

# UNO METALS LIMITED

CIN : L27209WB1984PLC038126

## ANNUAL REPORT 2018-2019

<b>BOARD OF DIRECTORS</b>	:	Mr. Rajesh Goenka- Chairman Mr. Raj Kishore Jalan Ms. Ritu Goenka- Whole-time Director Mr. Kishan Lal Jalan
<b>CHIEF FINANCIAL OFFICER</b>	:	Ms. Neha Goenka
<b>COMPANY SECRETARY</b>	:	Ms. Bratati Bhattacharya
<b>AUDITORS</b>	:	Pushpendra Jain & Co.
<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. 3A, Auckland Place, Room No. 7A & 7B 7 <sup>th</sup> Floor, Kolkata - 700017
<b>LISTING OF SHARES</b>	:	1. The Calcutta Stock Exchange Ltd. 7, Lyons Range, Kolkata – 700 001 West Bengal

## UNO METALS LIMITED

### DIRECTORS' REPORT TO THE MEMBERS :

Your Directors have pleasure in submitting the 35<sup>th</sup> Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2019.

### FINANCIAL HIGHLIGHTS :

The financial results of the Company are summarized below:

Particulars	Year ended 31st March, 2019 (Amount in ₹)	Year ended 31st March, 2018 (Amount in ₹)
Income from Sales/Operations	(15,79,23,250)	(3,26,76,880)
Other Income	11,68,81,992	8,06,74,674
Total Income	(4,10,41,258)	4,79,97,794
Total Expenditure excluding interest & Depreciation	2,19,24,328	3,68,22,477
<b>Profit before Interest, Depreciation &amp; Tax</b>	<b>(6,29,65,585)</b>	<b>1,11,75,317</b>
Interest paid	78,96,994	25,27,152
Depreciation	7,68,518	10,61,367
<b>Profit before Taxation</b>	<b>(7,16,31,098)</b>	<b>75,86,798</b>
Provision for Taxation:		
Current Tax	-	4,60,000
Deferred Tax	(38,075)	33,307
Income Tax earlier year	(57,362)	(10,57,673)
<b>Profit After Tax</b>	<b>(7,15,35,661)</b>	<b>81,51,164</b>
Earnings per Share (Rs.)	(15.25)	1.74

### DIVIDEND :

Your Directors do not recommend payment of Dividend.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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, Ms. Neha Goenka - Chief Financial Officer, Mrs. Bratati Bhattacharya - Company Secretary & Compliance Officer as Key Managerial Personnel.

### LISTING WITH STOCK EXCHANGES :

As per the requirement of 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 AND AUDITORS' REPORT:

M/S Pushpendra Jain & Co., Chartered Accountants, Kolkata (Firm Registration no. 320233E) hold office of the Auditors of the Company until the conclusion of the ensuing 35<sup>th</sup> AGM of the Company. Accordingly the Company is required to appoint a new Auditor in place of the retiring Auditors.

The Board of Directors on the recommendation of the Audit Committee has recommended to the members for re-appointment of M/s Pushpendra Jain & Co., Chartered Accountant (Firm Registration No. 320233E) as Auditors of the Company for a term of one year commencing from the conclusion of the 35<sup>th</sup> AGM till the conclusion of 36<sup>th</sup> AGM of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

## **UNO METALS LIMITED**

### **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 3.21:1

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

1. Ritu Goenka (Whole time Director): 138.64

2. Neha Goenka ( CFO ) : 138.64

3. Bratati Bhattacharya ( Company Secretary ) : NIL.

iii) The percentage increase in the median remuneration of employees in the financial year: 133.33%

iv) There were 8 permanent employees on the rolls of the Company as on March 31, 2019.

v) It is hereby affirmed that the remuneration paid during the year ended 31<sup>st</sup> March, 2019 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 :**

The Board of Directors have met 5 times and Independent Directors once during the year ended 31<sup>st</sup> March, 2019.

## **UNO METALS LIMITED**

### **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 2018-2019 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(7) 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 Section 149(6) of the Act read with Regulation 16(1)(b) of the SEBI (LODR) Regulation, 2015.

### **CORPORATE SOCIAL RESPONSIBILITY:**

Section 135 is not applicable to Company.

### **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.

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL )ACT, 2013:**

The Company has put in place an Internal Complaints committee to redress complaints received regarding sexual harassment from any employee of the Company. The committee comprising of majority of women employees is constituted for the purpose of ensuring Compliance towards the provisions of the above Act. During the year 2018-2019 no complaints were received by the said committee.

### **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 an 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.



## **UNO METALS LIMITED**

### **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 taken proper and sufficient care for the 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 fraud and other irregularities.
- 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 2018-2019. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2019 is annexed herewith to this report.

### **EXTRACT OF ANNUAL RETURN :**

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

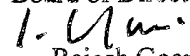
### **DEPOSITS :**

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

  
Rajesh Goenka  
Chairman  
(DIN: 00157319)

Place : Kolkata

Date : 17<sup>th</sup> day of May, 2019

# **UNO METALS LIMITED**

## **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>2018 – 2019</u></b>	<b><u>2017-2018</u></b>
EARNINGS	NIL	NIL
OUTGO	470286	536636

**S. RATH & CO.**  
**SAHADEB RATH.**  
**COMPANY SECRETARIES**

Office:- 31/1, Chatawala Lane  
2nd Floor, Room No.-209  
Kolkata-700012  
Phone:- ( O ) 033 22360745  
( M ) -9830363084  
Email:-sahadevrath@yahoo.co.in

---

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH , 2019**

*[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 31<sup>st</sup> March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper 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 preparation and maintenance of secretarial and other records and devising proper system to ensure compliance with provisions of applicable laws and regulations is the responsibility of the Management 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 31<sup>st</sup> March, 2019 to the extent applicable and as shown to us during our audit, according to the provisions of the following laws:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

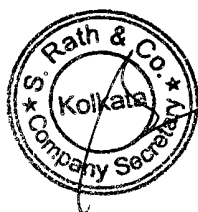
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder

(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, 1992;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not Applicable to the Company during the Audit Period);
- d) 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);
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) 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);
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period); and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period);



(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 other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading/service companies the following Laws/acts are also, inter alia 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.

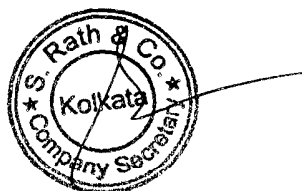
a) Reserve Bank of India Act, 1934.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

6. 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 change in the Board of Directors of the Company that took place during the period under review is in compliance with the provisions of the Act.
7. 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.
8. None of the Directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's views in the minutes.
9. 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.


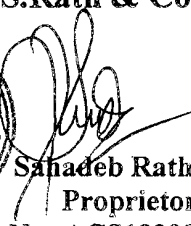


10. We further report that during the audit period there were no specific events/actions which have any major bearing on the company's affairs.

11. 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 : 17.05.2019**

**Place: Kolkata**

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

Secretarial Audit Report (Contd.)

**S. RATH & CO.**  
**SAHADEB RATH.**  
**COMPANY SECRETARIES**

Office:- 31/1, Chatawala Lane  
2nd Floor, Room No.-209  
Kolkata-700012  
Phone:- ( O ) 033 22360745  
( M ) -9830363084  
Email:-sahadevrath@yahoo.co.in

---

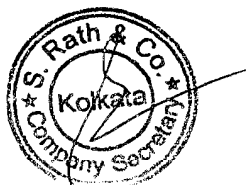
**'Annexure A'**

(To the Secretarial Audit Report of M/s. UNO Metals Limited for the financial year ended 31/03/2019)

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

Our Secretarial Audit Report for the financial year ended 31/03/2019 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.

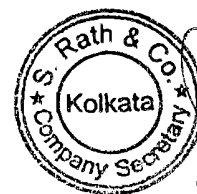


6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date : 17.05.2019**

**Place: Kolkata**

**For. S.Rath & Co.**



**Sahadeb 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, 2019

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 Ltd
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 3A, Auckland Place, 7 <sup>th</sup> floor, Room No. 7A & 7B, Kolkata - 700 017 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.

