

UNO METALS LTD

CIN: L27209WB1984PLC038126

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

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

Website: www.investingjoy.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Friday, 29th November, 2024 at 9:00 a.m. (IST)	Saturday, 28th December, 2024, at 5:00 p.m. (IST)

Dear Member (s),

Notice is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the “Act”), read together with the Companies (Management and Administration) Rules, 2014, as amended (the “Management Rules”), General Circular Nos.14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, latest being 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), that the resolution appended below is proposed to be passed by the members of the Company through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / depository participant(s) as on the Cut-off Date i.e **Friday, 22nd November, 2024**. The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The last date of e-voting, i.e **Saturday 28th December, 2024**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

In accordance with the said MCA Circulars and applicable provisions of the Act and Listing Regulations, this Postal Ballot Notice is being sent in electronic mode to Members whose e- mail address is registered with the Company or the Depository Participant(s) and the communication of assent/dissent of the members will only take place through the remote e-voting facility being offered by the Company instead of physical Postal Ballot Forms. Accordingly, physical copy of the Notice along with the Postal Ballot form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot.

This Notice is accordingly being issued to the Members in compliance with the MCA Circulars.

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SPECIAL BUSINESS:

1. Approval for Delisting of Equity Shares of the Company from the Calcutta Stock Exchange Limited (Only Stock Exchange where the equity shares of the Company are listed).

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

“RESOLVED THAT pursuant to all applicable provisions of the Companies Act, 2013, including any statutory modification(s) or re-enactment thereof for the time being in force and as may be enacted hereinafter, provisions of the Memorandum of Association and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Calcutta Stock Exchange, where the equity shares of the Company are listed, the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 as may be amended from time to time or re-enactment thereof for the time being in force (the “SEBI Delisting Regulations”) and pursuant to the provisions of Regulation 35 of the SEBI Delisting Regulations and such other applicable laws, rules and regulations and guidelines and subject to such approvals, permissions and sanctions, including those from the Calcutta Stock Exchange Limited (Only Stock Exchange where the equity shares of the Company are listed), as may be necessary, approval of the Company be and is hereby accorded for voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange in terms of SEBI Delisting Regulations, 2021 and other applicable provisions of law to the Board of Directors of the Company (the “Board”), which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Directors by this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the voluntary delisting, the Board be and is hereby authorized to do all such acts, deeds, matters and things at its sole and absolute discretion it may deem necessary or desirable to give effect to the aforesaid resolution, including making necessary applications to the Calcutta Stock Exchange (Only Stock Exchange where the equity shares of the Company are listed) for seeking their requisite approval for the proposed voluntary delisting of the equity shares of the Company in terms of SEBI Delisting Regulations, 2021 and other applicable provisions of law, and to execute all such deeds and documents and to settle all questions, difficulties and doubts that may arise in this regard, as it may consider necessary and expedient.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred upon it to any Committee of Directors or to any Director or Directors or any other officers / authorized representative of the Company to give effect to this resolution.”

Kolkata
November 19, 2024

By Order of the Board
For UNO Metals Limited

Sd/
Bratati Bhattacharya
Company Secretary

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NOTES:

1. The Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and the rules related thereto, SEBI (LODR) Regulations and Secretarial Standards -2, setting out all material facts and reasons in respect of the items of Special Business as set out in the resolution of this Postal Ballot Notice, is annexed herewith.
2. Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the "Rules") and General Circular Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and subsequent circular No. 09/2024 dated 19th September 2024 and other relevant circulars (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs, Government of India (MCA), the Company is permitted to conduct the postal ballot process through electronic form.
3. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email addresses are registered with the Company / depository participant(s), as on Friday, 22nd November, 2024 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. Members who have registered their email IDs for receipt of documents in electronic form under the Green Initiative of the Ministry of Corporate Affairs are being sent this Postal Ballot Notice by e-mail to their email addresses registered with their Depository Participants / the Company's RTA. In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.
4. Voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on Friday, 22nd November, 2024 ("Record date").
5. The remote e-voting period commences at 09:00 a.m. (IST) on Friday, 29th November 2024 and will end at 05:00 p.m. (IST) on Saturday, 28th December 2024 and the remote e-voting will be blocked and voting shall not be allowed beyond the said date and time. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 22nd November 2024, may cast their vote electronically. Once the member casts the vote on the Resolution, he or she will not be allowed to change it subsequently.
6. Mr. Mukesh Chaturvedi, Practicing Company Secretary (Membership Number: F11063) has been appointed as the Scrutinizer to scrutinize the remote e-voting process and casting vote through the e-voting system in a fair and transparent manner.
7. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the voting by Postal Ballot will be announced not later than 2 working days from the conclusion of e-voting and will also be displayed on the Company website www.investingjoy.com and on the website of CDSL <https://www.evotingindia.com> and communicated to the stock exchanges and RTA on the said date
8. Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting/Postal Ballot of the Members.

