3.431 CHANGES 3.431	161000 DURING THE 161000	3.431 YEAR] 3.431
5.	<b>BIMAL KUMAR GOENKA</b> At the beginning of the year Changes during the Year At the end of the year	154500 [NO 154500	3.293 CHANGES 3.293	154500 DURING THE 154500	3.293 YEAR] 3.293
6.	<b>KOMAL GOENKA</b> At the beginning of the year Changes during the Year At the end of the year	92900 [NO 92900	1.980 CHANGES 1.980	92900 DURING THE 92900	1.980 YEAR] 1.980
7.	<b>MANISH JALAN (KARTA OF HUF)*</b> At the beginning of the year Date wise Decrease Date : 02.05.2016 Specifying the reasons for Decrease/- Disposed At the end of the year	63000  63000  0	1.343  1.343  0	63000  0  0	1.343  0  0
8.	<b>RAKESH AGARWAL</b> At the beginning of the year Changes during the Year At the end of the year	25000 [NO 25000	0.533 CHANGES 0.533	25000 DURING THE 25000	0.533 YEAR] 0.533
9.	<b>ASHISH PALOD</b> At the beginning of the year Changes during the Year	25000 [NO	0.533 CHANGES	25000 DURING THE	0.533 YEAR]

10.	<b>DEEPAK DUBAL</b> At the beginning of the year Changes during the Year At the end of the year	10000 [NO 10000	0.213 CHANGES 0.213	10000 DURING THE 10000	0.213 YEAR] 0.213
11.	<b>ABDEALLY GANDHI</b> At the beginning of the year Changes during the Year At the end of the year	4000 [NO 4000	0.085 CHANGES 0.085	4000 DURING THE 4000	0.085 YEAR] 0.085

\* Ceased to be in the list of top 10 shareholders as on 31.03.2017. The same is reflected above, since the shareholders was one of the top 10 shareholders as on 31.03.2016.

**E) Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>RAJESH GOENKA</b> At the beginning of the year Date wise Increase Date : 27.01.2017 Specifying the reasons for increase/- Acquired At the end of the year	967290  230000  1197290	20.615  4.902  25.517	967290  1197290  1197290	20.615  25.517  25.517
2.	<b>RITU GOENKA</b> At the beginning of the year Date wise Increase Date : 02.05.2016 Date : 26.08.2016 Date : 27.01.2017 Specifying the reasons for increase/- Acquired At the end of the year	701425  63000 57600 230000  1052025	14.949  1.343 1.227 4.902  22.421	701425  764425 822025 1052025  1052025	14.949  16.292 17.519 22.421  22.421
3.	<b>SHAKUNTALA JALAN</b> At the beginning of the year At the end of the year	0 0	0.00 0.00	0 0	0.00 0.00
4.	<b>RAJ KISHORE JALAN</b> At the beginning of the year At the end of the year	0 0	0.00 0.00	0 0	0.00 0.00
5.	<b>KISHAN LAL JALAN</b> At the beginning of the year At the end of the year	0 0	0.00 0.00	0 0	0.00 0.00



**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	6,13,22,796	-	-	6,13,22,796
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	6,13,22,796	-	-	6,13,22,796
<b>Change in Indebtedness during the financial year</b>				
* Addition	62,87,61,832	-	-	62,87,61,832
* Reduction	74,67,79,242	-	-	74,67,79,242
<b>Net Change</b>	(11,80,17,410)	-	-	(11,80,17,410)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. No	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Whole-time-Director RITU GOENKA	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,20,000	13,20,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission - as % of profit - others, specify...	-	-
5	Others, please specify	-	-
	<b>Total (A)</b>	13,20,000	13,20,000
	<b>Ceiling as per the Act</b>		

### B. Remuneration to other directors

Name of Director	Sitting Fee	Salary & perks	Total
RAJ KISHORE JALAN	0	0	0
SHAKUNTALA JALAN	0	0	0
KISHAN LAL JALAN	0	0	0
RAJESH GOENKA	0	0	0

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
			BRATATI BHATTACHARYA	ANSHU JALAN	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,20,000	2,40,000	3,60,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	1,20,000	2,40,000	3,60,000

### VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no instances of any penalties/punishment/compounding of offences for the year ended 31<sup>st</sup> March, 2017

## 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 organization. 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 includes 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. Out 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	10	10	Yes
Mr. Raj Kishore Jalan	10	10	Yes
Mrs. Shakuntala Jalan	10	10	Yes
Mr. Kishan Lal Jalan	10	10	Yes
Mrs. Ritu Goenka	10	9	Yes

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 During 2016-2017 :

Total ten Meetings were held during the year 2016-2017, the dates on which the said Meetings were held are as follows:-

25th Apr, 2016	12th August, 2016	9th September , 2016	28 <sup>th</sup> November, 2016	14 <sup>th</sup> February, 2017
30th May, 2016	31st August, 2016	11th November, 2016	10 <sup>th</sup> January, 2017	25 <sup>th</sup> February, 2017

Separate meeting of Independent directors was held on 30th 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	32 years in Finance & Corporate Management
List of other Companies in which Directorship held as on 31.03.2017	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 31.03.2017	Chairman – 1 Member – 2
Shareholding in Company	11,97,290

**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 2016 – 2017 The Audit Committee Meetings were held on 30.05.2016, 12.08.2016, 11.11.2016 & 14.02.2017.

Name of Director	No. of Meetings attended	Remarks
Mr.Kishan Lal Jalan	4	--
Mrs.Shakuntala Jalan	4	--
Mr.Raj Kishore Jalan	4	--

**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 2016-2017.

### **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, 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 2016 - 2017 The Risk Management Committee Meetings were held on 30.05.2016, 12.08.2016, 11.11.2016 & 14.02.2017.

### **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 Mrs. Shakuntala Jalan, non-executive and independent Director, Mr. Raj Kishore Jalan being the Chairman of the Committee. Nomination & Remuneration Committee Meeting was held on 28.11.2016.

#### **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 has Mrs. Ritu Goenka as an executive directors on its Board. The Company has not paid any Remuneration to Directors other than Executive Director.

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 Goenka, an executive and non-independent Director, Mrs. Ritu Goenka being the Chairman of the Committee.

#### **Assets Liability Management Committee Meeting during the year**

## UNO METALS LIMITED

### 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 2016-2017, 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 2016-2017 The Stakeholders Relationship Committee Meetings were held on 30.05.2016, 12.08.2016, 11.11.2016 & 14.02.2017.

Name of Director	No. of Meetings attended	Remarks
Mr. Raj Kishore Jalan	4	--
Mr. Kishan Lal Jalan	4	--
Mrs. Ritu Goenka	3	Resigned from Board of Directors on 24 <sup>th</sup> September, 2016

A total of Nil complaints were received during the year under review, out of which none were pending as on 31st March, 2017, all of which were settled to the satisfaction of Shareholders.

## UNO METALS LIMITED

### 11.Board Meetings and Procedures

The Board of Directors met for ~~ten~~ 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
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.
2015-2016	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	24.09.2016 12.30 Noon	Adoption of newly substituted Articles of Association

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 14<sup>th</sup> February, 2017 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, 2017 was placed before the Board of Directors of the Company in its meeting held on May 29, 2017. 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** : 16th September, 2017 at 12.30 Noon  
**Venue** : 37A, Dr. Meghnad Saha Sarani, 1<sup>st</sup> Floor, Kolkata - 700 029

**b) Date of Book Closure** : Monday, 11th September, 2017 to Saturday, 16th September, 2017 (both days inclusive)

**c) Dividend payment Date** : No dividend was declared for the year 2016-2017

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

Listing Fee for the year 2016-2017 has been paid to the Stock Exchange(s) within the stipulated time.



**UNO METALS LIMITED**

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

**Demat ISIN Number for NSDL & CDSL** : INE975B01013

**f) Registrar and Share Transfer Agent** : M/s. Niche Technologies Pvt.Ltd.  
D-511, Bagree Market, 5<sup>th</sup> Floor,  
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, 2016 to March, 2017 at CSE.

