

# 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 40<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 Monday, 23<sup>rd</sup> September, 2024 at 12.30 p.m. 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, 2024 and the Reports of the Board of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mrs Ritu Goenka (DIN: 00221995), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS:

3. 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.”

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

“**RESOLVED THAT** pursuant to provisions of Section 2(94), 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the recommendations of the Nomination and Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the appointment of Mrs. Ritu Goenka (DIN 00221995) as a Whole-time Director of the Company for the period of three years with effect from November 28, 2024 on the terms and conditions including remuneration as set out in the draft letter placed before this meeting with specific authority to the Board of Directors to vary the terms and conditions of appointment including remuneration payable to Mrs. Ritu Goenka as and when it may think fit within the limits specified under relevant provisions of the Companies Act, 2013.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”

5. Appointment of Mr. Raj Kumar Bajoria (DIN: 00226530) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

# UNO METALS LTD

“**RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and are hereby accorded to the appointment of Mr. Raj Kumar Bajoria as Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from this Annual General Meeting.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorized Representative(s) including Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

6. Appointment of Mr. Jagdish Chand Kumbhat (DIN: 00005412) as Non-Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and Board of Directors, the consent of the Members of the Company be and are hereby accorded to the appointment of Mr. Jagdish Chand Kumbhat as Non-executive Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, being so eligible, be appointed as an Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from this Annual General Meeting.

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) or Authorized Representative(s) including Company Secretary of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

7. **Ratification and according consent for appointment of Ms. Varsha Goenka to the Office or place of profit**

To consider and if thought fit, to pass the following resolution as a **Ordinary Resolution**:

# UNO METALS LTD

“RESOLVED THAT pursuant to Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in

force), the transaction entered into by the Company with Ms. Varsha Goenka being related party as mentioned in item no.7 of an explanatory statement, be and is hereby ratified and approved.

RESOLVED FURTHER THAT pursuant to recommendation of the Nomination and Remuneration Committee, Audit committee and pursuant the provisions of Section 188 (1) (f) and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (“Act”) (including any statutory modification(s) or re-enactments thereof for the time being in force), the consent of the members be and is hereby accorded for Ms. Varsha Goenka, being related party, to continue to hold an office or place of profit in the company and to pay her the monthly salary not exceeding a sum of Rs.6,25,000/- as detailed in the explanatory statement attached herewith.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, as may be necessary, proper, expedient or incidental for giving effect to this resolution.

Kolkata  
May 22, 2024

By Order of the Board  
For UNO Metals Limited

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

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. 3 to 7 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 appointment/re-appointment as set out at item no 4 to 7, 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 Tuesday, 17<sup>th</sup> September, 2024 to Monday, September 23<sup>rd</sup>, 2024. (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.
10. Mrs Ritu Goenka, Director of the Company retire by rotation and being eligible, offer herself for re-appointment at the Annual General Meeting.
11. A route map showing directions to reach the venue of the Annual General Meeting is annexed.

# UNO METALS LTD

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. Mr. Rajesh Goenka/ Mrs. Ritu Goenka is interested in the Ordinary Resolutions set out at item No. 2 & 4. Mr. Rajesh Goenka, is the Director of the Company. Mrs. Ritu Goenka is the spouse of Mr. Rajesh Goenka and Ms Neha Goenka, CFO of the Company, is the daughter of Mr. Rajesh Goenka. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the Business set out under item Nos. 1 to 7 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:
  - a) are required to submit their permanent Account Number (PAN) and bank Account details to the Company/RTA, if not registered with the Company as mandated by SEBI.
  - b) are advised to register the nomination in respect of their shareholding in the Company. Nomination Form can be obtained from Company.
  - c) are requested to register / update their e-mail address with the Company / RTA for receiving all communications from the Company electronically.
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.

# UNO METALS LTD

## 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 20<sup>th</sup> September, 2024 (9:00 am) and ends on 22<sup>nd</sup> September, 2024 (5:00 pm). During this period the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16th September, 2024, 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.
- (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.