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

**A) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	3512645	0	3512645	74.86	3512645	0	3512645	74.86	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt. (s)	0	0	0	0	0	0	0	0	0
d) Bodies corporate	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (1)</b>	<b>3512645</b>	<b>0</b>	<b>3512645</b>	<b>74.86</b>	<b>3512645</b>	<b>0</b>	<b>3512645</b>	<b>74.86</b>	<b>0</b>
<b>(2) Foreign</b>									
a) NRIs-Individual	0	0	0	0	0	0	0	0	0
b) Other Individual	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-Total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>3512645</b>	<b>0</b>	<b>3512645</b>	<b>74.86</b>	<b>3512645</b>	<b>0</b>	<b>3512645</b>	<b>74.86</b>	<b>0</b>

B. Public Shareholding									
1. Institutions									
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) FII's	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
Sub-total (B) (1) :-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	0	4600	4600	0.10	0	4600	4600	0.10	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	109900	109900	2.34	0	109900	109900	2.34	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1065000	0	1065000	22.70	1065000	0	1065000	22.70	0
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
Sub-total (B)(2):-	1065000	114500	1179500	25.14	1065000	114500	1179500	25.14	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	1065000	114500	1179500	25.14	1065000	114500	1179500	25.14	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4577645	114500	4692145	100.000	4577645	114500	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.	ASHOK KUMAR GOENKA	1000	0.02	0	1000	0.02	0	0
2.	KRISHNI DEVI GOENKA	230000	4.90	0	230000	4.90	0	0
3.	NAKUL GOENKA	1000	0.02	0	1000	0.02	0	0
4.	NEHA GOENKA	400000	8.52	0	400000	8.52	0	0
5.	PARMESHWAR LAL GOENKA	51000	1.09	0	51000	1.09	0	0
6.	RAJESH GOENKA	1259645	26.85	0	1259645	26.85	0	0
7.	RITU GOENKA	1100000	23.44	0	1100000	23.44	0	0
8.	VARSHA GOENKA	470000	10.02	0	470000	10.02	0	0
	TOTAL	3512645	74.86	0	3512645	74.86	0	0

**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.	ASHOK KUMAR GOENKA At the beginning of the year No Change during the year At the end of the year	1000 1000	0.02 0.02	1000 1000	0.02 0.02
2.	KRISHNI DEVI GOENKA At the beginning of the year No Change during the year At the end of the year	230000 230000	4.90 4.90	230000 230000	4.90 4.90
3.	NAKUL GOENKA At the beginning of the year No Change during the year At the end of the year	1000 1000	0.02 0.02	1000 1000	0.02 0.02
4.	NEHA GOENKA At the beginning of the year No Change during the year At the end of the year	400000 400000	8.52 8.52	400000 400000	8.52 8.52
5.	PARMESHWAR LAL GOENKA At the beginning of the year No Change during the year At the end of the year	51000 51000	1.09 1.09	51000 51000	1.09 1.09
6.	RAJESH GOENKA At the beginning of the year No Change during the year At the end of the year	1259645 1259645	26.85 26.85	1259645 1259645	26.85 26.85
7.	RITU GOENKA At the beginning of the year No Change during the year At the end of the year	1100000 1100000	23.44 23.44	1100000 1100000	23.44 23.44
8.	VARSHA GOENKA At the beginning of the year No Change during the year At the end of the year	470000 470000	10.02 10.02	470000 470000	10.02 10.02
	TOTAL	3512645	74.86	3512645	74.86

**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	4.90 CHANGE 4.90	230000 DURING THE 230000	4.90 YEAR] 4.90
2.	<b>ANOOP VK SHROFF</b> At the beginning of the year No Changes during the Year At the end of the year	184000 [NO 184000	3.92 CHANGE 3.92	184000 DURING THE 184000	3.92 YEAR] 3.92
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	3.62 CHANGES 3.62	170000 DURING THE 170000	3.62 YEAR] 3.62
4.	<b>RACHANA JAIN</b> At the beginning of the year Changes during the Year At the end of the year	161000 [NO 161000	3.43 CHANGES 3.43	161000 DURING THE 161000	3.43 YEAR] 3.43
5.	<b>ANIL AGARWAL</b> At the beginning of the year Changes during the Year At the end of the year	90000 [NO 90000	1.92 CHANGES 1.92	90000 DURING THE 90000	1.92 YEAR] 1.92
6.	<b>MAHENDRA KUMAR PODDAR</b> At the beginning of the year Changes during the Year At the end of the year	90000 [NO 90000	1.92 CHANGES 1.92	90000 DURING THE 90000	1.92 YEAR] 1.92
7.	<b>USHA S PODDAR</b> At the beginning of the year Changes during the Year At the end of the year	90000 [NO 90000	1.92 CHANGES 1.92	90000 DURING THE 90000	1.92 YEAR] 1.92
8.	<b>SHIV BHAGWAN PODDAR</b> At the beginning of the year Changes during the Year At the end of the year	50000 [NO 50000	1.07 CHANGES 1.07	50000 DURING THE 50000	1.07 YEAR] 1.07
9.	<b>CHANCHAL CHATTERJEE</b> At the beginning of the year Changes during the Year At the end of the year	800 [NO 800	0.02 CHANGES 0.02	800 DURING THE 800	0.02 YEAR] 0.02
10.	<b>DEEPAK PARASRAMPURIA</b> At the beginning of the year Changes during the Year At the end of the year	800 [NO 800	0.02 CHANGES 0.02	800 DURING THE 800	0.02 YEAR] 0.02

**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	1259645	26.85	1259645	26.85
	No Change during the year				
	At the end of the year	1259645	26.85	1259645	26.85
2.	<b>RITU GOENKA</b>				
	At the beginning of the year	1100000	23.44	1100000	23.44
	No Change during the year				
	At the end of the year	1100000	23.44	1100000	23.44
3.	<b>NEHA GOENKA</b>				
	At the beginning of the year	400000	8.52	400000	8.52
	No Change during the year				
	At the end of the year	400000	8.52	400000	8.52

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	73210201	-	-	73210201
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	73210201	-	-	73210201
<b>Change in Indebtedness during the financial year</b>				
* Addition	2686274633	-	-	2686274633
* Reduction	2451672404	-	-	2451672404
<b>Net Change</b>	234602229	-	-	234602229
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	307812430	-	-	307812430
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	307812430	-	-	307812430

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	31,50,000	31,50,000
	(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>	31,50,000	31,50,000
	<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
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 BRATATI BHATTACHARYA	CFO NEHA GOENKA	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	1,20,000	31,50,000	32,70,000
	(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	31,50,000	32,70,000

## 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, 2019

UNO METALS LIMITED

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 four Directors. The Board comprises of one Executive Director & three Non-Executive Directors. Out of these three Non Executive directors, two 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
Mr. Raj Kishore Jalan	Non-Executive / Independent	1	-
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	5	5	Yes
Mr. Raj Kishore Jalan	5	5	Yes
Mr. Kishan Lal Jalan	5	5	Yes
Mrs. Ritu Goenka	5	5	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 2018 - 2019:

Total **five** Meetings were held during the year 2018-2019, the dates on which the said Meetings were held are as follows:-

29th May, 2018	14 <sup>th</sup> November, 2018	30 <sup>th</sup> March, 2019
13 <sup>th</sup> August, 2018	14 <sup>th</sup> February, 2019	

Separate meeting of Independent directors was held on 29th May, 2018.



UNO METALS LIMITED

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	34 years in Finance & Corporate Management
List of other Companies in which Directorship held as on 31.03.2019	1. N G INDUSTRIES LIMITED 2. GANPATI DEALCOM PRIVATE LIMITED
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2019	N G INDUSTRIES LIMITED • Audit & Stakeholder Relationship Committee -Member
Shareholding in Company	12,59,645

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. Ritu Goenka, Executive 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 2018 – 2019 The Audit Committee Meetings were held on 29.05.2018, 13.08.2018, 14.11.2018 & 14.02.2019.

Name of Director	No. of Meetings attended	Remarks
Mr.Kishan Lal Jalan	4	--
Mrs.Ritu Goenka	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 2018-2019.

7. 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.30,00,000/- during the year as salary & perks. Besides these Contribution of a sum of Rs. 1,50,000/- towards National Pension Scheme were also made by Company on behalf of Mrs. Ritu Goenka. 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 Mr. Rajesh Goenka, non-executive and Non-independent Director, Mr. Raj Kishore Jalan being the Chairman of the Committee. Nomination & Remuneration Committee Meeting was held on 29.05.2018.

Policy/Criteria for Director appointment

Policy for Director appointment has been framed based on broad principles 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.

8. Stakeholder Relationship Committee

The earlier Shareholders/Investors grievances committee has been now designated as Stakeholders Relationship Committee.

The company has 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 compliances to relevant codes adopted by the Board.

The Company has adopted revised Codes as prescribed under SEBI (Prohibition of Insider Trading) Regulations 2018 and has approved Mr. Rajesh Goenka –Director to act as set out therein.

UNO METALS LIMITED

The following Directors are members of the Stakeholders Relationship Committee.

- \* Mr. Kishan Lal Jalan, Non-executive and Independent Director
- \* Mr. Raj Kishore 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 2018-2019 The Stakeholders Relationship Committee Meetings were held on 29.05.2018, 13.08.2018, 14.11.2018 & 14.02.2019.

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

No complaints were received during the year under review and no complaints were pending as on 31st March, 2019.