Month	The Calcutta Stock Exchange Association Limited (CSE)		
	Month's High Price	Month's Low Price	Volume
April, 2016	-	-	-
May, 2016	-	-	-
June, 2016	-	-	-
July, 2016	-	-	-
August, 2016	-	-	-
September, 2016	-	-	-
October, 2016	-	-	-
November, 2016	-	-	-
December, 2016	-	-	-
January , 2017	-	-	-
February, 2017	-	-	-
March, 2017	-	-	-
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, 2017**

SL No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	3509545	74.796
2	Indian Financial Institutions, Bank , Mutual Funds	--	--
3	Foreign Institutions Investors/ NRIs	--	--
4	Others	1182600	25.204
	Total	4692145	100.00

**b) Distribution of Shareholding as on 31st March, 2017**

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	71.30	63500	1.35
5010 - 10000	74	22.36	51000	1.09
10010 - 50000	5	1.51	16000	0.34
50010 - 100000	1	0.30	10000	0.21
100010 - 500000	2	0.60	50000	1.07
500010 - 1000000	1	0.30	92900	1.98
1000010 and above	12	3.63	4408745	93.96
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, 2017 39,09,545 Shares representing 83.32% 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 2017-2018**

Financial reporting for the first quarter ending, 30th June, 2017	Week before 15 <sup>th</sup> August, 2017
Financial reporting for the second quarter ending, 30th September, 2017	Week before 15 <sup>th</sup> November, 2017
Financial reporting for the third quarter ending, 31st December, 2017	Week before 15 <sup>th</sup> February, 2018
Financial reporting for the year ending 31st March, 2018	Last week of May, 2018
Annual General Meeting for the year ending 31st March, 2018	Last week of September, 2018

**m) Investors correspondence may be addressed to**


M/s.Niche Technologies Pvt. Ltd. D-511, Bagree Market, 5<sup>th</sup> floor, 71, B.R.B.Basu Road, Kolkata – 700001, Tel: 2235 7271  
Or  
Director, Uno Metals Ltd.  
1st Floor, 37A, 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 2016-2017

Kolkata  
29<sup>th</sup> day of May, 2017

  
Rajesh Goenka  
Chairman

**Whole-time-Director & Chief Financial Officer Certificate**

**The Board of Directors  
Uno Metals Limited  
Kolkata**

**Re : Financial Statements for the Financial Year 2016-2017 Certification by Whole-time-Director & CFO**

We, Ritu Goenka, Whole-time-Director & Anshu Jalan, CFO of UNO METALS LIMITED, on the basis of the review of the financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2017 and to the best of our knowledge and belief, hereby certify that:-

1. These statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year ended 31<sup>st</sup> March, 2017 which are fraudulent, illegal or violative of the company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting, we have evaluated the effectiveness of the internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee those deficiencies in the design or operation of such internal controls of which we are aware and the steps we have taken or propose to take rectify these deficiencies.
5. We have indicated to the Auditors and the Audit Committee:
  - a) there have been no significant changes in internal control over financial reporting during this period.
  - b) there have been no significant changes in accounting policies during this period.
  - c) there have no instances of significant fraud of which we have become aware and the involvements therein of management or an employee having significant role in the company's internal control systems over financial reporting.

Place : Kolkata  
Date : 29th Day of May, 2017

*Ritu Goenka*  
Ritu Goenka  
Whole-time-Director  
(DIN:00221995)

*Anshu Jalan*  
Anshu Jalan  
Chief Financial Officer

**UNO Metals Limited – for Financial Year 2016-2017**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES / INITIATIVES**

**[Pursuant to Section 135 of the Companies Act, 2013 & Rules made thereunder]**

**1. A brief outline of the Company's CSR Policy:**

In line with the provisions of the Companies Act, 2013, the Company has framed its CSR Policy to enable the Company to channelize its funds into meaningful and needbased activities with suitable checks and balances to ensure proper implementation towards enhancing welfare measures of the society. The CSR Policy of the Company may be viewed at : <http://investingjoy.com/wp-content/uploads/2014/10/Corporate-Social-Responsibility-Policy.pdf>

**2. The Composition of the CSR Committee as on 31st March, 2017 is as under:**

Mr Raj Kishore Jalan	Chairman
Mrs Ritu Goenka	Member
Mrs Shakuntala Jalan	Member

**3. Average net profit of the Company for the last three financial years:**

The average net profit for the last three years is Rs.1380.99 Lakhs

**4. The prescribed CSR expenditure (2% of the amount as in item no. 3 above): Rs. 27.62 Lakhs**

**5. Details of amount spent towards CSR activities/projects undertaken during the year:**

- Total amount to be spent for the financial year 2016-2017: NIL
- Amount unspent: 27.62 Lakhs
- Manner in which the said amount was spent during the financial year 2017-2017:

S r. N o	CSR Project or activity identified	Sector in which the project is covered	Projects or Programs (1) Local area or other (2) The State and district where the projects or progra ms was underta ken	Amount outlay (budget) project or program s wise	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditur e on projects or programs (2) Overh eads	Cumula tive expendi ture upto the reportin g period i.e. FY 2016-17	Amount spent Direct or through implementing agency
	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total							

**UNO Metals Limited – for Financial Year 2016-2017**

\*Give details of the implementing agency

- 6. In case the Company has failed to spend the 2% of the average net profit of the last 3 financial years or any part thereof, the Company shall provide reasons for not spending the amount in its Board Report:**

The Company being an NBFC, is hardcore in financial business and does not have much exposure and experience of activities as mentioned in Schedule VII of Companies Act, 2013.

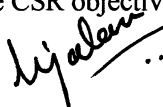
Further, due to its nature of business, it has a very lean organisation. Accordingly in the view of the CSR Committee of the Company, there may be wastage of time and money in case the Company opts to undertake the CSR activities of its own. Accordingly, the Company is in search of an implementing agency viz a trust or a society or a section 8 company or any other company which undergo activities mentioned in Schedule VII of Companies Act, 2013 with whom the Company may collaborate to undertake the CSR activities.

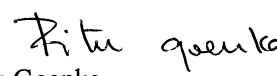
The idea behind the same is to take advantage of the experience of such organizations, who have already been undertaking CSR expenditure form long time so that there is effective utilization of resources in terms of time and money.

The Company stay committed towards the cause of CSR and intends to spend requisite amount towards activities identified in schedule VII as and when it is able to identify adequate avenues for such CSR spending and / or adequate organization along with whom the Company is able to associate to spend towards CSR.

- 7. A Responsibility statement by the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:**

The CSR Committee monitors the implementation of the CSR Policy of the Company in compliance with the CSR objective and CSR Policy.

  
Raj Kishore Jalan  
Chairman  
DIN : 00221860

  
Ritu Goenka  
Whole-time-Director  
DIN: 00221995

Place :Kolkata  
Date :29<sup>th</sup> day of May, 2017

**M.R.SINGHWI & COMPANY**  
**CHARTERED ACCOUNTANTS**

34A, Metcalfe Street, Kolkata – 700 013  
Phone: 22119606/4366 Fax : 2211 1697  
Email: mrsinghwi.co@gmail.com

**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE  
UNDER CLAUSE 49 OF THE LISTING AGREEMENTS.**

To  
The Members of  
**UNO METALS LIMITED**

We have examined the compliance of the conditions of Corporate Governance by **UNO Metals Limited** ("the Company") during the year ended 31st March, 2017 as stipulated in clause 49 of the listing agreement of the said Company with stock Exchange in India.

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 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.

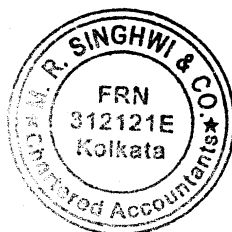
We state that in respect of investor grievances received during the year ended 31st March, 2017 no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the shareholders/Investors Grievance Committee.