# UNO METALS LTD

(vii) If you are a first time user follow the steps given below:

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

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e- voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant "UNO METALS LTD" on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(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) or contact them at 1800 22 5533.

(xix) 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 9<sup>th</sup> August, 2024 and whose e-mail address is registered with the Company/RTA/ Depository.

21. The shareholders shall have one vote per equity share held by them as on the cut-off date i.e. 16th September, 2024. 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. 16th September, 2024. 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, within 48 hours 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 22, 2024

By Order of the Board  
For UNO Metals Limited

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

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. 3**

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 exceed 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 it's 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. 4**

The tenure of Ms. Ritu Goenka, Whole-time Director will expire on November 27, 2024. It is proposed to re-appoint her for a further period of 3 years, from November 28, 2024 to November 27, 2027.

Subject to the approval of the Shareholders of the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company had, vide resolutions passed on May 22, 2024, approved re-appointment of Ms. Ritu Goenka as Whole-time Director of the Company, designated as Executive Director with effect from November 28, 2024 to November 27, 2027. It is proposed to appoint her and approve her remuneration as Whole-time Director. A brief profile of Ms. Ritu Goenka, in terms of the Listing Agreement, is provided elsewhere in the Notice.

The proposed remuneration and terms and conditions of appointment of Ms. Ritu Goenka (hereinafter referred to as the Whole-time Directors) are as given below:

The Whole-time Director shall perform their duties subject to the superintendence, control and direction of the Board of Directors of the Company. In consideration of the performance of their duties, the Whole-time Director shall be entitled to receive remuneration as stated herein below:-

These resolutions do not constitute related party transactions under the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014. These resolutions, through related party transactions under clause 49 (VII) (A) of the Listing Agreement, under the applicable accounting standards, are not material related party transactions.

The remuneration payable to the above mentioned Directors is given below:

Fixed Compensation: Fixed Compensation shall include Basic Salary and the Company's Contribution to Provident Fund and National Pension Scheme. The basic Salary shall be in the following range:

Ms. Ritu Goenka – Not exceeding Rs. 1,00,00,000/- p.a., payable monthly. The Basic Salary as approved by the Nomination and Remuneration Committee to the above mentioned Directors for the Financial Year 2024-25 is 61,50,000/- p.a. The annual Basic Salary and increments will be decided by the Nomination and

# UNO METALS LTD

Remuneration Committee/Board of Directors depending on the performance of the Directors, the profitability of the Company and other relevant factors.

Performance Linked Variable Remuneration (PLVR): Performance Linked Variable Remuneration according to the Scheme of the Company for each of the financial years as may be decided by the Nomination and Remuneration Committee/ Board of Directors of the Company based on Economic Value Added (EVA) in the Business and other relevant factors and having regard to the performance of the above mentioned Directors for each year.

Flexible Compensation: In addition to the Fixed Compensation and PLVR, the abovementioned Directors shall be entitled to the following allowances, perquisites, benefits, facilities and amenities as per the Policy/ Rules of the Company and subject to the relevant provisions of the Companies Act, 2013 (Collectively called “perquisites and allowances”).

These perquisites and allowances may be granted to the Ms. Ritu Goenka in the manner as the Board may decide as per the Policy/Rules of the Company.

Leave Travel Assistance for self and family once a year to and from to any place in India in accordance with the Rules specified by the Company.

Free use of the Company’s car for business purposes of the Company.

Provisions of telephone at Residence as well as mobile phone and free facility to calls for business purposes of the Company. Personal long distance calls shall be recoverable.

Reimbursement of Medical and Hospitalization expenses incurred for self, spouse and dependent children, dependent parents, Father in law & Mother in law.

Leave, Leave encashment, contribution to Personal Accident Insurance and Superannuation Fund will be as per Company Rules fixed from time to time.

Reimbursement of entertainment expenses actually and properly incurred for the business of the Company. Right to either party to terminate this Appointment by giving to the other, three months’ Notice in writing.

