

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Friday, 30th September, 2016 at 10.00 a.m. at Hotel Prabhat Inn Sector 10, Panchkula to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) the audited financial statement of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2016
2. To appoint a director in place of Mr. Akhil Mahajan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Abhay Mahajan who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT M/s AGPRS & Associates, Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company at such remuneration as shall be fixed by the Board of directors of the company.”

SPECIAL BUSINESS

5. **To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-**

RESOLVED THAT pursuant to Section 196, 197, 200, 201(1) and 203(1) of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, and subject to the approval of the members of the company, Mrs. Rashmi Mahajan be and is hereby re-appointed as an Executive Director of the company for a period of 3 years w.e.f., 1st April, 2016.

FURTHER RESOLVED THAT Mrs. Rashmi Mahajan shall manage the affairs of the company under the directions, superintendence and control of the Board of Directors of the company.

FURTHER RESOLVED THAT in consideration of her services as Executive Director, Mrs. Rashmi Mahajan shall be paid the following remuneration:

- A. Salary : Rs. 1,25,000/- (Rs. One Lac Twenty Five Thousand only) per month.
- B. Housing : The appointee shall be provided by the company a rent free furnished accommodation with watchmen and the expenditure incurred on gas, electricity and water shall be paid/reimbursed to her by the company.
- C. Medical : The company shall reimburse the medical expenses incurred for the appointee and her reimbursement family.
- D. Club Fee : Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- E. Personal : Premium not to exceed Rs. 10,000/- per annum.
Accident Insurance
- F. Leave Travel : First class air passage for self, spouse, dependent children and dependent parents of the



- appointee once in a year.
- G. Car : Provisions of car for official – cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
- H. Telephone : Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee.
- I. Other perquisites : The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:
- a) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- b) Encashment of leave during and at the end of the tenure.

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration specified in the Companies Act, 2013.

Provided further that even in case of loss or inadequacy of profits during any financial year, Mrs. Rashmi Mahajan will be paid the aforesaid remuneration as minimum remuneration.”

6. **To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-**
“**RESOLVED THAT** pursuant to Section 197 of the Companies Act, 2013 read with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time and subject to the approval of the shareholders in general meeting, consent of the Board of Directors be and is hereby accorded for the payment of Commission to Mr. Abhay Mahajan, Executive Director of the company as may be decided by the Board, from time to time, but not exceeding 0.75 % of the turnover of the company W.E.F Financial Year 2016-17.

FURTHER RESOLVED THAT during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder.”

7. **To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-**
“**RESOLVED THAT** pursuant to Section 197 of the Companies Act, 2013 read with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time and subject to the approval of the shareholders in general meeting, consent of the Board of Directors be and is hereby accorded for the payment of Commission to Mr. Akhil Mahajan, Executive Director of the company as may be decided by the Board, from time to time, but not exceeding 0.75 % of the turnover of the company W.E.F Financial Year 2016-17.

FURTHER RESOLVED THAT during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder.”

Dated : 30th July, 2016
Place: Panchkula

By order of the Board
For Uniroyal Industries Limited

sd/
(Arvind Mahajan)
Managing Director

Notes :

1. A member who is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxy form duly filled in and signed must reach the Registered Office of the company at least 48 hours before the meeting.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. All documents referred to in this meeting notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Holidays) during business hours upto the date of Annual General meeting.
4. Members are requested to notify to the company immediately change in their address, if any.
5. The Register of Members and Transfer Books of the company will remain closed from 27th September, 2016 to 30th September, 2016 (both days inclusive) at the time of Annual General Meeting of the company.
6. Members having any query relating to the Annual Report are requested to write to the company at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
7. Members are requested to bring their copy of the Annual Report along with them to the meeting, as copies of the Annual Report will not be distributed at the meeting.
8. Members are requested to produce the Attendance Slip at the entrance to the venue.
9. M/s AGPRS & Associates., Chartered Accountants, are the present Auditors of the company. Pursuant to section 139 of the Companies Act, 2013, they would retire as auditors at the forthcoming 23rd Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Voting through electronic means
In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to offer e voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 23rd Annual General Meeting to be held on 30th September 2016, through Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below