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

For and on behalf of

**M.R.SINGHWI & CO**  
Chartered Accountants  
Firm Registration Number: 312121E

  
**CA. M.R.SINGHWI**  
Partner  
Membership Number: 050650



Place: Kolkata  
Date: 29.05.2017

**AUDITOR'S REPORT**

**TO THE BOARD OF DIRECTORS OF UNO METALS LIMITED**


**Ref: Auditor Report under NBFC report (RBI) Directions, 2008 on the Accounts for the year ended 31st March, 2017.**

We have examined the accounts of your Company for the period ended 31st March, 2017. As required under par 3 of the non-banking Financial Companies Auditors Report (RBI) Directions, 2008 we state as under:

1. The Company is engaged in the business of Non-Banking Financial Institution and it has obtained Certificate of Registration vide No. 05.03101 dated 07.05.1999 from Reserve Bank of India. The Company is also entitled to such COR in terms of assets/income pattern as on 31st March, 2017.
2. The Board of Directors of the Company has passed the resolution for non-acceptance of any public deposit.
3. The Company has not accepted any public deposit as on date since the date of its incorporation.
4. The Company has complied with the prudential norms relating to income recognition, accounting standards assets classification and provisioning for bad and doubtful debts as applicable to it.
5. The capital adequacy ratio as disclosed in the return submitted to the Bank in Form NBS-8 has been correctly arrived at and such ratio is in compliance with Minimum CRAR prescribed by the Reserve Bank of India.
6. The Company has furnished to the R.B.I. the annual statement of capital fund, risk assets, /exposures and risk assets ratio (NBS-8) within the stipulated period.

For and on behalf of

**M.R.SINGHWI & CO**  
Chartered Accountants  
Firm Registration Number: 312121E

  
**CA. M.R.SINGHWI**  
Partner  
Membership Number: 050650  
Place: Kolkata  
Date: 29.05.2017



**Independent Auditor's Report**

**To The Members of UNO Metals Limited**

**Report on the Standalone Financial Statements**

We have audited the accompanying Standalone financial statements of **UNO Metals Limited**, (the "Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information,

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, read with rule 7 of the companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

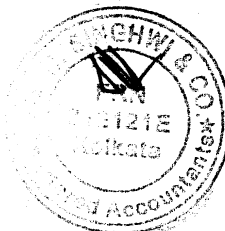
We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its loss and its cash flows for the year ended on that date.





**M.R.SINGHWI & COMPANY**  
CHARTERED ACCOUNTANTS

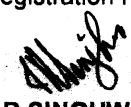
34A, Metcalfe Street, Kolkata - 700 013  
Phone: 22119606/4366 Fax : 2211 1697  
Email: mrsinghwi.co@gmail.com

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2016, ("The Order") issued by the Central Government in terms of section 143(11) of the Act, 2013, we give in the 'Annexure-A' a statement on the matters specified in the paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules 2014
  - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in the "Annexure B".
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
    - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company;
    - iv. The Company has provided requisite disclosures in its standalone financial statements as to holdings in Specified Bank Notes during the period from 8 November, 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company. Refer Note-1(V) to the standalone financial statements.

For and on behalf of

**M.R.SINGHWI & CO**  
Chartered Accountants  
Firm Registration Number: 312121E

  
**CA. M.R.SINGHWI**  
Partner  
Membership Number: 050650  
Date: 29.05.2017



**M.R.SINGHWI & COMPANY**  
**CHARTERED ACCOUNTANTS**

34A, Metcalfe Street, Kolkata – 700 013  
Phone: 22119606/4366 Fax : 2211 1697  
Email: mrsinghwi.co@gmail.com

**Annexure - A to the Independent Auditors' Report**  
**Referred to in Paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date**

The Annexure referred to in our independent Auditors Report to the members of UNO Metals Limited (the company) on the standalone financial statements for the year ended March 31,2017, we report that

- i. In respect of its fixed assets:
  - a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - b) As explained to us the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed/ transfer deed/ conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings are held in the name of the Company as at the balance sheet date.
- ii. As explained to us, the company does not have any inventories, the clauses 3(ii)(a) to 3(ii)(c) of the Companies (Auditor's Report) Order, are not applicable.
- iii. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013;
- iv. According to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, with respect to the loans and investments made.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public and accordingly paragraph 3 (v) of the order is not applicable
- vi. As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- vii. According to the information and explanations given to us in respect of statutory dues:
  - a) The Company has generally been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it, with the appropriate authorities during the year. There are no undisputed statutory dues which were outstanding as at the year ended on 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.
  - b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- viii. According to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks or Government. There were no borrowings from debentures.
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or Term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our Audit.



**M.R.SINGHWI & COMPANY**  
**CHARTERED ACCOUNTANTS**

34A, Metcalfe Street, Kolkata – 700 013  
Phone: 22119606/4366 Fax : 2211 1697  
Email: mrsinghwi.co@gmail.com

- xi. According to the information and explanations given to us, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the CARO 2016 Order is not applicable.
- xiii. According to the information and explanations given to us, the Company is in compliance with Section 188 and 177 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence reporting under clause (xiv) of CARO 2016 is not applicable to the Company.
- xv. According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- xvi. In our opinion, the company is registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order is applicable to the Company and hence commented upon.

For and on behalf of

**M.R.SINGHWI & CO**  
Chartered Accountants  
Firm Registration Number: 312121E

*M. Singh*  
**CA. M.R.SINGHWI**  
Partner  
Membership Number: 050650



Place: Kolkata  
Date: 29.05.2017

**Annexure - B to the Independent Auditors' Report**

**Referred to in Paragraph 1(f) under the heading of "Report On Other Legal And Regulatory Requirements" of our report of even date**

**Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")**

We have audited the internal financial controls over financial reporting of Uno Metals Limited ('the Company') as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

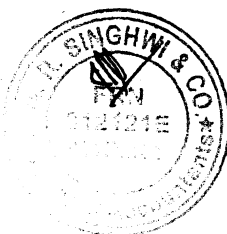
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting

**Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.



# **M.R.SINGHWI & COMPANY**

**CHARTERED ACCOUNTANTS**

34A, Metcalfe Street, Kolkata – 700 013

Phone: 22119606/4366 Fax : 2211 1697

Email: mrsinghwi.co@gmail.com

## **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of

## **M.R.SINGHWI & CO**

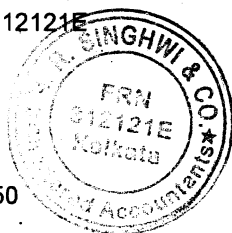
Chartered Accountants

Firm Registration Number: 312121E

  
**CA. M.R.SINGHWI**

Partner

Membership Number: 050650



Place: Kolkata

Date: 29.05.2017

**UNO METALS LIMITED**  
**Balance Sheet as at 31st March, 2017**

(Amount in Rs)

Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
1	2	3	4
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' Funds</b>			
Share Capital	2	4,69,21,450	4,69,21,450
Reserves and Surplus	3	1,94,23,79,228	1,95,08,87,247
<b>2 Current Liabilities</b>			
Short-Term Borrowings	4	-	6,13,22,796
Other Current Liabilities	5	78,085	67,250
Short Term Provisions	6	79,450	-
<b>TOTAL</b>		<b>1,98,94,58,213</b>	<b>2,05,91,98,743</b>
<b>II. ASSETS</b>			
<b>Non-Current Assets</b>			
<b>1 Fixed Assets</b>			
Tangible Assets	7	30,15,821	31,69,887
Non Current Investments	8	1,48,81,90,406	1,63,53,98,863
Long-Term Loans and Advances	9	95,87,582	1,21,67,796
Deferred Tax Assets (Net)	10	9,41,904	8,31,454
<b>2 Current Assets</b>			
Cash and Bank Balances	11	46,11,65,215	40,20,14,924
Short-Term Loans and Advances	12	2,65,57,285	56,15,819
<b>TOTAL</b>		<b>1,98,94,58,213</b>	<b>2,05,91,98,743</b>