Explanation:

For Leave travel Assistance and reimbursement of medical and hospitalization expenses, ‘family’ means spouse, dependent children and dependent parents;

Perquisites shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per Income Tax Rules.

Overall Remuneration: The aggregate of salary and perquisites as specified above or paid additionally in accordance with the rules of the Company in any financial year, which the Board in its absolute discretion pay to the above mentioned Directors from time to time, shall not exceed the limits prescribed from time to time under section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), unless approved by the Central Government.

Loans: Granting of loans according to Company’s Scheme subject to Central Government’s approval, if applicable.

Continuation of Loans, if already availed.

# UNO METALS LTD

## Notes:

- I. Unless otherwise stipulated, for the purpose of the above, the perquisites shall be evaluated as per Income Tax Rules wherever actual cost cannot be determined.
- II. Notwithstanding, the foregoing, where in any Financial Year during the currency of the tenure of the abovementioned director, the Company has no profits or its profits are inadequate, the remuneration by way of salary, commission and perquisites shall not exceed, the maximum limits prescribed in Schedule V to the Companies Act, 2013.
- III. The limits specified above are the maximum limits and the Nomination and Remuneration Committee/Board may in its absolute discretion pay to the abovementioned Directors lower remuneration and revise the same from time to time within the maximum limits stipulated above.
- IV. In the event of any re-enactment or re-codification of the Companies Act, 2013 or Income Tax Act, 1961 or amendments thereto, the foregoing shall continue to remain in force and the reference to various provisions of the Companies Act, 2013 or the Income Tax Act, 1961 shall be deemed to be substituted by the corresponding provisions of the new Act or the amendments thereto or the Rules and notifications issued there under.
- V. If at any time the above mentioned Directors cease to be in the employment of the Company for any cause whatsoever, he/she shall cease to be the Whole-time Director of the Company.
- VI. The Whole-time Director are appointed by virtue of their employment in the Company and their appointment is subject to the provisions of Section 167 of the Companies Act, 2013 while at the same time Whole-time Director are liable to retire by rotation. The appointment is terminable by giving three months' notice in writing on either side.

The Board recommends the resolutions as set out at items number 4. Ms. Ritu Goenka may be deemed to be interested in the resolution at item No. 4. Ms. Ritu Goenka is wife of Mr. Rajesh Goenka and mother of Ms. Neha Goenka, accordingly Ms. Neha Goenka and Mr. Rajesh Goenka may be deemed to be interested in the said resolution. None of the other Directors, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested in the said resolution.

The following additional information as required under Schedule V of the Companies Act, 2013 is given below:

### I. General Information:

#### 1. Nature of Industry

The Company is Non-deposit taking NBFC investing in Securities/Mutual Fund/Bank Deposits etc.

#### 2. Date or expected date of commencement of commercial production: October, 1984.

#### 3. In case of new Companies expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus: Not Applicable

#### 4. Financial Performance based on given indicators:

Amount in Lakhs

Particulars	Current Year	Previous Year
Total Income	12788.82	18630.90
Expenditure other than Interest and Depreciation	629.03	247.56
Profit before Interest, Depreciation and Tax	12159.79	18383.34
Profit before Tax	12137.75	18314.72
Provision for Current Tax	2706.30	3644.70
Provision for deferred Tax	0.90	1.60
Income tax for earlier years	0.01	(1215.10)
Net Profit	9430.54	15883.52

# UNO METALS LTD

## 5. Foreign investment or collaborations:

The Company has not made any foreign investments and neither entered into any collaborations during the last year.

## II. Information about the Appointee:

### 1. Background details:

(a) **Ms. Ritu Goenka:** She is designated as the Executive Director of the Company. She is an Indian National and has been a Director since 2016. Ms. Ritu Goenka, has experience of 24 years in Corporate Management. She has been with the Company with designation of Whole-time Director for over 5 years.

### 2. Past remuneration:

Ms. Ritu Goenka had taken Rs. 28,50,000 as remuneration during the financial year ended March 31, 2024.

