

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	-
Ms. 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 2019 - 20:

Total five Meetings were held during the year 2019-20, the dates on which the said Meetings were held are as follows:-

17th May, 2019	13 th November, 2019	11 th March, 2020
13 th August, 2019	13 th February, 2020	

Separate meeting of Independent directors was held on 17th May, 2019.

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Details of Directors being appointed/re-appointed (Brief Resume)

Name of Director	Ms. Ritu Goenka
Date of Birth	22.04.1965
Qualification	B.A
Experience	20 years in Corporate Management
List of other Companies in which Directorship held as on 31.03.2020	Nil
Chairman/Member of the Committees of the Board of Directors of other Companies in which he is a Director as on 31.03.2020	Nil
Shareholding in Company	11,00,000

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, Ms. Ritu Goenka, Executive Director and Mr. Raj Kishore Jalan, 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 2019-20 The Audit Committee Meetings were held on 17.05.2019, 13.08.2019, 13.11.2019 & 13.02.2020.

Name of Director	No. of Meetings attended	Remarks
Mr.Kishan Lal Jalan	4	--
Ms. 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 2019-20.

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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:

Ms. Ritu Goenka, Whole-time Director of the Company is paid Rs.30,00,000/- during the year as salary & perks. Besides these Contribution, a sum of Rs. 1,50,000/- towards National Pension Scheme were also made by Company on behalf of Ms. Ritu Goenka. No remuneration is paid to any other Directors. The remuneration paid to Ms. 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 13.11.2019.

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

Ms. Ritu Goenka has been as an executive directors on 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 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 same has been posted on the websites of the Company.

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
- * Ms. 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 2019-20 The Stakeholders Relationship Committee Meetings were held on 17.05.2019, 13.08.2019, 13.11.2019 & 13.02.2020.

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, 2020.

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9. Risk Management Committee

Composition

The Company has constituted an Risk Management Committee of Mr. Kishan Lal Jalan, non-executive and independent Director, Mr. Raj Kishore Jalan, non-executive and independent Director and Ms. Ritu Goenka, executive Director, Mr. Kishan Lal Jalan being the Chairman of the Committee.

Brief terms of references of the Risk Management Committee

Company's internal control systems are well commensurate with the nature of its business and the size and complexity of its operations. Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.

Your Company has an elaborate process for Risk Management. This rests on the three pillars of Business Risk Assessment, Operational Controls Assessment and Policy Compliance at all levels through a 'positive assurance process' Major risks identified are systematically addressed through mitigating actions on a continuing basis. Some of the risks relate to economic volatility, slower market growth etc. During 2019 - 20 The Risk Management Committee Meetings were held on 20.05.2019.

10. Assets Liability Management Committee

The Company has constituted an Assets Liability Management Committee comprising of Ms. Ritu Goenka, executive Director, Mr. Kishan Lal Jalan, non-executive and independent Director and Mr. Raj Kishore Jalan, non-executive and independent Director, Ms. Ritu Goenka being the Chairman of the Committee. During 2019-20 The Assets Liability Management Committee Meetings were held on 20.05.2019.

11. 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

12. Details of General Meetings

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

Year	Location	Date& Time	Special Resolutions passed
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
2018-2019	37A, Dr.Meghnad Saha Sarani 1st floor, Kolkata -700 029	17.09.2019 12.30 Noon	To re-appoint Mr. Kishan Lal Jalan and Mr. Raj Kishore Jalan as an Independent Director

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 1st 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.

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13. Corporate Social Responsibility

The board has constituted a Corporate Social Responsibility committee composing of Mr. Raj Kishore Jalan, Non-Executive and Independent Director, Ms. 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 2019-20. However, the committee has met one time on 27.05.2019.

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

Certificate from Ms. 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, 2020 was placed before the Board of Directors of the Company in its meeting held on June 26, 2020. Copy of the same are annexed hereto to this Report.

15. Disclosures

- a) The Company had no materially significant related party transactions, which was considered to have conflict with the interest of the Company at large.
- b) There has not been any non-compliance, penalties or strictures imposed on the Company by the Stock Exchange, SEBI or any other statutory authority, on any matter relating to the capital markets, during the last three years.
- c) The Company has complied with all the applicable mandatory requirements of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- 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.