Significant Accounting Policies  
Notes on Financial Statements  
As per our report of even date

1  
2 to 29

For M.R.SINGHWI & CO.  
Chartered Accountants  
Firm Registration No. 312121E

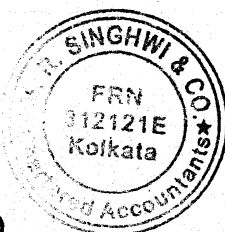
For and on behalf of Board of Directors

*Ritu Goenka*  
Ritu Goenka  
Director  
(DIN:00221995)

*Rajesh Goenka*  
Rajesh Goenka  
Director  
(DIN:00157319)

*Raj Kishore Jalan*  
Raj Kishore Jalan  
Director  
(DIN:00221860)

*CA M R SINGHWI*  
CA M R SINGHWI  
Partner  
Membership No. 050650



Place : Kolkata  
Date : 29th day of May, 2017

# UNO METALS LIMITED

Profit and Loss Statement for the year ended 31st March, 2017

(Amount in Rs)


Particulars	Note No.	For the Year ended 31st March, 2017	For the Year ended 31st March, 2016
I. Revenue from Operations	13	(4,76,61,388)	75,93,710
II. Other Income	14	5,57,56,218	5,77,20,292
III. Total Revenue (I + II)		80,94,830	6,53,14,002
IV. Expenses:			
Employee Benefits Expense	15	49,47,692	47,56,848
Finance Costs	16	31,84,918	12,92,743
Depreciation and Amortization Expense	17	10,86,592	10,04,170
Other Expenses	18	70,94,009	1,43,26,822
Total Expenses		1,63,13,211	2,13,80,553
V Profit Before Tax		(82,18,381)	4,39,33,449
VI Tax Expense:			
(1) Current Tax		-	49,85,000
(2) Deferred Tax		(1,10,450)	(1,09,514)
(3) Income Tax adjustment for earlier year		3,20,638	10,91,745
VII Profit (Loss) for the period (V - VI)		(84,28,569)	3,79,66,218
VIII Earnings per equity share:			
(1) Basic and Diluted	19	(1.80)	8.09

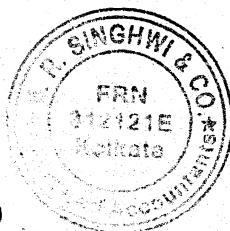
Significant Accounting Policies  
Notes on Financial Statements  
As per our report of even date

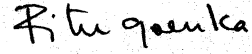
1  
2 to 29

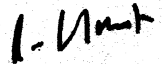
For M.R.SINGHWI & CO.  
Chartered Accountants  
Firm Registration No. 312121E

For and on behalf of Board of Directors

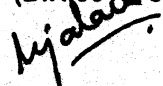
  
**CA M R SINGHWI**  
Partner  
Membership No. 050650



  
Ritu Goneka  
Director  
(DIN:00221995)

  
Rajesh Goenka  
Director  
(DIN:00157319)

Place : Kolkata  
Date : 29th day of May, 2017

  
Raj Kishore Jalan  
Director  
(DIN:00221860)



**UNO METALS LIMITED**  
**Cash flow statement for the year ended 31st March, 2017**

(Amount in Rs)

Particulars	For the Year ended 31st March, 2017	For the Year ended 31st March, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit Before Tax	(82,18,381)	4,39,33,449
Adjustment for :		
Depreciation	10,86,592	10,04,170
Interest paid on Income Tax	-	2,24,326
Interest Received from Income Tax	(6,60,690)	-
Dividend Income	(1,84,77,085)	(2,17,12,105)
Interest Received	(3,72,79,133)	(3,60,08,187)
Profit on Sale of Investments	(3,25,98,661)	(1,08,43,287)
Operating Profit Before working capital changes	(9,61,47,358)	(2,34,01,634)
Adjustment for :		
Loans & Advances	(2,28,95,770)	2,58,155
Current Liabilities	10,835	3,710
	(2,28,84,935)	2,61,865
Cash Generated from operation	(11,90,32,293)	(2,31,39,769)
Direct tax paid	48,74,570	(1,06,00,819)
Net cash flow from operating activities	(11,41,57,723)	(3,37,40,588)
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Dividend Income	1,84,77,085	2,17,12,105
Interest Received	3,72,79,133	3,60,08,187
Purchase of Fixed Assets	(9,32,526)	(7,21,559)
Purchase of Investments	(1,31,10,17,023)	(1,35,82,79,880)
Sale of Investments	1,49,08,24,141	1,28,48,08,679
Net cash flow from Investing Activities	23,46,30,810	(1,64,72,468)
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Secured loans	(6,13,22,796)	5,97,06,344
Net cash flow from Financial activities	(6,13,22,796)	5,97,06,344
Net increase in cash & Cash equivalents (A+B+C)	5,91,50,291	94,93,288
Cash & Cash equivalents as at 1.4.2016/1.4.2015	40,20,14,924	39,25,21,636
<b>Cash &amp; Cash equivalents as at 31.3.2017/31.3.2016</b>	<b>46,11,65,215</b>	<b>40,20,14,924</b>

As per our report of even date

For M.R.SINGHWI & CO.

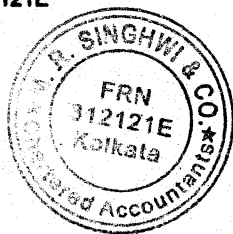
Chartered Accountants

Firm Registration No. 312121E

CA M R SINGHWI

Partner

Membership No. 050650



For and on behalf of Board of Directors

*Ritu Goenka*

Ritu Goenka

Director

(DIN:00221995)

*R. Munt*  
Rajesh Goenka

Director

(DIN:00157319)

*Raj Kishore*  
Raj Kishore Jalan

Director

(DIN:00221860)

Place : Kolkata

Date : 29th day of May, 2017



# UNO METALS LIMITED

Notes forming part of the Financial Statement

Particulars
-------------

## 1 Significant Accounting Policies

### A Basis of accounting and preparation of financial statements

(i) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention on accrual basis. All Assets and Liabilities are classified into Current and Non-current generally based on criteria of realisation/settlement within twelve months period from the Balance Sheet date.

(ii) All Income and expenses are accounted on accrual basis

### B Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialised.

### C Fixed assets

Fixed assets are stated at their original cost, net of Cenvat, less accumulated depreciation. Additions include purchase cost, freight, duties and other expenses wherever incurred for acquisition and installation.

Fixed Assets retired from active use are valued at net realisable value.

### D Depreciation

Fixed Assets are valued at cost of acquisition inclusive of any other cost attributable to bringing the same to their working life.

Depreciation on fixed asset is calculated under straight-line method over estimated useful life and in the manner specified in schedule II of the Companies Act, 2013. Depreciation is calculated on pro-rata basis on additions and deletions of fixed assets during the year.

### E Impairment of assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in a prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### F Investments

Investments are valued at cost of acquisition, less provision for diminution as necessary.

Investments other than current investments, made by the Company are intended to be held for long-term, hence diminutions in value of quoted investments are generally not considered to be of a permanent nature. Current investments intended to be held for a period less than 1 year from the date on which the investment is made are stated at cost adjusted for amortisation and diminution as necessary.

The management has laid out guidelines for the purpose of assessing likely impairments in investments and for making provisions based on given criteria. Appropriate provisions are accordingly made, which in the opinion of the management are considered adequate and also considering the prudential norms specified by the Reserve Bank of India, applicable to the Company in this behalf.

### G Revenue recognition

Revenue (income) is recognised when no significant uncertainty as to determination/realisation exists.

Revenue from sale of goods and services rendered is recognized upon passage of title and rendering of services and, unless otherwise stated, is inclusive of applicable taxes & duties.