### 3. Job profile and his suitability:

**Ms. Ritu Goenka**, as an Executive Director, is charged with the responsibility of enhancing the value of UNO Metals Ltd.

### 4. Remuneration proposed:

**Ms. Ritu Goenka:** Salary proposed to Ms. Ritu Goenka in the basic scale of not exceeding 1,00,00,000/- p.a., payable monthly and other perquisites, allowances, other benefits etc. respectively, as fully set out herein above.

### 5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by Ms. Ritu Goenka, the remuneration propose to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.

### 6. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:

Besides the remuneration proposed to be paid to Ms. Ritu Goenka, she does not have any other pecuniary relationship with the Company or relationship with any other managerial personnel and Directors except that Mr. Rajesh Goenka and Ms. Neha Goenka being the wife and mother respectively.

## III. Other information;

### 1. Reason of loss or inadequate profits:

Please refer to Operations and Prospects under Director Report as well as Management Discussion and Analysis Report forming part of the Annual Report.

### 2. Steps taken or proposed to be taken for improvement and expected increase in productivity and profits in measurable terms:

Please refer to Management Discussion and Analysis Report forming part of the Annual Report.

## IV. Disclosure :

The information and disclosure of the remuneration package have been mentioned in the Corporate Governance Report forming part of the Annual Report under the Head Director Remuneration Policy for the year ended March 31, 2024.

## DETAILS OF DIRECTOR RETIRING / SEEKING RE-APPOINTMENT AT THE MEETING

Name of Director	Ms. Ritu Goenka
Date of Birth	22.04.1965
Qualification	B.A.
Experience	24 years in Corporate Management
List of other Companies in which Directorship held as on 31.03.2024	Nil
Chairman/Member of the Committees of the Board of Directors of other Companies in which he/ she is a Director as on 31.03.2024	Nil
Shareholding in Company	1100

# UNO METALS LTD

## Item No. 5 & 6

Based on recommendation of the Nomination & Remuneration Committee and the Board of Directors, subject to approval of the members, the appointment of Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat as Non-Executive Independent Director of the company for a period of 5 (Five) consecutive years with effect this AGM. His office shall not be liable to retire by rotation.

The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat for the office of Independent Director of the Company.

Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and the Company has also received declaration that he meets the criteria of independence as stipulated under Section 149(6) and Schedule IV of the Act read with the applicable provisions of the SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015 ("Listing Regulations").

Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat is not debarred from holding the office of Director pursuant to any SEBI order or any other such authority as per the circular of the BSE Limited and the National Stock Exchange of India Limited relating to the "Enforcement of SEBI Orders regarding appointment of Directors" by the listed companies dated June 20, 2018.

In terms of Regulation 25(8) of the Listing Regulations, Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

In the opinion of the Board, Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat fulfills the conditions as specified in the Act and the Rules framed thereunder and the Listing Regulations for appointment as an Independent Director.

As on date of this Notice, Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat do not hold by themselves or for any other person on a beneficial basis, any Equity Shares in the Company.

Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat are not inter-se related to any of the Directors or Key Managerial Personnel (including relatives of Directors or Key Managerial Personnel) of the Company.

Relevant details relating to the appointment of Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat as required by the Act, the Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is annexed to this Notice.

Having regard to the qualifications, experience and knowledge of Mr. Bajoria and Mr. Kumbhat, the Board is of the view that his association would be of immense benefit and value to the Company and, therefore, in accordance with the provisions of Section 149 read with Schedule IV to the Act, the Board now seeks to confirm their appointment as Independent Directors and recommends the Resolution to be passed as an Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives other than Mr. Raj Kumar Bajoria and Mr. Jagdish Chand Kumbhat are in any way concerned or interested, financially or otherwise, in the proposed Resolution, set out at Item No. 5 & 6 of the Notice

## UNO METALS LTD

Name of Director	Mr. Raj Kumar Bajoria	Mr. Jagdish Chand Kumbhat
Director Identification Number	00226530	00005412
Date of Birth	02.02.1952	21.08.1952
Qualification	B.Com	FCA
Experience	50 years in Finance and Corporate Management	47 years in Finance and Corporate Management

Relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this Annual General Meeting.