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9. Those Members whose email IDs are not registered can get their Email ID registered as follows:

- Members holding shares in de-mat form can get their E-mail ID registered by contacting their respective Depository Participant.
- Members holding shares in the physical form can get their E-mail ID registered by contacting our Registrar and Share Transfer Agent “Niche Technologies Private Limited” on their email id nichetechpl@nichetechpl.com or by sending the duly filled in e-communication registration form enclosed with this Notice to our RTA on their email id nichetechpl@nichetechpl.com.

10. Members may note that this Postal Ballot Notice will also be available on the Company’s website at www.investingjoy.com, websites of CSE Limited at www.cse-india.com and website of CDSL at www.evotingindia.com.

11. Electronic copies of all the documents referred to in the accompanying Notice of the Postal Ballot and the Explanatory Statement shall be made available for inspection. Members desiring inspection may send their request in writing to the Company at complianceofficeruno@gmail.com

12. The Resolutions, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e., Saturday, 28th December 2024.

13. Resolutions passed by the Shareholders/Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting / Postal Ballot of the Shareholders/Members.

14. The instructions for shareholders voting electronically are as under:

- (i) The e-voting period commences on 29th November, 2024 (9:00 am) and ends on 28th December, 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. 22nd November, 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, such member shall not be allowed to change it subsequently.

Pursuant to Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, (the “**Rules**”) as amended from time to time and read with the General Nos.14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 and subsequent circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (herein after referred to as “**MCA Circulars**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), resolutions are proposed for consideration by Members of UNO Metals Limited (“**the Company**”) to be passed by means of Postal Ballot through voting by electronic means only (“**remote e-voting**”).

- (ii) Currently, there are multiple e-voting service providers (ESP’s) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Shareholders/Members. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the de-mat account holders, by way of a single login credential, through their de-mat accounts/ websites of Depositories/ Depository Participants. De-mat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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(iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders/Members holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders /Members are advised to update their mobile number and email Id in their de-mat accounts in order to access e-voting facility.


Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual Shareholders/ Members holding securities in De-mat mode** is given below:

Type of Shareholders/ /Members	Login Method
Individual Shareholders/Members holding securities in Demat mode with CDSL	<p>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e., CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to Voting Service Providers, so that the user can visit the e-Voting service providers' site directly.</p> <p>3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account.</p>

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	<p>After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress.</p>
<p>Individual Shareholders/ /Members holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under “Shareholders/Members” section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit de-mat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication,</p>

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	<p>you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>1. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders /Members (holding securities in de-mat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your de-mat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

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Helpdesk for Individual Shareholders/Members holding securities in de-mat mode for any technical issues related to login through Depository i.e., CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders/Members Holding securities in De-mat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at no. 1800 22 55 33
Individual Shareholders /Members Holding securities in De-mat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

5. Login method for e-Voting for Shareholders/Members other than individual Shareholders/Members holding in Demat form /Shareholders/Members holding securities in physical mode.

- (i) The Shareholders/Members should log on to the e-voting website www.evotingindia.com.
- (ii) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders / Member’ section.
- (iii) A new screen will open. You will have to enter your User ID, your Password/OTP :

Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Physical Form. Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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Password details for Shareholders/ Members other than Individual Shareholders/ Members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Shareholders / Members whose email ids are not registered

If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"

(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

- i. If you are a first-time user follow the steps given below:

	For Shareholders/Members holding shares in De-mat Form other than individual and Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both de-mat Shareholders/Members as well as physical Shareholders/Members)</p> <ul style="list-style-type: none">• Shareholders/Members who have not updated their PAN with the Company/Depository Participants are requested to use the sequence number in the PAN field. The sequence number is mentioned in the email of "Postal Ballot Notice"

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	<p>sent to the Shareholders/Members on their registered e-mail IDs.</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your de-mat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (4).

- ii. After entering these details appropriately, click on "SUBMIT" tab.
- iii. Shareholders/Members holding shares in physical form will then directly reach the Company selection screen. However, Shareholders/Members holding shares in de-mat 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 de-mat 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.
- iv. For Shareholders/Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - v. Click on the EVSN for the relevant <UNO Metals Limited> on which you choose to vote.
 - vi. 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.
 - vii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- viii. 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.
- ix. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - x. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xi. If a de-mat account holder has forgotten the changed login password, then enter the User ID and the image verification code and click on "Forgot Password" & enter the details as prompted by the system.

6. Note for Non – Individual Shareholders/Members and Custodians-Remote Voting:

- Non-Individual Shareholders/Members (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User 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 linked in the login should be mailed to 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.
- Alternatively, non-individual Shareholders/Members are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Company at the email address viz; complianceofficeruno@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding E-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022 23058738 and 022-23058542/43.