### Interest

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.



### **Dividends**

Dividend is recognised when the shareholders' right to receive payment is established by the balance sheet date. Dividend from subsidiaries is recognised even if same are declared after the balance sheet date but pertains to period on or before the date of Balance Sheet.

### **F & O Operations**

Revenue (income) is recognised at the time of setting off or expiry of outstanding F & O position. The marked to market margin paid or received through broker from NSE/CSE is kept in "margin money a/c." After completion of outstanding F & O position by way of setting off or expiry, the "margin money a/c", is squared off with respect to the transaction and the revenue is recognised in form of debit or credit of "F & O a/c"

### **H Earnings per share**

Earning per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders, by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period are adjusted for the effects of all diluted potential equity shares.

### **I Taxation**

Tax expense comprises of current and deferred tax.

Current income-tax are measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961.

Provision for Income Tax comprises of current tax and deferred tax charge. Deferred tax is recognized subject to the consideration of Prudence, on timing differences, being difference between taxable and accounting income/expenditure that originate in one period and are capable of reversal in one or more subsequent periods.

Minimum Alternative Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India.

### **J Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

### **K Contingent liabilities**

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty, are treated as contingent and disclosed by way of notes to the accounts.

### **L Provisions**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.

In the opinion of the Management there is no Impairment of any of the Fixed Assets of the Company in terms of Accounting Standard AS-28 on Impairment of Assets.

### **M Gratuity and post-employment benefits plans**

Since the Company is covered under sub-paragraph (c) of the first paragraph of the Accounting Standard (AS) 15 (revised 2005) issued by Institute of Chartered Accountants of India, therefore the following paragraphs of the said standard will not be applicable:

- (i) Requirements under paragraphs 11 to 16
- (ii) Requirements under paragraphs 46 and 139
- (iii) Requirements under paragraphs 50 to 116 and 117 to 123
- (iv) Requirements under paragraphs 129 to 131

### **N Micro, Small and Medium Enterprises**

There are no Micro, Small & Medium Enterprises, to whom the Company owes dues, which are outstanding for more than 45 days as on 31st March 2017. This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent such parties have been identified on the basis of information available with the Company.



**O Transfer into Statutory Reserve**

The Company is required to transfer to Special Reserve @20% of its Profit after tax as per RBI Act, 1934. However, during the current year in absence of profit no such transfers could be made.

The Company has complied with prudential norms as required by NBFC prudential norms (Reserve Bank) Directions, 2015, issued by Reserve Bank of India in respect of assets classification, income recognition, provisions for bad and

**P Contingent Income Tax Liability**

The Income Tax Assessing Officer has issued Assessment Orders u/s 143(3) for Assessment Years, 2014-15, where in certain claims of the Company has not been accepted. The Company has taken up the matters with Appeal Commissioner. As per advice received from Tax experts, the Company is confident that the stand of the Assessing Officer will be negated by the Appeal Commissioner. This does not involve any additional Income Tax liability and penalty.

**Q Fixed Deposits & Interest Income**

The Company is having its primary business as F & O Trading on NSE platform through Broker. It is required to maintain margin deposit with Broker for any possible liability of payment due to Market fluctuations and volatility. The NSE & SEBI rules & norms also require the Broker to collect margin money from the clients & deposit the same with NSE. The amount of outstanding position permitted to be maintained by the client is directly depended on its margin money deposits. As such the Company has pledged FD amounting to 32,00,00,000 (Rupees : Thirty two crores only) with NSE through its Broker. The amount of margin is arrived at by calculating the average annual requirement. In the process the Company is able to earn interest on margin money deposits, since it is maintained in the form of Fixed Deposits. Any supplementary requirement for margin is paid in cash from time to time. As such it is the business requirement of the Company to make such deposits for smooth Business operations, additional Business earnings and efficient utilization of Funds

Also the Company is required to make payment to the Broker on a regular basis on "Marked to Market" fluctuations on any outstanding F & O position. As such sufficient amount of money is required in reserve to meet any payment commitment, due to Stock Market fluctuations and volatility. As such the Company has pledged FD amounting to 8,00,00,000 (Rupees : Eight crores only) with HDFC Bank for availing overdraft facility. The amount of overdraft limit is arrived at by calculating the average annual requirement and after assessing the fluctuations and volatility of the Stock Market. In the process the Company is able to earn interest on Fixed Deposits, and it is not required to maintain credit balance in its Current Account. Also the interest earned on such Fixed Deposits is much more than the interest paid on Bank overdraft utilized. As such it is the Business requirement of the Company to make such deposits for smooth Business operations, additional Business earnings and efficient utilization of Funds

**R** In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated in accounts, if realised in ordinary course of business, unless otherwise stated. The provision for all known liabilities is adequate and not in excess/short of the amount considered reasonable/necessary.

**S** Balances of some of the Sundry creditors, Loans and advances incorporated in the books as per balances appearing in the relevant subsidiary records, are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. The management however is of the view that there will be no material discrepancies in this regard.

**T** The financial statements for the year ended 31st March, 2017 are prepared under revised Schedule VI. Accordingly, the previous year figures have also been reclassified to conform to this year's notifications.

**U** Contingent provision on Standard assets has been made @0.35% (previous year @0.30%) of total Standard assets as per RBI Guidelines.

**V Disclosures on Specified Bank Notes (SBNs)**

During the year, the Company had specified bank notes or other denomination notes as defined in the MCA notification G.S.R 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held & transacted during the period from November 8, 2016 to 30 December, 2016, the denomination wise SBNs and other notes as per the notification is given below:

PARTICULARS	SBNs	OTHERS DENOMINATION NOTES	TOTAL
Closing Cash In Hand On November 8, 2016	3,47,000	1,26,458	4,73,458
(+) Permitted Receipt	-	4,90,000	4,90,000
(-) Permitted Payment	-	2,63,707	2,63,707
(-) Amount Deposited In Bank	3,47,000	-	3,47,000
Closing Cash In Hand On December 30, 2016	-	3,52,751	3,52,751

**UNO METALS LIMITED**

Notes forming part of the Financial Statement

**2 Share Capital**

<u>Share Capital</u>	As at 31st March 2017		As at 31st March 2016	
	Number	Amount (Rs)	Number	Amount (Rs)
<b>Authorised Share Capital :</b>				
Equity Shares of Rs.10 each	47,00,000	4,70,00,000	47,00,000	4,70,00,000
<b>Issued, Subscribed &amp; Paid up :</b>				
Equity Shares of Rs.10 each fully paid	46,92,145	4,69,21,450	46,92,145	4,69,21,450
<b>Total</b>	<b>46,92,145</b>	<b>4,69,21,450</b>	<b>46,92,145</b>	<b>4,69,21,450</b>

The reconciliation of the number of shares outstanding is set out

Particulars	Equity Shares	
	Number	Amount (Rs)
Shares outstanding at the beginning of the year	46,92,145	4,69,21,450
Shares issued during the year	-	-
Shares outstanding at the end of the year	<b>46,92,145</b>	<b>4,69,21,450</b>

The details of Shareholders holding more than 5% shares :

Name of Shareholder	As at 31st March 2017		As at 31st March 2016	
	No. of Shares	% of Holding	No. of Shares	% of Holding
a. AKG Finvest Ltd.	-	-	9,26,800	19.75
b. Rajesh Goenka	11,97,290	25.51	9,67,290	20.61
c. Ritu Goenka	10,52,025	22.42	7,01,425	14.95
d. Varsha Goenka	4,64,400	9.90	-	-
e. Neha Goenka	2,48,600	5.30	2,48,600	5.30
<b>Total</b>	<b>29,62,315</b>	<b>63.13</b>	<b>28,44,115</b>	<b>60.61</b>

**2(a) Terms in Respect of Equity Shares**

Equity shares carrying voting rights at the General Meeting of the Company, and are entitled to dividend and to participate in surplus if any in the event of winding up.