9. Board Meetings and Procedures

The Board of Directors met for **five** 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

10.Details of General Meetings

(a) Location and time for last three Annual General Meetings held:

Year	Location	Date& Time	Special Resolutions passed
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
2016-2017	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	16.09.2017 12.30 Noon	Nil
2017-2018	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	15.09.2018 12.30 Noon	Nil

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 during last three years:

Year	Location	Date& Time	Special Resolutions passed
2017-2018	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	15.02.2018 11.00 A.M.	Consolidation of equity shares and matters related thereto.

During the financial year 2017-18, an **Extra-Ordinary General Meeting** was held on 15th February, 2018 at 11.00 A.M. at its registered office at 1<sup>st</sup> floor, 37A Dr Meghnad Saha Sarani, Kolkata – 700029, for Cconsolidation of equity shares and matter related thereto. Shareholders had approved the proposed resolution by passing Special Resolution.

UNO METALS LIMITED

11. 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 Mr. Kishan Lal Jalan, Non-Executive and Independent Director. The committee is lead by Mr. Raj Kishore Jalan as Chairman.

Section 135 is not applicable to Company this year. So, Board has decided not to formulate any CSR Policy for the Financial Year 2018-19. However, the committee has met one time on 14<sup>th</sup> February, 2019.

12. Certificate from Whole-time-Director & Chief Financial Officer

Certificate from Mrs. Ritu Goenka, Whole-time-Director & Ms. Neha Goenka, 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, 2019 was placed before the Board of Directors of the Company in its meeting held on May 17, 2019. Copy of the same are annexed hereto to this Report.

13. 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.
- d) The Company has complied with the Corporate Governance requirements specified in regulations 17 to 27 and Regulations 46(2)(b) to (i) of the Listing Regulations

14. 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.

UNO METALS LIMITED

15.General Shareholders’s Information:

a)Annual General Meeting

Date and Time : 17th September, 2019 at 12.30 Noon  
Venue : 37A,Dr.Meghnad Saha Sarani, 1<sup>st</sup> Floor, Kolkata - 700 029

b)Date of Book Closure : **Wednesday**, 11th September, 2019 to Tuesday, 17th September, 2019 (both days inclusive)

c)Dividend payment Date : No dividend was declared for the year 2018-2019

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 2018-2019 has been paid to the Stock Exchange(s) within the stipulated time.

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.  
3A, Auckland Place, Room No. 7A & 7B  
7<sup>th</sup> Floor, Kolkata - 700017  
Phone: 033 2234 3576

g)Stock Market Data

The month wise High & Low quotations of the Shares Traded during April, 2018 to March, 2019 at CSE.

Month	The Calcutta Stock Exchange Association Limited (CSE)		
	Month’s High Price	Month’s Low Price	Volume
April, 2018	-	-	-
May, 2018	-	-	-
June, 2018	-	-	-
July, 2018	-	-	-
August, 2018	-	-	-
September, 2018	-	-	-
October, 2018	-	-	-
November, 2018	-	-	-
December, 2018	-	-	-
January , 2019	-	-	-
February, 2019	-	-	-
March, 2019	-	-	-
Total			-

UNO METALS LIMITED

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 Stake holder Relationship Committee meets depending upon the number of transfers received.

i) a)Shareholding pattern as on 31st March, 2019

SL No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	3512645	74.86
2	Indian Financial Institutions, Bank , Mutual Funds	--	--
3	Foreign Institutions Investors/ NRIs	--	--
4	Others	1179500	25.14
	Total	4692145	100.00

b)Distribution of Shareholding as on 31st March, 2019

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	72.39	63500	1.35
5010 - 10000	76	23.31	53000	1.13
10010 - 50000	0	0.00	0	0.00
50010 - 100000	0	0.00	0	0.00
100010 - 500000	1	0.31	50000	1.07
500010 - 1000000	4	1.23	321000	6.84
1000010 and above	9	2.76	4204645	89.61
Total	326	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, 2019 45,77,645 Shares representing 97.56% 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 2019-2020

Financial reporting for the first quarter ending, 30th June, 2019	Week before 15 <sup>th</sup> August, 2019
Financial reporting for the second quarter ending, 30th September, 2019	Week before 15 <sup>th</sup> November, 2019
Financial reporting for the third quarter ending, 31st December, 2019	Week before 15 <sup>th</sup> February, 2020
Financial reporting for the year ending 31st March, 2020	Last week of May, 2020
Annual General Meeting for the year ending 31st March, 2020	Last week of September, 2020

## **UNO METALS LIMITED**

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

M/s.Niche Technologies Pvt. Ltd. 3A, Auckland Place, Room No. 7A & 7B, 7<sup>th</sup> Floor, Kolkata - 700017, Tel: 2234 3576

Or

Director, Uno Metals Ltd.

1st Floor, 37A, Dr. Meghnad Saha Sarani, Kolkata – 700029, Tel: 033 2419 7542


e-mail : 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 and 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 2018-2019

Kolkata  
17<sup>th</sup> day of May, 2019

  
Rajesh Goenka  
Chairman  
DIN: 00157319

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

**The Board of Directors**

**Uno Metals Limited**

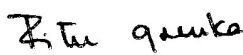
**Kolkata**

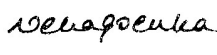
**Re : Financial Statements for the Financial Year 2018-2019 Certification by Whole-time-Director & CFO**

We, Ritu Goenka, Whole-time-Director & Neha Goenka, 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, 2019 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, 2019 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, and that 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: 17th Day of May, 2019

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

  
Neha Goenka  
Chief Financial Officer



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

***(Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)***

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

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. UNO Metals Limited having CIN- -L27209WB1984PLC038126 and having registered office at 37A, Dr. Meghnad Saha Sarani, First Floor, Kolkata - 700 029 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company (Current term)
1.	RAJESH GOENKA	00157319	12/09/1998
2.	RAJ KISHORE JALAN	00221860	10/12/1999
3.	RITU GOENKA	00221995	28/11/2016
4.	KISHAN LAL JALAN	00769046	29/06/2005



Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Date : 17.05.2019**

**Place: Kolkata**



**For. S.Rath & Co.**

**Sahadeb Rath**  
**Proprietor**

**Membership No.-ACS13298**

**CP No.-3452**

**Pushpendra Jain & Co**  
**Chartered Accountants**  
50/3/5/1 Jogendra Basak Road  
Baranagar, Kolkata 700036

**Ph : 9831080154**

**email : pkjnca@gmail.com**



**AUDITOR'S CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE**

To  
The Members of  
**UNO METALS LTD**

We have examined the compliance of the conditions of Corporate Governance by Uno Metals Ltd during the year ended 31st March, 2019 as stipulated in the listing agreement of the said Company with Stock Exchange of 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, 2019 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.

Place: Kolkata  
Date: 17<sup>th</sup> May 2019



For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

*Pushpendra Jain*

(P. K. Jain)  
(Proprietor)  
(M No. 055400)



**AUDITORS REPORT**

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

**Auditors Report under NBFC report (RBI) Direction, 2008 on the Accounts for the year ended 31<sup>st</sup> March 2019.**

We have examined the accounts of your company for the year ended 31<sup>st</sup> March, 2019. As required under para 3 of the non-banking Financial Companies Auditor 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 from Reserve Bank of India. The Company is also entitled to such COR in terms of assets/income pattern as on 31<sup>st</sup> March, 2019.
2. The Boards of Directors of the Company has passed the resolution for non-acceptance of any public deposit.
3. The Company has not accepted any public deposits during the period under review.
4. The company has complied with the prudential norms relating to income recognition, accounting standards assets classification and provisioning for bad and doubtful debt as applicable to it.
5. The capital adequacy ratios 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 ratios (NBS -8) within the stipulated period.

Place: Kolkata  
Date : 17<sup>th</sup> May 2019



For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

*Pushpendra Jain*

(P. K. Jain)  
(Proprietor)  
(M No. 055400)

**Pushpendra Jain & Co**  
**Chartered Accountants**  
**50/3/5/1 Jogendra Basak Road**  
**Baranagar, Kolkata 700036**

**Ph : 9831080154**

**email : pkjnca@gmail.com**



**INDEPENDENT AUDITOR'S REPORT**

**To The Members of Uno Metals Limited**

**Report on the Audit of Standalone Financial Statements**

**Opinion**

We have audited the standalone financial statements of Uno Metals Limited ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2019, and the Statement of Profit and Loss and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 31<sup>st</sup> March, 2019, and its Loss and its cash flows for the year ended on that date.

**Basis of Opinion**

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

**Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

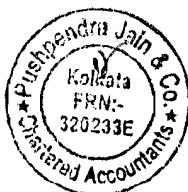
Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

**Responsibilities of Management and Those Charged with Governance for the Standalone 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 specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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.