### Item No.7

In accordance with the provisions of Section 188(1)(f) of the Companies act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 ("Act") (including any statutory modification(s) or re-enactments thereof for the time being in force) which govern the related party transactions, it is required for a Company to obtain approval of the Board of Directors and Shareholders for the related party's appointment to any office or place of profit. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee and Audit committee at its meeting held on May 22, 2024 have ratified and accorded its approval to hold an office or place of profit by Ms Varsha Goenka, who is relative of Mr. Rajesh Goenka, Chairman & Non-Executive Director of the Company and Mrs. Ritu Goenka, Whole time Director of the Company on such terms, conditions and benefits as may be applicable as per the policies of the Company to the grade of her appointment including salary within a maximum limit of Rs. 75.00 Lakhs per annum subject to ratification and approval of the shareholders by way of an Ordinary Resolution.

The Details of salary and other terms and conditions of salary payable from the Company are given below:

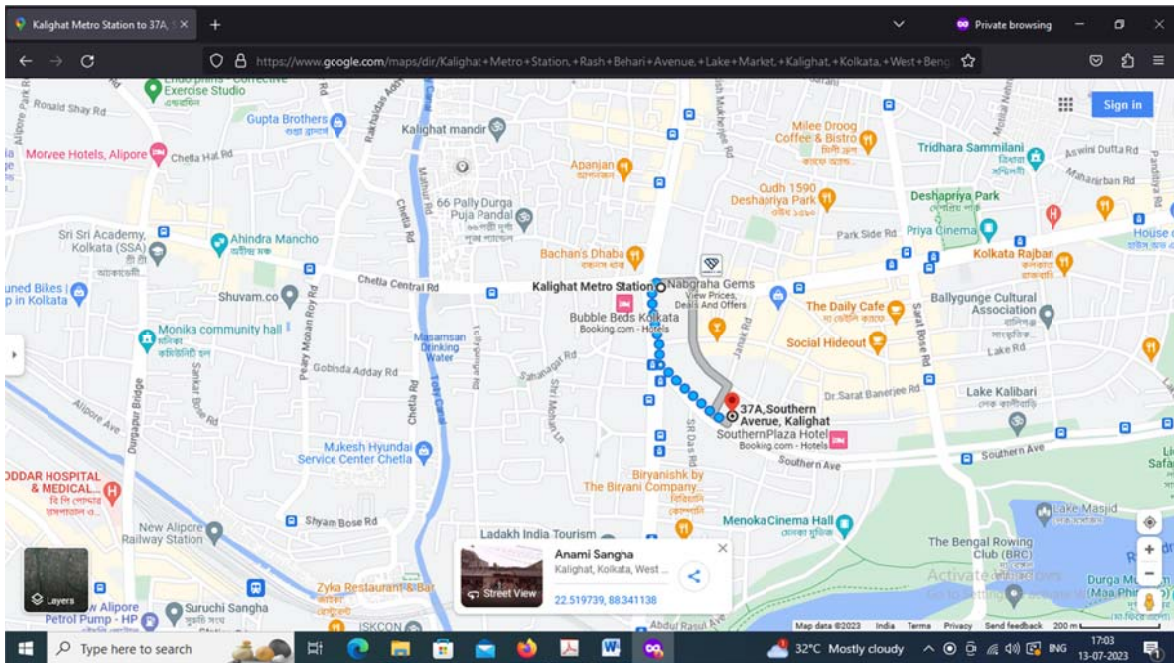
- (a) Existing Salary includes basic salary, HRA and other allowances :- Rs. 4,00,000/- per month (within the scale of 4,00,000-625000 i.e which can be increased upto maximum of Rs. 625000 P.M.)
- (b) Other Perquisites: She will be entitled to other perquisites including company's contribution to provident fund, bonus and leave travel concession in accordance with the rules of the Company.

The Board of Directors recommends the resolution set out in item No. 7 to be passed as an Ordinary Resolution.