16. Means of Communication

a) Results published in the Newspapers:

Quarterly Results : Quarterly Results were published in The Financial Express and Lottery Sambad and also informed to all the Stock Exchanges where the Shares are listed through portal upload/email/hand delivery.

Half Yearly Results : Half Yearly Results were published in The Financial Express and Lottery Sambad and also informed to all the Stock Exchanges where the Shares are listed through portal upload/email/hand delivery.

b) Official News release : Not Issued

c) Presentation to Institutional Investors : Not Issued

Management Discussion Analysis Report forms part of the Annual Report.

The Management Discussion and Analysis has been covered in the Directors' Report – More specifically under the sections of financial Results and operations.

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17.General Shareholders's Information:

a)Annual General Meeting

Date and Time : 21st September, 2020 at 3.30 p.m.

Venue : 37A,Dr.Meghnad Saha Sarani, 1st Floor, Kolkata - 700 029

b)Date of Book Closure : 15th September, 2020 to 21st September, 2020 (both days inclusive)

c)Dividend payment Date : No dividend was declared for the year 2019-20

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 2019-20 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
7th Floor, Kolkata - 700017
Phone: 033 2234 3576

g)Stock Market Data

The month wise High & Low quotations of the Shares Traded during April, 2019 to March, 2020 at CSE.

Month	The Calcutta Stock Exchange Association Limited (CSE)		
	Month's High Price	Month's Low Price	Volume
April, 2019	-	-	-
May, 2019	-	-	-
June, 2019	-	-	-
July, 2019	-	-	-
August, 2019	-	-	-
September, 2019	-	-	-
October, 2019	-	-	-
November, 2019	-	-	-
December, 2019	-	-	-
January, 2020	-	-	-
February, 2020	-	-	-
March, 2020	-	-	-
Total			-

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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, 2020

SL No.	Category	No of Shares (Issued Equity)	Percentage
1	Promoters	3512645	74.862
2	Indian Financial Institutions, Bank , Mutual Funds	--	--
3	Foreign Institutions Investors/ NRIs	--	--
4	Others	1179500	25.138
	Total	4692145	100.00

b) Distribution of Shareholding as on 31st March, 2020

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	72.3926	63,500	1.3533
5010 - 10000	76	23.3129	53,000	1.1295
10010 - 50000	0	0.00	0	0.00
50010 - 100000	0	0.00	0	0.00
100010 - 500000	1	0.3067	50,000	1.0656
500010 - 1000000	4	1.2270	3,21,000	6.8412
1000010 and above	9	2.7607	42,04,645	89.6103
Total	326	100.00	46,92,145	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, 2020 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 2020-21

Financial reporting for the first quarter ending, 30th June, 2020
Financial reporting for the second quarter ending, 30th September, 2020
Financial reporting for the third quarter ending, 31st December, 2020
Financial reporting for the year ending 31st March, 2021
Annual General Meeting for the year ending 31st March, 2021

Week before 15th August, 2020
Week before 15th November, 2020
Week before 15th February, 2021
Last week of May, 2021
Last week of September, 2021

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m) Investors correspondence may be addressed to

M/s. Niche Technologies Pvt. Ltd. 3A, Auckland Place, Room No. 7A & 7B, 7th 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 2019-20

Kolkata
26th day of June, 2020



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 2019-20 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 31st March, 2020 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 31st March, 2020 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 to 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 been 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: 26th Day of June, 2020

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

Neha Goenka
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

We 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 us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause (i) of clause 10 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (hereinafter referred to as the 'SEBI LODR') as amended.

In our opinion and to the best of our information and according to the online verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) carried out by us to the extent possible due to COVID-19 and subsequent lockdown situation and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of the Company 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
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

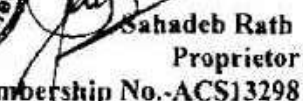
Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company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

Date : 26.06.2020

Place: Kolkata



For. S. Rath & Co.


Sahadeb Rath
Proprietor
Membership No.-ACS13298
CP No.-3452

UDIN- A013298B000448502