In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

**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 of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 purpose 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 specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e. On the basis of written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 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 "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; and
    - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place: Kolkata  
Date: 17<sup>th</sup> May 2019



For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

*P. K. Jain*

(P. K. Jain)  
(Proprietor)  
M No. 055400)



**ANNEXURE 'A' to the INDEPENDENT AUDITOR'S REPORT**

**Referred to in paragraph 10 of the Independent Auditor's Report of even date to the members of Uno Metals Limited on the Financial Statements for the year ended 31<sup>st</sup> March, 2019**

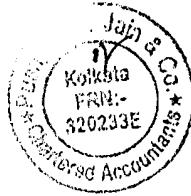
- i) (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.  
(b) As explained to us the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable having regard to the 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) The Company does not have any immovable property hence not commented.
- 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 31st March, 2019 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there are no dues of income tax Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues applicable to it, 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.
- x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of such case by the management.





- xi) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of 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 clause 3(xv) of the Order are not applicable to company.
- xvi) The company is duly registered under section 45-IA of the Reserve Bank of India Act, 1934.

Place: Kolkata  
Date: 17<sup>th</sup> May 2019



For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

*Pushpendra Jain*

(P. K. Jain)  
(Proprietor)  
(M No. 055400)





**ANNEXURE 'B' to the INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph 11(g) of the Independent Auditor's Report of even date to the members of Uno Metals Limited on the Financial Statements for the year ended 31<sup>st</sup> March, 2019

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

1. We have audited the internal financial control over financial reporting of Uno Metals Limited ("the Company") as of 31<sup>st</sup> March, 2019 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**

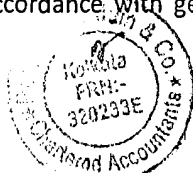
2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal 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 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**

3. 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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.
4. 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 auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. 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**

6. 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 authorisations of 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.

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

7. 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**

8. In our opinion, 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<sup>st</sup> March, 2019, 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.

Place: Kolkata  
Date: 17<sup>th</sup> May 2019



For Pushpendra Jain & Co.  
Firm Regn. No 320233E  
Chartered Accountants

*Pushpendra Jain*

(P. K. Jain)  
(Proprietor)  
(M No. 055400)

# UNO METALS LIMITED

Balance Sheet as at 31st March, 2019

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
<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	1,87,89,98,242	1,95,05,14,015
<b>2 Current Liabilities</b>			
Short-Term Borrowings	4	30,78,12,430	7,32,10,201
Other Current Liabilities	5	53,35,68,564	9,62,42,333
Short Term Provisions	6	75,939	95,827
<b>TOTAL</b>		<b>2,76,73,76,625</b>	<b>2,16,69,83,826</b>
<b>II. ASSETS</b>			
<b>1 Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	7	22,14,154	29,82,672
Non Current Investments	8	80,82,50,507	88,88,10,510
Long-Term Loans and Advances	9	5,69,43,031	36,61,516
Deferred Tax Assets (Net)	10	9,46,672	9,08,597
<b>2 Current Assets</b>			
Cash and Bank Balances	11	1,79,00,39,150	1,16,70,48,375
Short-Term Loans and Advances	12	10,89,83,111	10,35,72,156
<b>TOTAL</b>		<b>2,76,73,76,625</b>	<b>2,16,69,83,826</b>

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

For PUSHPENDRA JAIN & CO.

Chartered Accountants

Firm Registration No. 320233E

Pushpendra Jain & Co.

CA P K JAIN

Proprietor

Membership No. 055400



For and on behalf of Board of Directors

R. K. Goenka

Ritu Goenka

Whole-time-Director

(DIN:00221995)

M. V. M.

Rajesh Goenka

Director

(DIN:00157319)

Neha Goenka

Chief Financial Officer

Bratati Bhattacharya

Company Secretary

Date : 17th day of May, 2019

Place : Kolkata

# UNO METALS LIMITED

Profit and Loss Statement for the year ended 31st March, 2019

Particulars	Note No.	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
		Amount (Rs)	Amount (Rs)
I. Revenue from Operations	13	(15,79,23,250)	(3,26,76,880)
II. Other Income	14	11,68,81,992	8,06,74,674
III. Total Revenue (I + II)		(4,10,41,258)	4,79,97,794
IV. Expenses:			
Employee Benefits Expense	15	1,28,19,410	59,97,685
Finance Costs	16	78,96,994	25,27,152
Depreciation and Amortization Expense	17	7,68,518	10,61,367
Other Expenses	18	91,04,918	3,08,24,792
Total Expenses		3,05,89,840	4,04,10,996
V Profit Before Tax		(7,16,31,098)	75,86,798
VI Tax Expense:			
(1) Current Tax		-	4,60,000
(2) Deferred Tax		(38,075)	33,307
(3) Income Tax adjustment for earlier year		(57,362)	(10,57,673)
VII Profit (Loss) for the period (V - VI)		(7,15,35,661)	81,51,164
VIII Earnings per equity share:			
(1) Basic and Diluted	19	(15.25)	1.74

Significant Accounting Policies

Notes on Financial Statements

As per our report of even date

For PUSHPENDRA JAIN & CO.

Chartered Accountants

Firm Registration No. 320233E

*Pushpendra Jain*

CA P K JAIN

Proprietor

Membership No. 055400



For and on behalf of Board of Directors

*Ritu Goenka*

Ritu Goenka

Whole-time-Director

(DIN:00221995)

*Rajesh Goenka*

Rajesh Goenka

Director

(DIN:00157319)

*Neha Goenka*

Neha Goenka

Chief Financial Officer

*Bratati Bhattacharya*

Bratati Bhattacharya

Company Secretary

Place : Kolkata

Date : 17th day of May, 2019

**UNO METALS LIMITED**  
**Cash flow statement for the year ended 31st March, 2019**

Particulars	For the Year ended 31st March, 2019	For the Year ended 31st March, 2018
	Amount (Rs)	Amount (Rs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit Before Tax	(7,16,31,098)	75,86,798
Adjustment for :		
Depreciation	7,68,518	10,61,367
Interest paid on Income Tax	-	94,410
Interest Received from Income Tax	(2,74,613)	(14,67,356)
Dividend Income	(16,34,000)	(51,72,084)
Interest Received	(11,52,47,992)	(7,55,02,590)
Delisted Shares Written off	-	2,54,06,853
Loss on Sales of Investments	29,50,61,721	35,54,17,083
Operating Profit Before working capital changes	10,70,42,536	30,74,24,481
Adjustment for :		
Loans & Advances	33,93,353	(2,17,89,294)
Current Liabilities	43,73,26,231	9,61,64,248
	44,07,19,584	7,43,74,954
Cash Generated from operation	54,77,62,120	38,17,99,435
Direct tax paid	(6,17,53,848)	(4,53,84,832)
Net cash flow from operating activities	48,60,08,272	33,64,14,603
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Dividend Income	16,34,000	51,72,084
Interest Received	11,52,47,992	7,55,02,590
Purchase of Fixed Assets	-	(10,28,218)
Purchase of Investments	(88,99,79,783)	(1,00,41,30,234)
Sale of Investments	67,54,78,065	1,22,26,86,195
Net cash flow from Investing Activities	(9,76,19,726)	29,82,02,417
<b>C. CASH FLOW FROM FINANCIAL ACTIVITIES</b>		
Secured loans	23,46,02,229	7,32,10,201
Net cash flow from Financial activities	23,46,02,229	7,32,10,201
Net increase in cash & Cash equivalents (A+B+C)	62,29,90,775	70,78,27,221
Cash & Cash equivalents as at 1.4.2018/1.4.2017	1,16,70,48,375	45,92,21,154
<b>Cash &amp; Cash equivalents as at 31.3.2019/31.3.2018</b>	<b>1,79,00,39,150</b>	<b>1,16,70,48,375</b>

As per our report of even date

For PUSHPENDRA JAIN & CO.

Chartered Accountants

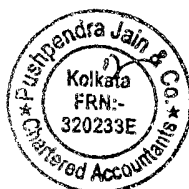
Firm Registration No. 320233E

*Punpura*

CAP K JAIN

Proprietor

Membership No. 055400



For and on behalf of Board of Directors

*Ritu Goenka*

Ritu Goenka

Whole-time-Director

(DIN:00221995)

*Rajesh Goenka*

Rajesh Goenka

Director

(DIN:00157319)

*Neha Goenka*

Neha Goenka

Chief Financial Officer

*Bratafi Bhattacharya*

Bratafi Bhattacharya

Company Secretary

Place : Kolkata

Date : 17th day of May, 2019

## 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.

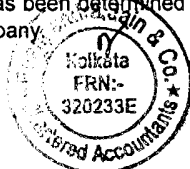
#### **M Gratuity and post-employment benefits plans**

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 2019. 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 Non-Banking Financial Company - Non Systemically Important Non-Deposit taking Company (Reserve Bank) Directions, 2016, issued by Reserve Bank of India in respect of assets classification, income recognition, provisions for bad and doubtful debts & accounting standards.