**3 Reserve & Surplus**

<u>Reserves &amp; Surplus</u>	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
<b>a. General Reserves :</b>		
Balance at the beginning of the year	3,80,37,645	3,80,37,645
Add: Additions during the year	-	-
Balance at the end of the year	<b>3,80,37,645</b>	<b>3,80,37,645</b>
<b>b. Securities Premium Account :</b>		
Balance at the beginning of the year	6,49,80,000	6,49,80,000
Add: Additions during the year	-	-
Balance at the end of the year	<b>6,49,80,000</b>	<b>6,49,80,000</b>
<b>c. Others Reserves (Statutory Reserves R.B.I.) :</b>		
Balance at the beginning of the year	30,95,18,000	30,19,24,000
Add: Transfer from Profit & Loss account	-	75,94,000
Balance at the end of the year	<b>30,95,18,000</b>	<b>30,95,18,000</b>
<b>d. Surplus :</b>		
Balance at the beginning of the year	1,53,83,51,602	1,50,79,79,384
Add: Profit after Tax for the year	(84,28,569)	3,79,66,218
	1,52,99,23,033	1,54,59,45,602
Less: Transfer to Others Reserves (Statutory Reserves R.B.I.)	-	75,94,000
Less: Transfer to Contingent Provision on Standard Assets	79,450	-
Balance at the end of the year	<b>1,52,98,43,583</b>	<b>1,53,83,51,602</b>
<b>Total</b>	<b>1,94,23,79,228</b>	<b>1,95,08,87,247</b>



# UNO METALS LIMITED

## 4 Short Term Borrowings

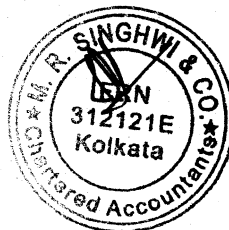
<u>Short Term Borrowings</u>	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
<u>Secured</u> Loans repayable on demand From Banks (Secured By Pledge of Own Fixed Deposit of HDFC Bank Ltd. Rs.8,00,00,000)	-	6,13,22,796
<b>Total</b>	-	<b>6,13,22,796</b>

## 5 Other Current Liabilities

<u>Other Current Liabilities</u>	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
(a) Liabilities for Expenses	78,085	67,250
<b>Total</b>	<b>78,085</b>	<b>67,250</b>

## 6 Short Term Provisions

<u>Short Term Provisions</u>	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Provision for - Standard assets	79,450	-
<b>Total</b>	<b>79,450</b>	<b>-</b>



**UNO METALS LIMITED**
**7 Fixed Assets**

Fixed Assets	Gross Block			Accumulated Depreciation			Net Block		
	Balance as at 1st April 2016	Additions/ (Disposals)	Balance as at 31st March 2017	Balance as at 1st April 2016	Depreciation Adjustments	Depreciation for the year	Balance as at 31st March 2017	Balance as at 31st March 2017	Balance as at 1st April 2016
	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)	Amount (Rs)
<b>Tangible Assets</b>									
Airconditioners and Refrigeration	2,62,690	-	2,62,690	1,59,088	-	19,021	1,78,109	84,581	1,03,602
Bicycle	91,110	-	91,110	53,546	-	6,589	60,135	30,975	37,564
Computers and Printers	11,71,540	-	11,71,540	11,12,457	-	13,537	11,25,994	45,546	59,083
Furniture and Fixtures	67,47,113	9,32,526	76,79,639	46,52,708	-	7,57,493	54,10,201	22,69,438	20,94,405
Motor Car	12,62,788	-	12,62,788	5,29,321	-	2,29,215	7,58,536	5,04,252	7,33,467
Office Equipments	10,17,130	-	10,17,130	8,75,364	-	60,737	9,36,101	81,029	1,41,766
<b>Total</b>	<b>1,05,52,371</b>	<b>9,32,526</b>	<b>1,14,84,897</b>	<b>73,82,484</b>	<b>-</b>	<b>10,86,592</b>	<b>84,69,076</b>	<b>30,15,821</b>	<b>31,69,887</b>
<b>Previous year</b>	<b>98,30,812</b>	<b>7,21,559</b>	<b>1,05,52,371</b>	<b>63,78,314</b>	<b>-</b>	<b>10,04,170</b>	<b>73,82,484</b>	<b>31,69,887</b>	<b>34,52,498</b>



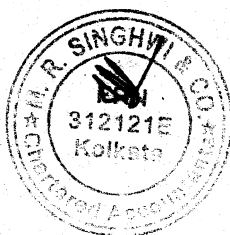
# UNO METALS LIMITED

## 8. Non-Current Investments

Particulars	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Other Investments (Refer A below)		
Investment in Equity Instruments	1,48,81,90,406	1,63,53,98,863
<b>Total</b>	<b>1,48,81,90,406</b>	<b>1,63,53,98,863</b>

### Details of Non-Trade

Name of the Body Corporate (1)	No. of Shares / Units		Amount (Rs)	
	2017 (2)	2016 (3)	2017 (4)	2016 (5)
<b>a. Investment in Equity Instruments</b>				
<b>Quoted, fully paid-Long Term Investments</b>				
<b>Face Value</b>				
Alembic Pharmaceuticals Ltd.	2	1,000	-	5,90,730
Amar Remedies Ltd.	10	13,00,000	1,12,50,236	1,12,50,236
Anenue Supermarts Ltd	10	1,356	4,05,444	-
Brigade Enterprises Ltd.	10	-	-	17,71,592
Cybertech Systems & Software	10	3,35,000	2,92,40,755	1,14,01,460
Dewan Housing Finance	10	-	-	32,36,544
DQ Entertainment	10	37,93,000	10,58,50,314	6,86,46,078
Effingo Textile & Trading Ltd.	1	20,000	19,03,738	19,03,738
Genus Power Infrastructures	1	34,55,000	17,00,44,698	13,52,95,562
Gitanjali Gems Ltd.	10	38,25,000	27,55,50,797	3,63,16,090
Hindusthan Tin Works Ltd.	10	2,38,559	1,37,33,732	2,57,17,572
IL& FS Investment Managers	2	10,000	1,89,924	16,52,43,906
Intense Technologies Ltd.	2	2,000	88,623	1,82,85,545
Jaiprakash Associates Ltd.	2	-	-	13,45,26,358
Kiri Industries Ltd.	10	-	-	1,91,01,261
Lycos Internet Ltd.	2	1,96,50,000	38,73,63,031	72,98,78,532
Mishka Finance & Trading Ltd.	1	2,45,000	1,22,52,882	1,22,52,882
Mold-tek Packaging Ltd.	5	-	-	10,73,92,972
Mold-tek Technologies Ltd.	2	7,15,000	4,18,04,717	1,57,96,556
Oriental Bank of Commerce	10	-	-	87,87,230
Pricol Ltd.	1	90,000	76,23,435	-
Rural Electrification	10	11,44,000	20,37,54,676	-
Sagar Cements Ltd.	10	-	-	7,15,644
Skipper Ltd.	1	-	-	20,58,713
Subex Ltd.	10	1,72,52,000	17,75,74,182	6,16,28,296
Sudar Industries Ltd.	10	-	-	18,95,823
Sulabh Engineers & Services	1	60,000	1,43,82,211	1,43,82,211
The Supreme Industries Ltd.	2	-	-	31,36,659
Uttam Values Steels Ltd.	1	3,28,50,000	3,51,77,011	-
Uttam Values Steels Ltd.	10	-	-	4,41,86,673
<b>Total</b>			<b>1,48,81,90,406</b>	<b>1,63,53,98,863</b>
Aggregate amounts of Quoted Investments			1,48,81,90,406	1,63,53,98,863
Market Value of Quoted Investments			1,15,08,20,749	1,34,64,12,048
Aggregate amounts of Unquoted Investments			-	-