Reimbursement of Medical and Hospitalization expenses incurred for self, spouse and dependent children, dependent parents, Father in law & Mother in law.

Except Ms Varsha Goenka, Mr. Rajesh Goenka, Mrs.Neha Goenka and Mrs. Ritu Goenka and her relatives, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 7, except to the extent of their shareholding in the Company. Mrs. Varsha Goenka holds 700 shares in the Company

## Route Map



# UNO METALS LTD

## 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 40<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 p.m. on Monday, 23<sup>rd</sup> September, 2024.

\*Applicable for investors holding shares in electronic form.

-----  
Signature of shareholder / Proxy

## PROXY FORM

### Form No. MGT-11

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

### UNO METALS LTD

CIN: L27209WB1984PLC038126

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

Website: [www.investingjoy.com](http://www.investingjoy.com), Email: [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 40<sup>th</sup> Annual General Meeting of the members of the Company to be held on Monday, 23<sup>rd</sup> September, 2024 at 12.30 p.m. 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.



# UNO METALS LTD



Resolution No.	Description	Optional	
		For*	Against*
<b>Ordinary Business:</b>			
1.	Ordinary Resolution for Adoption of Annual Accounts and Reports thereon for the financial year ended 31 <sup>st</sup> March, 2024		
2.	Ordinary Resolution for Re-appointment of Mrs. Ritu Goenka as director.		
<b>Special Business:</b>			
3.	Ordinary Resolution for Authorization for making donation to bona fide charitable and others fund		
4.	Special Resolution for Appointment of Mrs. Ritu Goenka as Whole time Director for a period of 3 years from November 28, 2024 to November 27, 2027.		
5.	Special Resolution for Appointment of Mr. Raj Kumar Bajoria as Non-Executive Independent Director of the Company for five consecutive years with effect from this AGM.		
6.	Special Resolution for Appointment of Mr. Jagdish Chand Kumbhat as Non-Executive Independent Director of the Company for five consecutive years with effect from this AGM.		
7.	Ordinary Resolution for Ratification and according consent for appointment of Ms. Varsha Goenka to the Office or place of profit		

Signed this .....day of .....2024

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 hours before the commencement of the Meeting.

# UNO METALS LTD

## 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)

### ANNEXURE TO THE NOTICE DATED 22nd May, 2024 OF THE 40<sup>th</sup> ANNUAL GENERAL MEETING TO BE HELD ON 23<sup>rd</sup> SEPTEMBER, 2024

1. Name and Registered Address of the Sole/First named Shareholder
2. Name of the Joint Shareholder(s), if any
3. Registered Folio No./ DP ID & Client ID \*
4. Number of Share(s) held :

Dear Shareholder,

#### Subject: Process and manner for availing E-voting facility

Pursuant to 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 40<sup>th</sup> Annual General Meeting to be held on Monday 23<sup>rd</sup> September, 2024 at 12.30 p.m. at Registered Office - 1st Floor, 37A, Dr Meghnad Saha Sarani, Kolkata-700 029.

The company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link e-voting website [www.evotingindia.com](http://www.evotingindia.com) :

The Electronic Voting Particulars are set out below:

EVSN (E-Voting Sequence Number)	USER ID	PAN / SEQUENCE NUMBER
	Existing User ID	

The E-Voting facility will be available during the following voting period:

Remote E-Voting Start On	Remote e-Voting End On
20th September, 2024 from 9:00 A.M. (IST)	22nd September, 2024 till 05:00 P.M. (IST)

Please read the instructions given in the Note of the 40<sup>th</sup> Annual General Meeting carefully before voting electronically.

These details and instructions form integral part of the Notice dated 22<sup>nd</sup> May, 2024 for the 40<sup>th</sup> Annual General Meeting to be held on 23<sup>rd</sup> September, 2024.

Kolkata  
May 22, 2024

By Order of the Board  
For UNO Metals Limited

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

Rajesh Goenka  
Chairman and Director

**Encl.: AGM Notice/Attendance Slip/ Proxy Form/Annual Report**