

# UNO METALS LTD

CIN: L27209WB1984PLC038126

Registered Office: 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata – 700 029

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

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

## NOTICE TO MEMBERS

NOTICE is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of UNO METALS LTD will be held at the registered office of the Company at 1st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata - 700 029 on Saturday, 15th September, 2018 at 12.30 Noon to transact the following business:

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the Reports of the Board of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Ritu Goenka (DIN: 00221995), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint M/s Pushpendra Jain & Co., Chartered Accountant (Firm Registration No. 320233E), as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Pursuant to the provisions of Section 139, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Pushpendra Jain & Co., Chartered Accountant (Firm Registration No. 320233E) be and are hereby appointed as Statutory Auditor of the Company to hold office from the conclusion of the this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2019 at such remuneration to be fixed by the Board of Directors of the Company.”

### SPECIAL BUSINESS :

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

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

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

## NOTES :

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as set out at item No. 4 of the AGM Notice, to be transacted at the Meeting is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint one or more Proxy to attend and vote instead of himself on a poll only and such Proxies need not be a Member of the Company. The instrument appointing a Proxy, in order to be effective, must be received at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of Meeting.**

**A person can act as Proxy on behalf of Members not exceeding 50 (fifty) and holding in aggregate not more than ten per cent of the total share capital of the Company carrying voting rights. However, a Member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person / Shareholder. The holder of proxy shall prove his identity at the time of attendance the meeting.**

3. Attendance slip, proxy form and the route map of the venue of the meeting are annexed hereto.
4. Corporate Members intending to send their authorized representative(s) to attend and vote at the Meeting pursuant to Section 113 of Companies Act, 2013 are requested to send the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative (s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are sent herewith. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast vote again. The members who have cast their vote(s) by using remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.**
6. In terms of the provisions of Section 152 of the Act, Mrs. Ritu Goenka, Director retire by rotation at the Meeting. Nomination and Remuneration Committee and Board of Directors of the Company recommend their re-appointment.
7. Mr. Rajesh Goenka is interested in the Ordinary Resolutions set out at item No. 2. Mrs. Ritu Goenka, Director, being wife of Mr. Rajesh Goenka may be deemed to be interested in the resolution set out at item No. 2 of the Notice. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under item Nos. 1 to 4 of the Notice. Ms Neha Goenka is the daughter of Mrs Ritu Goenka.
8. Details of Director retiring by rotation / seeking re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice.
9. Members / Proxies / Authorised Representatives are requested to bring to the meeting necessary details of their shareholding, attendance slip(s) together with copies of the Annual Report. In case of joint holders attending the Meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the Meeting.
10. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e. except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by the members at the Meeting.
11. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their Depository Participants ("DPS") with whom they are maintaining their demat accounts.

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12. **SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
13. **Members holding shares in physical mode:**
  - a) are required to submit their permanent Account Number (PAN) and bank Account details to the Company/RTA, if not registered with the Company as mandated by SEBI.
  - b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form can be obtained from Company.
  - c) **are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.**
14. **Members holding shares in electronic mode:**
  - a) are requested to submit their permanent Account Number (PAN) and bank Account details to their respective DPs with whom they are maintaining their demat accounts.
  - b) are advised to contact their respective DPs for registering the nomination.
  - c) **are requested to register / update their e-mail address with their respective DPs for receiving all communications from the Company electronically.**
15. **Non – Resident Indian members** are requested to inform RTA/respective DPs, immediately of;
  - a) Change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number, if not furnished earlier..
16. The Company's Register of Members and Share Transfer Books will remain closed from Monday, 10th September, 2018 to Saturday, 15th September, 2018 (Both days inclusive).
17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Company's Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

## 18. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL)
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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

- (i) The remote e-voting period commences on Wednesday, 12th September, 2018 (10:00 am) and ends on Friday, 14th September, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of i.e. 8<sup>th</sup> September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

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- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and then 8 digits of the sequence number in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. <ul style="list-style-type: none"><li>Please Enter the DOB or Bank Account Number in order to Login.</li><li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction ( iv ).</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "UNO METALS LTD" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians :

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user which should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- (xix) or contact them at 1800 200 5533.
- (xx) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficial owners position list provided by the depositories as at closing hours of business, on 27th July, 2018.
20. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 8th September, 2018. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
21. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 8<sup>th</sup> September, 2018. are requested to send the written / email communication to the Company at [unometals100@gmail.com](mailto:unometals100@gmail.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.