# UNO METALS LIMITED

## 9 Long Term Loans and Advances

<u>Long Term Loans &amp; Advances</u>	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
(Unsecured, considered good)		
Others		
Advance Payment of Taxes (Net)	95,87,582	1,21,67,796
<b>Total</b>	<b>95,87,582</b>	<b>1,21,67,796</b>

## 10 Deferred tax Assets (Net)

In accordance with AS-22 on 'Accounting for taxed on Income' by the Institute of Chartered Accountants of India, net deferred tax, has been accounted for, as detailed below :

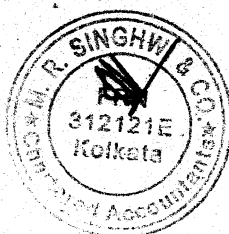
Deferred tax asset	Deferred tax assets/ (liabilities) as at 1st April 2016	Current year reversal/ (charge)	Deferred tax assets/ ( liabilities) as at 31st March 2017
Deferred tax asset			
Difference between book and tax depreciation	8,31,454	1,10,450	9,41,904
Deferred Tax Liabilities			
Difference between book and tax depreciation	-	-	-
<b>Net deferred tax asset</b>	<b>8,31,454</b>	<b>1,10,450</b>	<b>9,41,904</b>

## 11 Cash and Bank Balances

<u>Cash and Bank Balances</u>	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
Balances with Banks	5,84,80,613	20,085
Fixed Deposits with banks	40,19,44,061	40,19,69,858
Cash on hand	7,40,541	24,981
<b>Total</b>	<b>46,11,65,215</b>	<b>40,20,14,924</b>

## 12 Short Term Loans and Advances

<u>Short Term Loans &amp; Advances</u>	As at 31st March 2017	As at 31st March 2016
	Amount (Rs)	Amount (Rs)
(Unsecured, considered good)		
Loan to		
- Bodies Corporate	2,27,00,000	-
Advance Against Expenses	1,95,770	-
Advance Payment of Taxes (Net)	36,61,515	56,15,819
<b>Total</b>	<b>2,65,57,285</b>	<b>56,15,819</b>





# **UNO METALS LIMITED**

## **13 Revenue from Operations**

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Sale of products		
Future & Option Derivatives Trading A/c.	(8,05,36,455)	(38,24,455)
Profit on Sales of Investments	3,25,98,661	1,08,43,287
Capital Gain from Mutual Fund	2,76,406	5,74,878
<b>Total</b>	<b>(4,76,61,388)</b>	<b>75,93,710</b>

## **14 Other Income**

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Interest Received -Fixed Deposit (On Fixed Deposit TDS Rs.36,47,914 Previous year was Rs.36,00,819)	3,64,79,145	3,60,08,187
Interest Received -Loans (TDS Rs.13,601 Previous year was Rs.NIL)	1,39,298	-
Interest Received -Income Tax	6,60,690	-
	3,72,79,133	3,60,08,187
Dividend from non-current investments	1,84,77,085	2,17,12,105
<b>Total</b>	<b>5,57,56,218</b>	<b>5,77,20,292</b>

## **15 Employee Benefits Expense**

<u>Employee Benefits Expense</u>	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
(a) Directors' Remuneration	12,00,000	6,00,000
(b) Salaries, bonus and Others	27,91,000	30,91,000
(c) National Pension Systems	2,40,000	2,40,000
(d) Staff Welfare Expenses	7,16,692	8,25,818
<b>Total</b>	<b>49,47,692</b>	<b>47,56,818</b>

## **16 Finance Costs**

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Interest Paid on Bank Over Draft- HDFC Bank Ltd.	31,84,918	12,92,743
<b>Total</b>	<b>31,84,918</b>	<b>12,92,743</b>



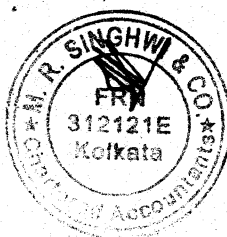
# UNO METALS LIMITED

## 17 Depreciation and Amortization Expenses

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Depreciation on Fixed Assets	10,86,592	10,04,170
<b>Total</b>	<b>10,86,592</b>	<b>10,04,170</b>

## 18 Other Expenses

Particulars	For the year ended 31st March 2017	For the year ended 31st March 2016
	Amount (Rs)	Amount (Rs)
Advertisement Charges	71,279	1,09,244
Auditor's Remuneration	90,308	81,953
Bank Charges	2,131	1,767
Books & Periodicals	1,47,800	1,60,602
Business Promotion Expenses	3,47,000	43,921
Consultancy Charges	1,20,244	1,83,569
Conveyance Expenses	3,26,419	4,49,795
Demat Charges	7,159	3,545
Donation Paid	26,00,000	85,00,000
Fees & Subscription	65,930	50,268
Filling Fees	20,400	22,200
General Charges	1,18,847	1,04,404
Insurance Charges	26,000	26,386
Interest Paid -Professional Tax	6	88
Interest Paid -Income Tax	-	2,24,326
Listing Fees	28,625	28,090
Office Maintenance Expenses	7,36,542	9,78,401
Postage and Telegram	3,65,883	3,88,854
Printing and stationery	5,83,932	12,20,463
Professional Service Fees	23,895	54,914
Rates and Taxes	16,900	14,400
Rent Paid	5,28,000	5,28,000
Repairs & Maintenance Charges	4,89,602	2,42,181
Telephone Expenses	52,231	59,361
Travelling Expenses	1,59,862	5,86,873
Vehicle Up-keep Expenses	1,65,014	2,63,217
<b>Total</b>	<b>70,94,009</b>	<b>1,43,26,822</b>



# UNO METALS LIMITED

## Payment to the Auditor

Payments to the auditor as	For the year ended 31st March 2017	For the year ended 31st March 2017
	Amount (Rs)	Amount (Rs)
<b>a. Auditor</b>		
Statutory Audit Fees	59,800	57,250
Tax Audit Fees	10,000	10,000
Internal Audit Fees	5,000	5,000
<b>b. Certification Charges</b>	15,508	9,703
<b>Total</b>	<b>90,308</b>	<b>81,953</b>

## 19 Earning per share (EPS)

Particulars		For the year ended 31st March 2017	For the year ended 31st March 2016
Profit after Tax	Rs.	(84,28,569)	3,79,66,218
Weighted average number of equity shares outstanding during the year	Nos.	46,92,145	46,92,145
Nominal value of equity per share	Rs.	10	10
Basic/diluted earning per share (EPS)	Rs.	(1.80)	8.09

## 20 Disclosures of related party transactions (as identified & certified by the management):

As per Accounting Standard-18- 'Related Party Disclosures' issued by the Institute of Chartered Accountants of India, the names of the related parties are given below :

### a Associate / Joint Venture Concerns

None

### b Key Management Personnel

(a) Mr. Rajesh Goenka	(Director)
(b) Mr. Raj Kishore Jalan	(Director)
(c) Mr. Kishan Lal Jalan	(Director)
(d) Mrs. Ritu Goenka	(Whole time Director)
(e) Mrs. Shakuntala Jalan	(Director)
(f) Mrs. Anshu Jalan	(Chief Financial Officer)
(g) Mrs. Bratati Bhattacharya	(Company Secretary)

### c Relatives of Key Management Personnel

- (a) Ashok Kumar Goenka & Others (HUF)  
(b) Mrs. Nupur Khandelwal

### d Transaction with related parties during the year

Amount in Rs

Nature of Transactions	Joint Venture Concern/ WOS	Key Manage- ment Personnel	Relatives of Key Manage- ment Personnel	Enterprise owned or significantly influenced by Key Management Personnel and their relatives
Salary paid	-	16,80,000	13,20,000	-
Rent Paid	-	-	5,28,000	-



# UNO METALS LIMITED

## 21 CRAR

Items	Current Year		Previous Year
i) CRAR (%)	131.32%		121.87%
ii) CRAR - Tier I Capital (%)	131.32%		121.87%
iii) CRAR - Tier II Capital (%)	-		-

