

UNO METALS LTD.

CIN-L27209 WB 1984 PLC O38126

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

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

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

Date – 13/04/1016

Scrip Code: 10031188
Sub: Corporate Governance Report Under Regulation 27 (2).

Dear Sir,

Enclosed please find the following documents for your information and records as for their requirements of the listing agreement.

- 1) Corporate Governance Report under Regulation 27(2) of Company as on 31.03.2016.

Thanking You,

Yours Faithfully,

For Uno Metals Ltd



Rajesh Goenka

Encl: A/a.

Information about the Company and Securities

| | | | |
|---------------------------|--|-----------|------------------------|
| Name of Issuer: | UNO METALS LIMITED | | |
| CIN No. | L27209WB1984PLCO38126 | | |
| Registered office Address | 1 st Floor, 37A, Southern Avenue (Renamed as Dr. Meghnad Saha Sarani) Kolkata – 700 029 | | |
| Corporate office Address | -DO- | | |
| Telephone No. | 033 2419 7542 | Fax No. | 033 2230 8981 |
| | | e-mail id | unometals100@gmail.com |

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

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

B. Bhattacharya

ANNEXURE I

1. Name of Listed Entity – UNO Metals Limited

2. Quarter ending – 31st March, 2016

| I. Composition of Board of Directors | | | | | | | | |
|---|----------------------|---------------------|--|--|--------------------|--|---|---|
| Title (Mr/ Ms) | Name of the Director | PAN & DIN | Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) | Date of Appointment In the current Term/ cessation | Tenure | No. of Directorship In listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulation) | Number of Memberships In Audit/ Stakeholder Committees Including this listed Entity (Refer Regulation 26(1) of Listing Regulations) | No. of post of Chairperson In Audit/ Stakeholder Committee Held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) |
| Mr. | Rajesh Goenka | ADQPG1096D/00157319 | Chairperson / Non-Executive Director | 12/09/1998 | Retire by rotation | 2 | 1 | - |
| Mrs. | Ritu Goenka | AEEPG0062J/00221995 | Executive Director | 28/09/2015 | 5 years | 1 | 1 | - |
| Mr. | Raj Kishore Jalan | AEVPJ6775J/00221860 | Non-Executive /Independent Director | 24/09/2014 | 5 years | 1 | 2 | 1 |
| Mrs. | Shakuntala Jalan | ADXPJ7760L/00226575 | Non-Executive/ Independent Director | 24/09/2014 | 5 years | 1 | 1 | - |
| Mr. | Kishan Lal Jalan | ACOPJ1667J/00769046 | Non-Executive/ Independent Director | 24/09/2014 | 5 years | 1 | 2 | 1 |

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

| II. Composition of Committees | | |
|---------------------------------------|--|--|
| Name of Committee | Name of Committee Members | Category (Chairperson/Executive/Non-Executive/independent/ Nominee)* |
| 1.Audit Committee | Raj Kishore Jalan – Chairperson of Committee Shakuntala Jalan Kishan Lal Jalan | Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/Independent Director |
| 2.Nomination & Remuneration Committee | Raj Kishore Jalan – Chairperson of Committee Kishan Lal Jalan Shakuntala Jalan | Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/Independent Director |
| 3.Risk Management Committee | Kishan Lal Jalan – Chairperson of Committee Raj Kishore Jalan Shakuntala Jalan | Non-Executive/Independent Director Non-Executive/Independent Director Non-Executive/Independent Director |
| 4.Stakeholders Relationship Committee | Kishan Lal Jalan – Chairperson of Committee Raj Kishore Jalan Ritu Goenka | Non-Executive/Independent Director Non-Executive/Independent Director Executive Director |
| 5.Share Transfer Committee | Kishan Lal Jalan Raj Kishore Jalan Ritu Goenka – Chairperson of Committee | Non-Executive/Independent Director Non-Executive/Independent Director Executive Director |

B. Bhatnagar

| | | | |
|---|--|--|---|
| 6. Asset Liability Management Committee | Kishan Lal Jalan Shakuntala Jalan Ritu Goenka -- Chairperson of Committee | Non-Executive/Independent Director Non-Executive/Independent Director Executive Director | |
| *Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all Categories separating them with hyphen | | | |
| III. Meeting of Board of Directors | | | |
| Dates of Meeting (if any) in the previous quarter | Dates of Meeting (if any) in the relevant Quarter | Maximum gap between any two consecutive (in number of days) | |
| 13/11/2015 | 12/02/2016 & 28/03/2016 | 90 | |
| IV. Meeting of Committees | | | |
| Dates of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Dates of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
| Audit Committee 12/02/2016 | Yes | 13/11/2015 | 90 |
| Stakeholders Relationship Committee 12/02/2016 | Yes | 13/11/2015 | - |
| Risk Management Committee 12/02/2016 | Yes | 13/11/2015 | - |
| Asset Liability Management Committee 12/02/2016 | Yes | 13/11/2015 | - |
| *This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional | | | |
| V. Related Party Transaction | | | |
| Subject | | Compliance status (Yes/No/NA) | |
| Whether prior approval of audit committee obtained | | Yes | |
| Whether shareholder approval obtained for material RPT | | No | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | Yes | |

| | |
|---|---|
| Note | |
| 1. | In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes", may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated. |
| 2. | If status is "No" details of non-compliance may be given here. |
| VI. Affirmations | |
| 1. | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. |
| 2. | The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 |
| a. | Audit Committee |
| b. | Nomination & remuneration committee |
| c. | Stakeholders relationship committee |
| d. | Risk management committee (applicable to the top 100 listed entities) |
| 3. | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. |
| 4. | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. |
| 5. | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: |
| Name & Designation: BRATATI BHATTACHARYA | |
| <i>Bratati Bhattacharya</i> Company Secretary / Compliance Officer | |

Note:

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

ANNEXURE II

1.Name of Listed Entity – **UNO Metals Limited**

2.Year ending – **31st March, 2016**

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

Handwritten signature/initials

| | | |
|---|-------------------------|------|
| Vigil Mechanism | 22 | Yes |
| Policy for related party Transaction | 23(1),(5),(6),(7) & (8) | Yes |
| Prior or Omnibus approval of Audit Committee for all related party transactions | 23(2),(3) | Yes |
| Approval for material related party transaction | 23(4) | N.A. |
| Composition of Board of Directors of unlisted material Subsidiary | 24(1) | N.A. |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | N.A. |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization of independent directors | 25(7) | Yes |
| Membership in Committees | 26(1) | Yes |
| Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3) | Yes |
| Disclosure of Shareholding by Non-Executive Directors | 26(4) | Yes |
| Policy with respect to Obligations of directors and senior management | 26(2) & 26(5) | Yes |

Note

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

III. Affirmations:

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

Name & Designation: **BRATATI BHATTACHARYA**

Company Secretary / Compliance Officer