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22. Shri Sahadeb Rath, Practising Company Secretary (C.P. No. 3452) has been appointed as the Scrutinizer to scrutinize the remote e-voting process & voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
23. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.investingjoy.com](http://www.investingjoy.com) and on the website of CDSL. The same will be communicated to the CSE.

**Registered Office:**

1st, Floor, 37A, Dr.Meghnad Saha Sarani  
Kolkata – 700 029  
Phone : 033 2419 7542  
Email : unometals100@gmail.com  
Date: 29<sup>th</sup> day of May, 2018

By Order of the Board



Rajesh Goenka  
Chairman  
(DIN:00157319)

# UNO METALS LTD

## ANNEXURE TO THE NOTICE:

Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013.

### Item No. 4

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

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

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

The Board recommends the above resolution for your approval.

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

#### Registered Office:

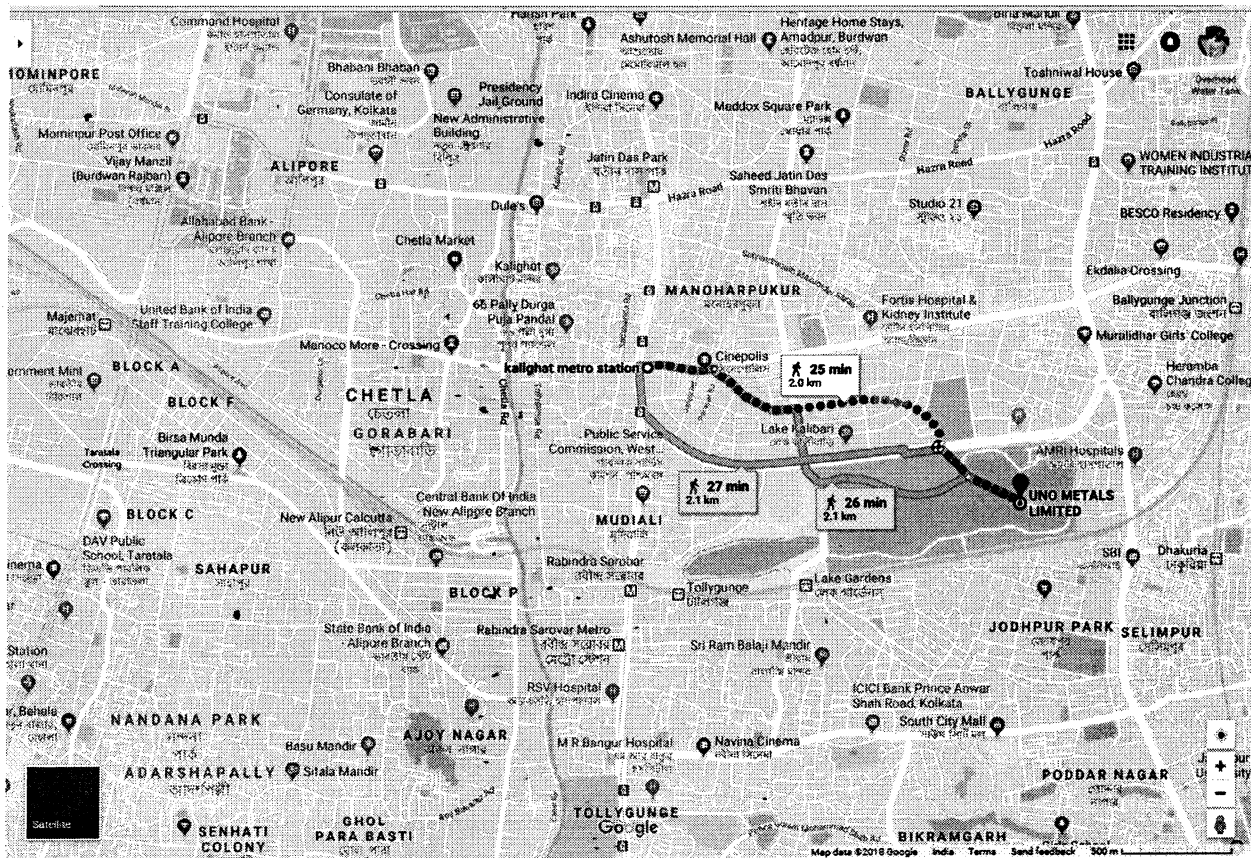
1st, Floor, 37A, Dr.Meghnad Saha Sarani  
Kolkata – 700 029  
Phone : 033 2419 7542  
Email : unometals100@gmail.com  
Date: 29<sup>th</sup> day of May, 2018