**P Short Term Borrowings**

Short term borrowing as per Balance Sheet Rs.30,78,12,430 (Rupees : Thirty crores seventy eight lacs twelve thousand four hundred thirty only). Actual utilisation as per Bank Statement is Rs.30,61,83,862 (Rupees : Thirty crores sixty one lacs eighty three thousand eight hundred sixty two only) as on 31st March, 2019. The difference between Balance Sheet amount and physical Bank Account is Rs.16,28,568 (Rupees: Sixteen lacs twenty eight thousand five hundred sixty eight only). This is due to cheques received and cheques issued which are not credited and debited in Bank Account, as per BRS.

**Q Contingent Income Tax Liability**

There is no any Income Tax liabilities of contingents nature.

**R 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 1,26,00,00,000 (Rupees : One hundred twenty six 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 53,00,00,000 (Rupees : Fifty three 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

**S** 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.

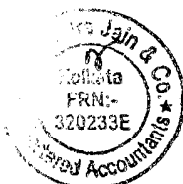
**T** Balances of some of the Sundry creditors, Loans and advances incorporated in the books as per balances appearing in the relevant subsidiary records, are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. The management however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

**U** The financial statements for the year ended 31st March, 2019 are prepared as per Schedule III of the Companies Act, 2013. Accordingly, the previous year figures have also been reclassified to conform to this year's notifications.

**V** Contingent provision on Standard assets has been made @0.25% (previous year @0.25%) of total Standard assets as per RBI Guidelines.

**W Writing off Investments where trading has been suspended for more than one year.**

The Company has written off Investments amounting to Rs.Nil (Previous year Rs.2,54,06,853) as the Security are either suspended for trading or delisted by/from the Stock Exchanges for more than one year. Since, there is no market value, these securities are valued at a nominal value of Re.1.





# UNO METALS LIMITED

Notes forming part of the Financial Statement

## 2 Share Capital

<u>Share Capital</u>	As at 31st March 2019		As at 31st March 2018	
	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 up	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 2019		As at 31st March 2018	
	No. of Shares	% of Holding	No. of Shares	% of Holding
a. Rajesh Goenka	12,59,645	26.84	12,59,645	26.84
b. Ritu Goenka	11,00,000	23.44	11,00,000	23.44
c. Varsha Goenka	4,70,000	10.02	4,70,000	10.02
d. Neha Goenka	4,00,000	8.52	4,00,000	8.52
<b>Total</b>	<b>32,29,645</b>	<b>68.82</b>	<b>32,29,645</b>	<b>68.82</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 2019	As at 31st March 2018
	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	31,11,49,000	30,95,18,000
Add: Transfer from Profit & Loss account	-	16,31,000
Balance at the end of the year	<b>31,11,49,000</b>	<b>31,11,49,000</b>
<b>d. Surplus :</b>		
Balance at the beginning of the year	1,53,63,47,370	1,52,98,43,583
Add: Profit/(Loss) after Tax for the year	(7,15,35,661)	81,51,164
	<b>1,46,48,11,709</b>	<b>1,53,79,94,747</b>
Less: Transfer to Others Reserves (Statutory Reserves R.B.I.)	-	16,31,000
Add: Provision on Standard Assets	(19,888)	16,377
Balance at the end of the year	<b>1,46,48,31,597</b>	<b>1,53,63,47,370</b>
<b>Total</b>	<b>1,87,89,98,242</b>	<b>1,95,05,14,015</b>



# UNO METALS LIMITED

## 4 Short Term Borrowings

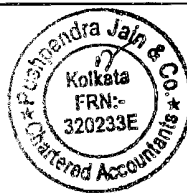
<u>Short Term Borrowings</u>	As at 31st March 2019	As at 31st March 2018
	Amount (Rs)	Amount (Rs)
<b><u>Secured</u></b>		
Loans repayable on demand		
From Bank		
(Bank overdraft limit is secured By pledge of own Fixed Deposit of HDFC Bank Ltd. Rs.53,00,00,000/- & previous year Rs.10,90,00,000)	30,78,12,430	7,32,10,201
(Bank Over draft utilised as per Bank Statement as on 31.03.2019 Rs.30,61,83,862 and the difference of Rs.16,28,568 is due to cheques issued and deposited but not debited or credited by Bank as per BRS)		
<b>Total</b>	<b>30,78,12,430</b>	<b>7,32,10,201</b>

## 5 Other Current Liabilities

<u>Other Current Liabilities</u>	As at 31st March 2019	As at 31st March 2018
	Amount (Rs)	Amount (Rs)
(a) Liabilities for Expenses	75,920	74,120
(b) Mark to Mark -Premium received	53,34,92,644	9,61,68,213
<b>Total</b>	<b>53,35,68,564</b>	<b>9,62,42,333</b>

## 6 Short Term Provisions

<u>Short Term Provisions</u>	As at 31st March 2019	As at 31st March 2018
	Amount (Rs)	Amount (Rs)
Provision for		
Contingent provision on Standard Assets	75,939	95,827
<b>Total</b>	<b>75,939</b>	<b>95,827</b>



UNO METALS LIMITED  
7 Fixed Assets

Fixed Assets	Gross Block		Accumulated Depreciation			Net Block	
	Balance as at 1st April 2018	Additions/ Deductions	Balance as at 31st March 2019	Balance as at 1st April 2018	Depreciation Adjustments	Balance as at 31st March 2019	Balance as at 1st April 2018
	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	1,93,613	-	56,439	69,077
Bicycle	91,110	-	91,110	65,568	-	21,063	25,542
Computers and Printers	11,71,540	-	11,71,540	11,25,994	-	45,546	45,546
Furniture and Fixtures	87,07,857	-	87,07,857	62,72,843	-	17,98,365	24,35,014
Motor Car	12,62,788	-	12,62,788	9,16,119	-	2,38,332	3,46,669
Office Equipments	10,17,130	-	10,17,130	9,56,306	-	54,409	60,824
<b>Total</b>	1,25,13,115	-	1,25,13,115	95,30,443	-	22,14,154	29,82,672
<b>Previous year</b>	1,14,84,897	10,28,218	1,25,13,115	84,69,076	-	29,82,672	30,15,821



# UNO METALS LIMITED

## 8 Non-Current Investments

Particulars	As at 31st March 2019	As at 31st March 2018
	Amount (Rs)	Amount (Rs)
<b>Other Investments (Refer A+B below)</b>		
Investment in Equity instruments	80,82,50,507	88,88,10,510
<b>Total</b>	<b>80,82,50,507</b>	<b>88,88,10,510</b>

### Details of Non-Trade

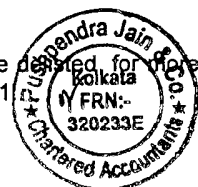
Name of the Body Corporate (1)	No. of Shares / Units		Amount (Rs)	
	2019	2018	2019	2018
	(2)	(3)	(4)	(5)
<b>Long Term Investments</b>				
<b>a. Investment in Equity Instruments</b>				
<b>Quoted, fully paid up</b>				
	<b>Face Value</b>			
Amar Remedies Ltd.	10	13,00,000	13,00,000	1
Brightcom Group Ltd.	2	1,37,85,000	1,60,00,000	7,19,46,091
DQ Entertainment	10	1,000	-	6,126
Effingo Textile & Trading Ltd.	1	20,000	20,000	1
Gitanjali Gems Ltd.	10	-	30,75,000	-
IL& FS Investment Managers	2	10,000	10,000	1,89,924
Indiabulls Housing Finance Ltd.	2	1,00,000	-	5,96,96,586
Indiabulls Intergrated Services	2	3,53,260	-	9,58,65,483
Indiabulls Real Estate Ltd	2	9,60,000	-	6,66,36,668
Intense Technologies Ltd.	2	6,86,000	6,00,000	4,65,37,366
Mishka Finance & Trading Ltd.	1	2,45,000	2,45,000	1
Mold-tek Technologies Ltd.	2	11,04,000	4,70,549	5,56,05,574
Pricol Ltd.	1	8,95,000	10,25,000	7,22,35,684
Subex Ltd.	10	1,94,12,000	2,56,02,000	19,41,39,724
Sulabh Engineers & Services	1	-	1,26,000	-
Uttam Values Steels Ltd.	1	1,00,000	1,00,000	73,010
<b>Total</b>			<b>66,29,32,239</b>	<b>88,88,10,510</b>
Aggregate amounts of Quoted Investments			66,29,32,239	88,88,10,510
Market Value of Quoted Investments			54,53,72,422	45,78,40,726
Aggregate amounts of Unquoted Investments			-	-