## 22 Exposure to Real Estate Sector

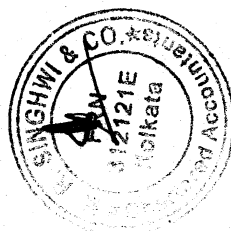
Category	Current Year		Previous Year
A) Direct Exposure	NIL		NIL
i) Residential Mortgages - Lending fully secured by mortgages on residential property that is or will be occupied by the borrower or that is rented; (Individual housing loans up to Rs.15 lakh may be shown separately)			
ii) Commercial Real Estate - Lending secured by mortgages on commercial real estates (office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction etc) Exposure would also include non-fund based NFB) limits;	NIL		NIL
iii) Investments in Mortgage Backed Securities (MBS) and other securitized exposures	NIL		NIL
a) Residential			
b) Commercial Real Estate			
B) Indirect Exposure Fund based and non-fund based exposures on National Housing Bank (NHB and Housing Finance Companies (HFCs).	NIL		NIL



### Assets Liability Management

### **Solvency**

Liquidity Pattern of Certain Items of Assets and Liabilities		1 Day to 30/31 Days (One Month)	Over one Month to 2 Months	Over 2 Months upto 3 Months	Over 3 Months upto 6 Months	Over 6 Months upto 1 Year	Over 1 Year upto 3 years	Over 3 Years upto 5 years	(Rs In crore)
Deposits Advances Investments Borrowings from Banks Market Borrowings		0	0	0	0	0	0	0	0.00
		0	0	0	0	0	0	0	0.00
		0	0	0	0	0	0	148.82	148.82
		0	0	0	0	0	0	0	0.00
		0	0	0	0	0	0	0	0.00
Total									



# **UNO METALS LIMITED**

- 24** Information as required in term of Paragraph 13 of Non-Banking Financial (Non Deposit Accepting or Non Systematically Important Holding) Companies prudential Norms (Reserve Bank) Direction, 2015 is enclosed as Notes-24.
- 25** In the opinion of the Board of Directors, the Current Assets, Loans & Advances are approximately of the value stated in accounts, if realised in ordinary course of business, unless otherwise stated. The provision for all known liabilities is adequate and not in excess/short of the amount considered reasonable/necessary.
- 26** No provision has been made in diminution of Rs.3373.69 lacs in value of long term quoted Investment in Equity Instruments, as in the opinion of the Management the same are not permanent in nature.
- 27** Balances of some of the Sundry creditors, Loans and advances incorporated in the books as per balances appearing in the relevant subsidiary records, are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. The management however is of the view that there will be no material discrepancies in this regard.
- 28** Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.
- 29** Figures have been rounded off to nearest rupee.

As per our report of even date attached

**For M.R.SINGHWI & CO.**

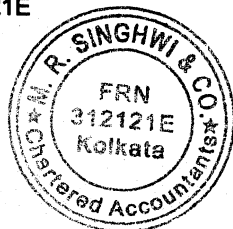
Chartered Accountants

Firm Registration No. 312121E

**CA M R SINGHWI**

Partner

Membership No. 050650



Place : Kolkata

Date : 29th day of May, 2017

**For and on behalf of Board of Directors**

*Ritu Goenka*

Ritu Goenka  
Director

(DIN:00221995)

*R. Nandi*

Rajesh Goenka  
Director

(DIN:00157319)

*Raj Kishore Jalan*

Raj Kishore Jalan  
Director

(DIN:00221860)

**UNO METALS LIMITED****NOTES FORMING PART OF THE ACCOUNTS AS ON 31<sup>ST</sup> MARCH, 2017****NOTES-24****ANNEX**

**Schedule to the Balance Sheet of a non-deposit taking non-banking financial company**  
 [as required in terms of Paragraph 13 of Non-Banking Financial  
 (Non-Deposit Accepting or Non Systematically Important Holding)  
 Companies Prudential Norms (Reserve Bank) Directions, 2015]

(Rs. in lakhs)

Particulars	<u>Amount Outstanding</u>	<u>Amount Overdue</u>
<b>Liabilities Side :-</b>		
<b>1. Loans and advances availed by the non-banking financial company inclusive of interest accrued thereon but not paid :</b>		
(a) Debentures : Secured	NIL	NIL
Unsecured		
(Other than falling within the meaning public deposits *)		
(b) Deferred Credits	NIL	NIL
(c) Term Loans	NIL	NIL
(d) Inter-corporate Loans and borrowing	NIL	NIL
(e) Commercial Paper	NIL	NIL
(f) Other Loans (Over draft against Fixed Deposit)	NIL	NIL

\* Please see Note 1 Below.

**Assets Side :-****Amount outstanding**

<b>2. Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>	
(a) Secured	NIL
(b) Unsecured	228.96
<b>3. Break up of Leased Assets and stock on hire and other assets counting towards AFC activities :</b>	
(i) Lease assets including lease rentals under sundry debtors :	
(a) Financial Lease	NIL
(b) Operating Lease	NIL
(ii) Stock on hire including hire charges Under sundry debtors :	
(a) Assets on hire	NIL
(b) Repossessed Assets	NIL
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been repossessed	NIL
(b) Loans other than (a) above	NIL
<b>4. Break-up of Investments :</b>	
Current Investments :	
1. Quoted :	
(i) Shares (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

Contd.....

# UNO METALS LIMITED

## NOTES FORMING PART OF THE ACCOUNTS AS ON 31<sup>ST</sup> MARCH, 2017

### Amount Outstanding

#### 2. Unquoted :

(i) Shares (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

#### Long Term Investments :

##### 1. Quoted :

(i) Shares (a) Equity	14,881.90
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

##### 2. Unquoted :

(i) Shares (a) Equity	NIL
(b) Preference	NIL
(ii) Debentures and Bonds	NIL
(iii) Units of Mutual Funds	NIL
(iv) Government Securities	NIL
(v) Others (Please specify)	NIL

Total

14,881.90

#### 5. Borrower group-wise classification of assets financed as in (2) and (3) above

Please see Note 2 below

Category	Amount net of provisions		<u>Total</u>
	<u>Secured</u>	<u>Unsecured</u>	
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	226.21	226.21
<b>Total</b>	-	226.21	226.21

Contd.....



**UNO METALS LIMITED****NOTES FORMING PART OF THE ACCOUNTS AS ON 31<sup>ST</sup> MARCH, 2017****6. Investor group-wise classification of all Investments ( current and long term ) in shares and securities ( both quoted and unquoted ) :**

Please see note 3 below.

<u>Category</u>	<u>Market Value/Break up Or Fair Value or NAV</u>	<u>Book Value (Net of Provision)</u>
1. Related Parties **		
(a) Subsidiaries	NIL	NIL
(b) Companies in the same group	NIL	NIL
(c) Other related parties	NIL	NIL
2. Other than related parties	11,508.21	14,881.90
<b>Total</b>	<b>11,508.21</b>	<b>14,881.90</b>

**7. Other Information :**

<u>Particular</u>	<u>Amount</u>
(i) Gross Non-Performing Assets	
(a) Related parties	NIL
(b) Other than related parties	NIL
(ii) Net Non-performing Assets	
(a) Related Parties	NIL
(b) Other than related parties	NIL
(iii) Assets acquired in satisfaction of debt	NIL

**\*\* As per Accounting Standard of ICAI (Please see Note 3)****Notes :**

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies prudential Norms (Reserve Bank) Directions, 2015.
- All Accounting Standard and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether the are classified as long term or current in column (4) above.

For and on behalf of Board of Directors

Place : Kolkata  
Date : 29th day of May, 2017

*Ritu Goenka*  
Ritu Goenka  
Director

*Rajesh Goenka*  
Rajesh Goenka  
Director

*Raj Kishore Jalan*  
Raj Kishore Jalan  
Director