By Order of the Board



Rajesh Goenka  
Chairman  
(DIN:00157319)

# ROUTE MAP





**ATTENDANCE SLIP**

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**UNO METALS LTD**

- CIN: L27209WB1984PLC038126

**Registered Office:** 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029

**Website:** [www.investingjoy.com](http://www.investingjoy.com), **Email:** [unometals100@gmail.com](mailto:unometals100@gmail.com) **Phone:** 033-2419 7542, **Fax:** 033 2464 6390

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the Meeting

DP Id\*: ..... Folio No.: .....  
Client Id: ..... No. of Shares: .....

**NAME AND ADDRESS OF THE SHAREHOLDER:**

I/We hereby record my/our presence at the 34<sup>th</sup> Annual General Meeting of the Company held at its Registered office at 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 at 12.30 Noon on Saturday, 15<sup>th</sup> September, 2018.

\*Applicable for investors holding shares in electronic form.

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Signature of shareholder / Proxy

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

**UNO METALS LTD**

-CIN: L27209WB1984PLC038126

**Registered Office:** 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029

**Website:** [www.investingjoy.com](http://www.investingjoy.com), **Email:** [unometals@gmail.com](mailto:unometals@gmail.com), **Phone:** 033 2419 7542, **Fax:** 033 2464 6390

Name of the member(s): ..... e-mail Id: .....

Registered address: ..... Folio No. / \*Client Id: .....

\*DP Id: .....

I/ We being the member(s) of ..... shares of UNO METALS LTD, hereby appoint:

- 1) ..... of ..... having e-mail id ..... or failing him
- 2) ..... of ..... having e-mail id ..... or failing him
- 3) ..... of ..... having e-mail id ..... or failing him

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the **thirty-fourth Annual General Meeting** of the members of the Company to be held on **Saturday, 15<sup>th</sup> September, 2018 at 12.30 Noon** at its registered office at 1<sup>st</sup> floor 37A Dr Meghnad Saha Sarani, Kolkata – 700029 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*Applicable for investors holding shares in electronic form.

P. T. O.

Resolution No.	Description	Optional	
		For*	Against*
1.	Ordinary Resolution for Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2018		
2.	Ordinary Resolution for Re-appointment of Mrs. Ritu Goenka as director.		
3.	Ordinary Resolution for Appointment of M/s. Pushpendra Jain & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31 <sup>st</sup> March, 2019.		
4.	Ordinary Resolution for Authorization for making donation to bona fide charitable and others fund		

Signed this .....day of .....2018  
 Signature of the Shareholder(s) ..... Signature of Proxy(s) .....

Affix Revenue Stamp
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**Notes:**

1. Please put a 'X' in the Box in the appropriate column against the respective resolution. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
2. This form of Proxy, to be effective, should be deposited at the Registered Office of the company at 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 not later than 48 before the commencement of the Meeting.