The instructions for shareholders voting electronically are as under:

- (I) The voting period begins on <27th September, 2016 9.00. Hrs > and ends on <29th September, 2016 17.00. Hrs >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23.09.2016 record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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.
- (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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Uniroyal Industries Limited > on which you choose to vote.
- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (x) 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.
- (xi) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to 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.
 - 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 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.
- (xii) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 5

Mrs. Rashmi Mahajan is a promoter director of the company and she has been instrumental in development and designing of woven labels manufactured by the company. She has been devoting her full time and energy in the business of the company and it is largely due to her consistent and devoted efforts that the company's woven labels have gained acceptance from the most reputed national and international garment manufacturers.

Mrs. Rashmi Mahajan had been appointed as Executive Director of the Company for 3 years w.e.f. 1st April, 2013. Her term of appointment has expired on 31st March, 2016.

The Nomination & Remuneration Committee and Board of directors in its meeting held on 30th January, 2016 has considered and recommended the re appointment of Mrs. Rashmi Mahajan.

Section 196, 197, 200, 201(1) and 203(1) of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013 and subject to the approval of the Central Government, the re-appointment of Mrs. Rashmi Mahajan is subject to the approval of the Shareholders by way of Special Resolution.

The members are further informed that considering the size of the company, the remuneration being paid to Mrs. Rashmi Mahajan is well below the comparative remuneration which a person of said profile in the textile industry. The members are further informed that the performance of the company has been very good and the company is generating profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mrs. Rashmi Mahajan is contributing her best efforts for the better performance of the company.

The members may consider and pass the proposed resolution as special resolution.

Mrs. Rashmi Mahajan being herself the appointee, Mr. Arvind Mahajan being his husband, Mr. Akhil Mahajan being her son and Mr. Abhay Mahajan being her son disclosed their interest in the matter and they did not participate in discussion and vote

ITEM NO. 6

Mr. Akhil Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st September, 2014.

He is looking after the Finance department of the company. The Remuneration Committee in its meeting held on 30th May, 2016 has considered and recommended the payment of commission as may be decided by the Board of directors of the company not exceeding 0.75% of the turnover w.e.f Financial Year 2016-17 to Mr. Akhil Mahajan.

Commission forming part of remuneration has been given under Section II of Part 2 of Schedule V to the Companies Act, 2013 because the Remuneration Committee and Board of directors in its meeting dated 30th May, 2016 has approved payment of commission to Mr. Akhil Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

The members are further informed that during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder.

As per Schedule V of the Companies Act, 2013, approval of the members of the company by way of special resolution is required for this commission payment. Therefore, the proposed resolution is being placed before the members for their approval

Mr. Akhil Mahajan being himself the appointee, Mr. Arvind Mahajan being his father, Mrs. Rashmi Mahajan being his mother and Mr. Abhay Mahajan being his brother disclosed their interest in the matter and they did not participate in discussion and vote.



ITEM NO. 7

Mr. Abhay Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st November, 2014.

He is looking after the Marketing department of the company. The Remuneration Committee in its meeting held on 30th May, 2016 has considered and recommended the payment of commission as may be decided by the Board of directors of the company not exceeding 0.75% of the turnover w.e.f Financial Year 2016-17 to Mr. Abhay Mahajan.

Commission forming part of remuneration has been given under Section II of Part 2 of Schedule V to the Companies Act, 2013 because the Remuneration Committee and Board of directors in its meeting dated 30th May, 2016 has approved payment of commission to Mr. Abhay Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

The members are further informed that during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder.

As per Schedule V of the Companies Act, 2013, approval of the members of the company by way of special resolution is required for this enhancement. Therefore, the proposed resolution is being placed before the members for their approval

Mr. Abhay Mahajan being himself the appointee, Mr. Arvind Mahajan being his father, Mrs. Rashmi Mahajan being his mother and Mr. Akhil Mahajan being his brother disclosed their interest in the matter and they did not participate in discussion and vote.