Name of the Body Corporate (1)	No. of Shares / Units		Amount (Rs)	
	2019	2018	2019	2018
	(2)	(3)	(4)	(5)
<b>Long Term Investments</b>				
<b>b. Investment in Equity Instruments</b>				
<b>Quoted, partly paid up</b>				
	<b>Face Value</b>			
Indiabulls Ventures Ltd.	2	5,71,100	-	14,53,18,268
<b>Total</b>			<b>14,53,18,268</b>	<b>-</b>
Aggregate amounts of Quoted Investments			14,53,18,268	-
Market Value of Quoted Investments			18,62,64,265	-
Aggregate amounts of Unquoted Investments			-	-

Aggregate amounts of Quoted Investments (A+B)	80,82,50,507	88,88,10,510
Market Value of Quoted Investments	73,16,36,687	45,78,40,726
Aggregate amounts of Unquoted Investments	-	-

### Notes:

Investments in Shares, which are suspended for trading by the Stock Exchanges or which are designated for more than one year. Since, there is no market value of such shares, these are valued at a nominal value of Re.1



# UNO METALS LIMITED

## 9 Long Term Loans and Advances

<u>Long Term Loans &amp; Advances</u>	As at 31st March 2019	As at 31st March 2018
	Amount (Rs)	Amount (Rs)
(Unsecured, considered good)		
Others		
Advance Payment of Taxes (Net)	5,69,43,031	36,61,516
<b>Total</b>	<b>5,69,43,031</b>	<b>36,61,516</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 2018	Current year reversal/ (charge)	Deferred tax assets/ (liabilities) as at 31st March 2019
<b>Deferred tax asset</b>			
Difference between book and tax depreciation	9,08,597	38,075	9,46,672
<b>Deferred Tax Liabilities</b>			
Difference between book and tax depreciation	-	-	-
<b>Net deferred tax asset</b>	<b>9,08,597</b>	<b>38,075</b>	<b>9,46,672</b>

## 11 Cash and Bank Balances

<u>Cash and Bank Balances</u>	As at 31st March 2019	As at 31st March 2018
	Amount (Rs)	Amount (Rs)
Balances with Banks	20,264	32,28,602
Fixed Deposits with banks	1,79,00,00,000	1,16,38,00,000
Cash on hand	18,886	19,773
<b>Total</b>	<b>1,79,00,39,150</b>	<b>1,16,70,48,375</b>

## 12 Short Term Loans and Advances

<u>Short Term Loans &amp; Advances</u>	As at 31st March 2019	As at 31st March 2018
	Amount (Rs)	Amount (Rs)
(Unsecured, considered good)		
Loan to		
- Bodies Corporate	2,73,65,000	3,52,40,000
Interest Receivable	30,10,500	30,90,914
Accrued Interest on Fixed Deposit	1,28,47,713	82,98,211
Advance against Expenses	12,560	-
Advance Payment of Taxes (Net)	6,57,47,338	5,69,43,031
<b>Total</b>	<b>10,89,83,111</b>	<b>10,35,72,156</b>



## UNO METALS LIMITED

### 13 Revenue from Operations

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
	Amount (Rs)	Amount (Rs)
Sale of products		
Future & Option Derivatives Trading A/c.	13,71,38,471	32,26,72,873
Loss on Sales of Investments	(29,50,61,721)	(35,54,17,083)
Capital Gain from Mutual Fund	-	67,330
<b>Total</b>	<b>(15,79,23,250)</b>	<b>(3,26,76,880)</b>

### 14 Other Income

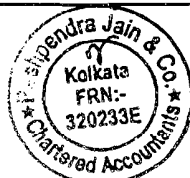
Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
	Amount (Rs)	Amount (Rs)
Interest Received -Fixed Deposits (On Fixed Deposits TDS Rs.1,11,56,263 Previous year was Rs.66,06,779)	11,15,62,626	6,60,67,790
Interest Received -Loans & Others (TDS Rs.3,41,075 Previous year was Rs.7,96,252)	34,10,753	79,67,444
Interest Received -Income Tax Refund	2,74,613	14,67,356
	11,52,47,992	7,55,02,590
Dividend from non-current investments	16,34,000	51,72,084
<b>Total</b>	<b>11,68,81,992</b>	<b>8,06,74,674</b>

### 15 Employee Benefits Expense

<u>Employee Benefits Expense</u>	For the year ended 31st March 2019	For the year ended 31st March 2018
	Amount (Rs)	Amount (Rs)
(a) Directors' Remuneration	30,00,000	12,00,000
(b) Salaries, Bonus and Others	91,00,000	38,03,600
(c) National Pension Systems	4,50,000	3,51,360
(d) Staff Welfare Expenses	2,69,410	6,42,725
<b>Total</b>	<b>1,28,19,410</b>	<b>59,97,685</b>

### 16 Finance Costs

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
	Amount (Rs)	Amount (Rs)
Interest Paid on Bank Over Draft- HDFC Bank Ltd.	78,96,994	25,27,152
<b>Total</b>	<b>78,96,994</b>	<b>25,27,152</b>



## UNO METALS LIMITED

### 17 Depreciation and Amortization Expenses

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
	Amount (Rs)	Amount (Rs)
Depreciation on Fixed Assets	7,68,518	10,61,367
<b>Total</b>	<b>7,68,518</b>	<b>10,61,367</b>

### 18 Other Expenses

Particulars	For the year ended 31st March 2019	For the year ended 31st March 2018
	Amount (Rs)	Amount (Rs)
Advertisement Charges	1,20,903	1,06,237
Auditor's Remuneration	79,750	92,940
Bank Charges	1,824	1,969
Books & Periodicals	1,03,625	1,11,517
Business Promotion Expenses	7,70,000	-
Consultancy Charges	1,82,075	1,99,544
Conveyance Expenses	3,44,288	3,21,288
Demat Charges	703	4,928
Donation Paid	40,00,000	4,80,000
Fees & Subscription	55,568	94,479
Filing Fees	3,000	27,600
General Charges	2,08,276	1,03,521
Insurance Charges	7,222	21,293
Interest Paid -Professional Tax	34	-
Interest Paid -Income Tax	-	94,410
Listing Fees	29,500	28,750
Office Maintenance Expenses	2,58,249	2,28,286
Postage and Telegram	8,34,117	6,12,837
Printing and stationery	87,576	79,582
Professional Service Fees	3,51,260	5,17,330
Rates and Taxes	14,650	17,150
Rent Paid	5,28,000	5,28,000
Repairs & Maintenance Charges	1,17,140	80,623
Security Charges	1,69,012	3,15,743
Telephone Expenses	55,689	48,111
Travelling Expenses	7,37,174	11,94,048
Vehicle Up-keep Expenses	45,283	1,07,753
Delisted Shares Written off	-	2,54,06,853
<b>Total</b>	<b>91,04,918</b>	<b>3,08,24,792</b>



# UNO METALS LIMITED

## Payment to the Auditor

Payments to the auditor as	For the year ended 31st March 2019	For the year ended 31st March 2018
	Amount (Rs)	Amount (Rs)
a. Auditor		
Statutory Audit Fees	56,000	63,720
Tax Audit Fees	10,000	13,600
Internal Audit Fees	5,000	5,000
b. Certification Charges	8,750	10,620
<b>Total</b>	<b>79,750</b>	<b>92,940</b>

## 19 Earning per share (EPS)

Particulars		For the year ended 31st March 2019	For the year ended 31st March 2018
Profit after Tax	Rs.	(7,15,35,661)	81,51,164
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.	(15.25)	1.74

## 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) Miss.Neha Goenka	(Chief Financial Officer)
(f) Mrs.Bratati Bhattacharya	(Company Secretary)

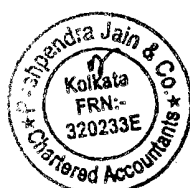
### c Relatives of Key Management Personnel

(a) Ashok Kumar Goenka & Others (HUF)

### d Transaction with related parties during the year

Amount in Rs

Nature of Transactions	Joint Venture Concern/ WOS	Key Management Personnel	Relatives of Key Management Personnel	Enterprise owned or significantly influenced by Key Management Personnel and their relatives
Salary paid	-	64,20,000	-	-
Rent Paid	-	-	5,28,000	-





## UNO METALS LIMITED

### 21 CRAR

Items	Current Year		Previous Year
i) CRAR (%)	228.93%		214.65%
ii) CRAR - Tier I Capital (%)	228.93%		214.65%
ii) 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



## 23 Assets Liability Management

## UNO METALS LIMITED

- 24 Information as required in term of Paragraph 18 of Non-Banking Financial Company - Non Systematically Important Non-Deposit taking Company (Reserve Bank) Direction, 2016 is enclosed as Annexure -A.
- 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.766.14 lacs (Previous year Rs.4309.70 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 **Contingent liabilities**
- |   | 31-03-2019  | 31-03-2018 |
|---|-------------|------------|
| Uncalled liability on account of Party paid shares of Indiabulls Ventures Ltd.<br>@108 per share including shares premium | 6,16,78,800 | -          |
- 29 **Transactions in Foreign Currency**
- |                                   | 31-03-2019 | 31-03-2018 |
|-----------------------------------|------------|------------|
| Expenditure in Foreign Currencies |            |            |
| Travelling Expenses               | 4,70,286   | 5,36,636   |
- 30 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification/disclosure.
- 31 Figures have been rounded off to nearest rupee.