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

7. Process for those Shareholders/Members whose email addresses/ Mobile Number are not registered with the Registrar and Share Transfer Agent of the Company/ Depository Participant/Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

i) For Physical Shareholders/Members - Please provide necessary details like Folio No., Name of Shareholders/ Members, Scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to our RTA Niche Technologies Private Limited on their email ID. The RTA shall co-ordinate with CDSL and provide the login credentials to the above-mentioned Shareholders/Members.

ii) For Demat Shareholders/Members - Please update your email id & mobile no. with your respective Depository Participant (DP).

iii) For Individual Demat Shareholders/Members– Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.





Login method for e-Voting for Individual Shareholders/Members holding securities in de-mat mode

In terms of SEBI circular dated December 09, 2020 on e-voting facility provided by listed companies individual Shareholders/Members holding securities in de-mat mode are allowed to vote through their de-mat account maintained with Depositories and Depository Participants. Shareholders/Members are advised to update their mobile number and email Id in their de-mat accounts in order to access e-Voting facility.

Login method for Individual Shareholders/Members holding securities in de-mat mode is given below:

Type of Shareholders/Members	Login Method
Individual Shareholders/Members holding securities in de-mat mode with NSDL	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit de-mat account number hold with NSDL),

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	<p>Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository Site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders/ Members (holding securities in de-mat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

ANNEXURE TO THE NOTICE:

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

Item No. 1

The Securities & Exchange Board of India (SEBI) has notified SEBI (Delisting of Equity Shares) Regulations 2021 for voluntary delisting of securities from the stock exchanges. Chapter VI, Regulation 35 of the said Regulation provide for simplified procedure of voluntary delisting applicable to small companies.

The Company’s Equity Shares are listed with the Calcutta Stock Exchange (Only Stock Exchange where the equity shares of the Company are listed). There has been no trading of the equity shares of the Company in the said Stock Exchange in the last few years. The total listed capital of the Company is very small, i.e., Rs. 4,69,20,000/- only, out of which about 74.85% shares are held by the Promoters of the Company. Further, the company has only 8 outside public shareholders. As such the Company falls within the category of small company to which chapter VI read with Regulation 35 of the SEBI (Delisting of Equity Shares) Regulations, 2021 will apply.

The existing listing status does not provide any benefit to the Company, its shareholders and involves unnecessary administrative cost and operational difficulties. In this respect, Acquirer(proposed), Mr. Rajesh Goenka, being a Director and Promoter shareholder of the Company, has expressed his interest to the Board of Directors to make a voluntary delisting of the shares of the Company from the Calcutta

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stock exchange Limited and also to acquire the outside public shareholding in accordance with the Delisting Regulations,2021. The Board of Directors in its meeting held on 19.11.2024 has obtained a due diligence certificate from CS Mukesh Chaturvedi, peer reviewed Company Secretary for delisting purpose in terms of relevant Delisting Regulations,2021.

The Securities and Exchange Board of India (delisting of Equity shares) Regulation, 2021 inter alia provides for the voluntary delisting of a small company's equity shares from all the stock exchanges where its shares are listed provided prior approval of the shareholders by e-voting is obtained and requirements of Chapter VI of the said Regulation are complied with.

Subject to the special resolution being approved, an exit price of Rs. 4,18,725/- per shares has been determined by Mr. Rajesh Goenka, acquirer (proposed) in consultation with Swaraj Shares & Securities Private Limited, merchant banker and an application will be forwarded to the Calcutta Stock Exchange Limited for the necessary approval for the proposed voluntary delisting of the Company's share from the said Stock Exchange.

Individual letter / email to all the shareholders will be sent by the Mr. Rajesh Goenka, acquirer (proposed) for obtaining the written consent of at least 90% of the Equity shareholders for the delisting and consent upon to sell their equity shares at the Exit price or to remain holder of such equity shares even if they are delisted.

Subject to the 90% written consent of the public shareholder, acquirer (proposed) proposes to invite all public shareholders of the company to tender to the acquirer all their equity shares in the company.

The delisting of the equity shares of the company will be conditional upon:

Written Consent of at least 90% of the public shareholders for the delisting and consent upon to sell their equity shares at the Exit price or to remain holder of such equity shares even if they are delisted.

Obtaining all such regulatory approvals as may be required as per the applicable laws, including, without limitation, the Delisting Regulation, and Amendments, if any, the delisting guidelines or applicable regulations, which would prejudice the acquiring promoter from proceeding with the delisting proposal.

Pursuant to above mentioned Regulations, it is now proposed to seek the Shareholder's approval by way of a Special Resolution for voluntary delisting the company's (equity) shares from the Calcutta Stock Exchange Limited. Your Director recommend the Special Resolution for approval of the members.

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 said resolution.

For UNO Metals Limited

Sd/

Bratati Bhattacharya
Company Secretary