As per our report of even date attached  
For **PUSHPENDRA JAIN & CO.**  
Chartered Accountants  
Firm Registration No. 320233E

*P. K. Jain*

**CA P K JAIN**  
Proprietor  
Membership No. 055400



For and on behalf of Board of Directors

*Ritu Goenka*

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

*/s/ Rajesh Goenka*

Rajesh Goenka  
Director  
(DIN:00157319)

*Neha Goenka*

Neha Goenka  
Chief Financial Officer

*Bratati Bhattacharya*  
Bratati Bhattacharya  
Company Secretary

Place : Kolkata  
Date : 17th day of May, 2019

# UNO METALS LIMITED

NOTES FORMING PART OF THE ACCOUNTS AS ON 31<sup>ST</sup> MARCH, 2019

ANNEXTURE-A

## ANNEX

Schedule to the Balance Sheet as required in terms of Paragraph 18 of  
Non-Banking Financial Company - Non Systemically Important  
Non-Deposit taking Company (Reserve Bank) Direction, 2016

(Rs. in lakhs)

Particulars	Amount Outstanding	Amount Overdue
<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) Public Deposit	NIL	NIL
(g) Other Loans Short Term Borrowing from Bank	3078.12	NIL
* Please see Note 1 Below.		
<b>2. Break-up of (1)(f) above (Outstanding Public deposits Inclusive of interest accrued thereon but not paid</b>		
(a) In the form of Unsecured debentures	NIL	NIL
(b) In the form of partly secured debentures	NIL	NIL
i.e. debentures where there is a shortfall in the value of security		
(c) Other Public deposits	NIL	NIL
* Please see Note 1 Below.		
<b>Assets Side :-</b>	<b>Amount outstanding</b>	
<b>3. Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :</b>		
(a) Secured	NIL	
(b) Unsecured	303.76	
<b>4. 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>5. 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, 2019**

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	8,052.50
(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**

**8,052.50**

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

Please see Note 2 below

#### Category

#### Amount net of provisions

	<u>Secured</u>	<u>Unsecured</u>	<u>Total</u>
1. Related Parties **			
(a) Subsidiaries	-	-	-
(b) Companies in the same group	-	-	-
(c) Other related parties	-	-	-
2. Other than related parties	-	303.00	303.00
<b>Total</b>	-	303.00	303.00

Contd.....



**UNO METALS LIMITED****NOTES FORMING PART OF THE ACCOUNTS AS ON 31<sup>ST</sup> MARCH, 2019****7. 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 (unquoted)	NIL	NIL
2. Other than related parties	7,316.37	8,082.50
<b>Total</b>	<b>7,316.37</b>	<b>8,082.50</b>

\*\* As per Accounting Standard of ICAI (Please see note 3)

**8. 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 Point xix of Paragraph 3 of chapter - 2 of these Direction.
- Provisioning norms shall be applicable as prescribed in these Direction.
- 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 shall be disclosed irrespective of whether the are classified as long term or current in column (5) above.

For and on behalf of Board of Directors

*Ritu Goenka*

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

*R. Goenka*

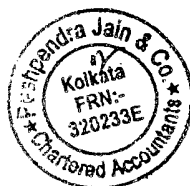
Rajesh Goenka  
Director  
(DIN-00157319)

*Neha Goenka*

Neha Goenka  
Chief Financial Officer

*Bratati Bhattacharya*

Bratati Bhattacharya  
Company Secretary



Place : Kolkata

Date : 17th day of May, 2019

# 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 35<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 Tuesday, 17th September, 2019 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, 2019 and the Reports of the Board of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Rajesh Goenka (DIN: 00157319), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint 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 this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company to be held in the year 2020 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.”

5. **Re-appointment of Mr. Raj Kishore Jalan (DIN: 00221860) as Non – Executive Independent Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) as amended by the Companies (Amendment) Act, 2017 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as amended by SEBI (Listing regulations), Mr. Raj Kishore Jalan (DIN: 00221860) whose present term as Independent Director

## UNO METALS LTD

expires on 23<sup>rd</sup> September, 2019, who has given his consent for re-appointment and has submitted a declaration that he meets the criteria of independence as Provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment and whose re-appointment has been recommended by Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from September 24, 2019.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

### 6. Re-appointment of Mr. Kishan Lal Jalan (DIN: 00769046) as Non – Executive Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (‘the Act’) as amended by the Companies (Amendment) Act, 2017 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI (Listing regulations), Mr. Kishan Lal Jalan (DIN: 00769046) whose present term as Independent Director expires on 23<sup>rd</sup> September, 2019, who has given his consent for re-appointment and has submitted a declaration that he meets the criteria of independence as Provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment and whose re-appointment has been recommended by Nomination and Remuneration Committee and by the Board of Directors be and is hereby re-appointed as an Non-Executive Independent Director of the Company to hold office for second term of five consecutive years with effect from September 24, 2019.”

“**RESOLVED FURTHER THAT** in accordance with the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendments) Regulation, 2018, consent be and is hereby accorded for Mr. Kishan Lal Jalan (DIN: 00769046) for re-appointment as an Independent Non-Executive Director of the Company for a period of five consecutive years from September 24, 2019.”

“**RESOLVED FURTHER THAT** any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

Kolkata  
May 17, 2019

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

By Order of the Board  
For UNO Metals Limited  
CIN: L27209WB1984PLC038126

Rajesh Goenka  
Chairman and Director



# UNO METALS LTD

## 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, 5 & 6 of the accompanying notice is annexed hereto.
2. **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself 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 later than 48 hours before the commencement of Meeting.**

**A person can act as Proxy on behalf of Members not exceeding 50 (fifty) in number 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. A statement giving additional details of the Directors seeking re-appointment as set out at item no 2, 5 and 6 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
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. Members, Proxies and Authorised representatives are requested to bring to the meeting the attendance slips enclosed herewith duly completed and signed mentioning therein details of DP ID and Client ID/Folio No.
6. In case of joint holders attending the meeting, the joint holders who is higher in order of names will be entitled to vote at the meeting.
7. The register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 11, 2019 to Tuesday September 17, 2019. (both days inclusive)
8. Shareholders desiring any information as regards the accounts are required to write to the Company at least seven working days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
9. Members are requested to notify immediately changes, if any, in their registered addresses to the Company's Registrar and Share Transfer Agents M/s Niche Technologies Private Limited, 3A, Auckland Place, 7<sup>th</sup> Floor, Room No. 7A & 7B, Kolkata – 700017.

# UNO METALS LTD

10. Mr Rajesh Goenka, Director of the Company retire by rotation and being eligible, offer himself for re-appointment at the Annual General Meeting. A brief resume of the said directors is given below:

Name of Director	Mr. Rajesh Goenka
Director Identification Number	00157319
Date of Birth	18.05.1963
Qualification	B.Com
Experience	34 years in Finance and Corporate Management
List of other Companies in which Directorship held as on 31.03.2019	1.N G INDUSTRIES LTD 2. GANPATI DEALCOM PVT LTD.
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2019	N G INDUSTRIES LIMITED • Audit & Stakeholder Relationship Committee -Member
Shareholding in Company	1259645

11. A route map showing directions to reach the venue of the 35<sup>th</sup> Annual General Meeting is annexed.
12. **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.**
13. Mrs Ritu Goenka is interested in the Ordinary Resolutions set out at item No. 2. Mrs. Ritu Goenka, Director, being wife of Mr. Rajesh Goenka and Ms Neha Goenka, CFO, being the daughter 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 Business set out under item Nos. 1 to 6 of the Notice.
14. 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.
15. Members holding shares in physical mode:
- 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.
  - are advised to register the nomination in respect of their shareholding in the Company. Nomination Form can be obtained from Company.
  - are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.**

# UNO METALS LTD

## 16. 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.**

## 17. **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.

## 18. 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.

## 19. 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 Saturday, 14th September, 2019 (10:00 am) and ends on Monday, 16th September, 2019 (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. 10th September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

# UNO METALS LTD

(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:

	For Members holding shares in Demat Form and Physical Form
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.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

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

# UNO METALS LTD

(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 22 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.

20. 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 26th July, 2019.

21. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 10th September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

22. 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. 10th September, 2019. 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.

23. 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.

24. 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.

Kolkata  
May 17, 2019

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

By Order of the Board  
For UNO Metals Limited  
CIN: L27209WB1984PLC038126

Rajesh Goenka  
Chairman and Director

# 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.

### Item No. 5

Mr. Raj Kishore Jalan is independent directors of the Company and was appointed in the Annual General Meeting held on September 24, 2014 for a tenure of 5 consecutive years.

As Mr. Raj Kishore Jalan will be completing his term of appointment upon completion of five years from the dates of his appointment during the current year, he is eligible for re-appointment for another term of five consecutive years subject to the approval of members by special resolution. He has consented to his re-appointment and confirmed that he do not suffer from any disqualification which stand in the way of his re-appointment as independent directors.

It is proposed to appoint Mr. Raj Kishore Jalan as independent directors under section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years for a term up to the conclusion of 40<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

The company had received declaration from Mr Raj Kishore Jalan that he meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Raj Kishore Jalan fulfill the conditions for re-appointment as independent director as specified in the Act.

Brief resume of Mr Raj Kishore Jalan, nature of his expertise in specific functional areas and names of companies in which he hold directorship and membership/chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard 2 are given below:

# UNO METALS LTD

<b>Name</b>	<b>Mr. Raj Kishore Jalan</b>
<b>Director Identification number</b>	00221860
<b>Date of Birth</b>	31.12.1951
<b>Nationality</b>	Indian
<b>Qualification</b>	B.com
<b>Experience in specific area</b>	Corporate Management
<b>Date of first appointment on the Board of the Company</b>	10.12.1999
<b>Shareholding in UNO Metals Ltd</b>	Nil
<b>List of Directorship held in other Companies</b>	<ul style="list-style-type: none"> <li>Manisha Exim Private Limited</li> </ul>
<b>Membership/Chairmanship of Audit and Stake holders Relationship Committee</b>	Refer to report on Corporate Governance

Copy of the draft letters for appointments of Mr. Raj Kishore Jalan as independent directors setting out terms and conditions are available for inspection by members at the registered office of the Company.

Mr. Raj Kishore Jalan and his relatives are interested in this Special resolution.

## Item No. 6

Mr. Kishan Lal Jalan is independent director of the Company and was appointed in the Annual General Meeting held on September 24, 2014 for a tenure of 5 consecutive years.

As the above named Independent Directors will be completing his term of appointment upon completion of five years from the date of his appointment during the current year, he is eligible for re-appointment for another term of five consecutive years subject to the approval of members by special resolution. He has consented to his re-appointment and confirmed that he do not suffer from any disqualification which stand in the way of their re-appointment as independent directors.

It is proposed to appoint Mr. Kishan Lal Jalan as independent director under section 149 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to hold office for 5 (five) consecutive years for a term up to the conclusion of 40<sup>th</sup> Annual General Meeting of the Company to be held in the calendar year 2024.

The company had received declaration from Mr Kishan Lal Jalan that he meet with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Kishan Lal Jalan fulfill the conditions for re-appointment as independent director as specified in the Act.

The age of Mr. Kishan Lal Jalan is more than 75 years of age, therefore in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2018, consent of the Members by way of Special Resolution is required for his re-appointment as a Non-Executive Independent Director beyond the age of seventy five years.

Brief resume of Kishan Lal Jalan, nature of his expertise in specific functional areas and names of companies in which he hold directorship and membership/chairmanship of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and under Secretarial Standard 2 are given below:

## UNO METALS LTD

Name	Mr. Kishan Lal Jalan
Director Identification number	00769046
Date of Birth	08.03.1939
Nationality	Indian
Qualification	Under-matriculate
Experience in specific area	Business & Trading
Date of first appointment on the Board of the Company	29.06.2005
Shareholding in UNO Metals Ltd	Nil
List of Directorship held in other Companies	Nil
Membership/Chairmanship of Audit and Stake holders Relationship Committee	Refer to report on Corporate Governance

Copy of the draft letters for appointments of Mr. Kishan Lal Jalan as independent directors setting out terms and conditions are available for inspection by members at the registered office of the Company.

Mr. Kishan Lal Jalan and his relatives are interested in this Special resolution.

Save and except above, none of the directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this Special Resolution.

Kolkata  
May 17, 2019

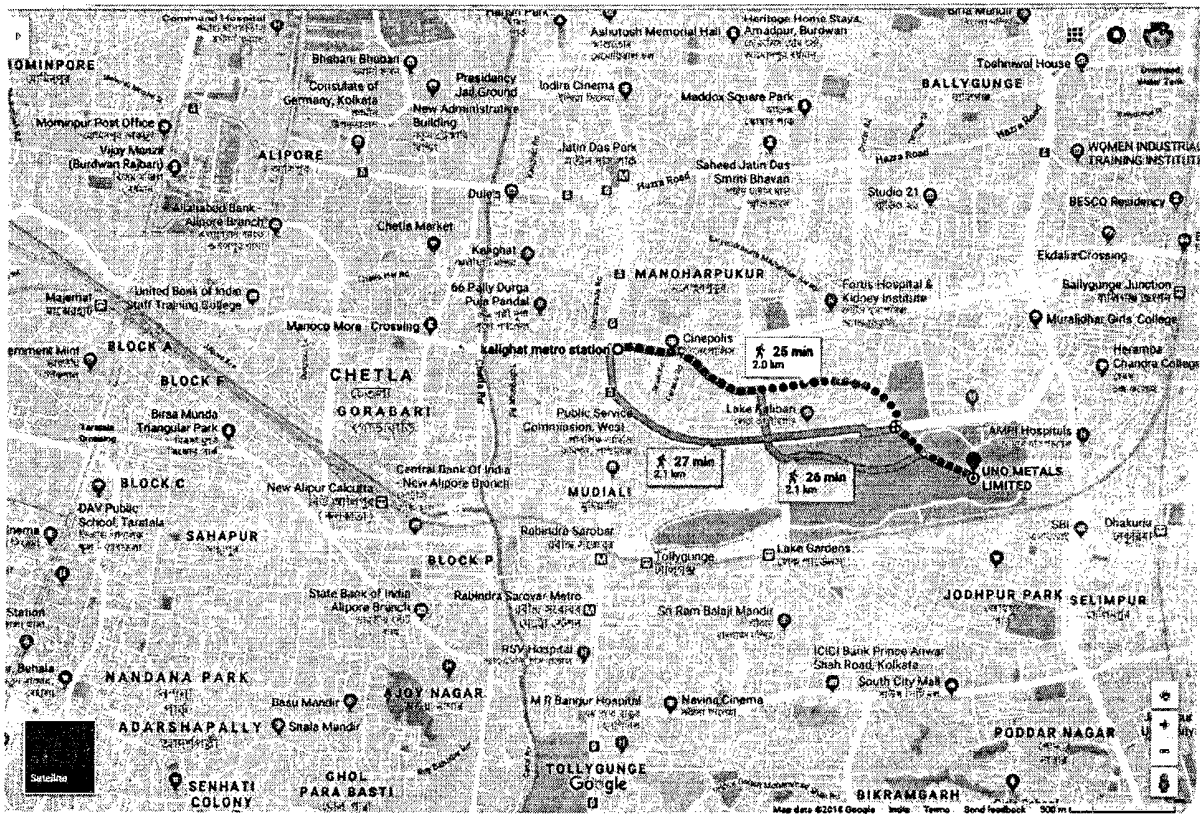
Registered Office:  
1st, Floor, 37A, Dr.Meghnad Saha Sarani  
Kolkata – 700 029

By Order of the Board  
For UNO Metals Limited  
CIN: L27209WB1984PLC038126

Rajesh Goenka  
Chairman and Director



# ROUTE MAP



**ATTENDANCE SLIP****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****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 35<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 Tuesday, 17th September, 2019.

\*Applicable for investors holding shares in electronic form.

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) – Form No. Mgt-11]

**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**

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-fifth Annual General Meeting** of the members of the Company to be held on **Tuesday, 17th September, 2019** 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, 2019		
2.	Ordinary Resolution for Re-appointment of Mr. Rajesh 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, 2020.		
4.	Ordinary Resolution for Authorization for making donation to bona fide charitable and others fund		
5.	Special Resolution for re-appointment of Mr. Raj Kishore Jalan (DIN: 00221860) as Non-Executive independent Director for 5 consecutive years		
6.	Special Resolution for re-appointment of Mr. Kishan Lal Jalan (DIN: 00769046) as Non-Executive independent director for 5 consecutive years		

Signed this .....day of .....2019

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

Affix  
Revenue  
Stamp

#### 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 duly completed and deposited at the Registered Office of the company at 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata - 700029 not less than 48 before the commencement of the Meeting.