

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 31st Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Monday 30th September, 2024 at 10.00 a.m. at its Registered Office at Plot No. 365, Phase II, Industrial Estate, Panchkula, Haryana - 134113 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, 2024, 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, 2024.
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 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 Gambhir Khurana & Associates, Chartered Accountant, 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

4. 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), 203(1) and Schedule V 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, Consent of the members of the Company be and is hereby accorded for Re-appointment of Mr. Arvind Mahajan as the Managing Director of the company for a period of 3 years commencing from 1st October, 2024 till 30th September, 2027.

FURTHER RESOLVED THAT Mr. Arvind 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 his services as Managing Director, Mr. Arvind Mahajan shall be paid the following remuneration:

- A. **Salary: Rs. 2,25,000/-** (Rupees Two Lakh and Twenty Five Thousand Only) per month.
- B. **Commission:** As may be decided by the Board of Directors of the Company from time to time but not exceeding 0.75% of the turnover



- C. **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 reimbursed to him by the company.
- D. **Medical reimbursement:** The company shall reimburse the medical expenses incurred for the appointee and his family.
- E. **Club Fee:** Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- F. **Personal Accident Insurance:** Premium not to exceed Rs. 10,000/- per annum.
- G. **Leave Travel:** First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
- H. **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.
- I. **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.

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) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961
- (b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- (c) Encashment of leave 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, Mr. Arvind Mahajan will be paid the aforesaid remuneration as minimum remuneration.”

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), 203(1) and Schedule V 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, Consent of the members of the Company be and is hereby accorded for Re-appointment of Mrs. Rashmi Mahajan as the Whole Time / Executive Director of the company for a period of 3 years commencing from 1st October, 2024 till 30th September, 2027.

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 Whole Time / Executive Director, Mrs. Rashmi Mahajan shall be paid the following remuneration:

- A. Salary: Rs. 1,25,000/- (Rupees One Lakh 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 reimbursed to her by the company.
- C. Medical reimbursement: The company shall reimburse the medical expenses incurred for the appointee and her family.
- D. Club Fee: Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- E. Personal Accident Insurance: Premium not to exceed Rs. 10,000/- per annum.
- 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.

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) Contribution to provident fund super annuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of leave 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 Mr. Vikram Singh Atmasingh Manco (DIN: 10572570), who was appointed as an Additional Director (Non-Executive & Independent Director) of the Company with effect from April 5, 2024 by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Articles of Association of the Company, and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be



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and is hereby appointed as an Independent Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the appointment of Mr. Vikram Singh Atmasingh Manco, that meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, for a term of five years, i.e., from April 5, 2024 to April 4, 2029 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.”

By order of the Board
For Uniroyal Industries Limited

Dated: 05/08/2024
Place: Panchkula

(Arvind Mahajan)
Managing Director
DIN : 00007397

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. Members are requested to produce the Attendance Slip at the entrance to the venue.
3. The Attendance Slip and Proxy Form is annexed to the Notice as **ANNEXURE 1**.
4. 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 to the Notice as **ANNEXURE 2**.
5. Statement pursuant to Schedule V of the Companies Act, 2013 is annexed to the Notice as **ANNEXURE-3**
6. Compliance certificate issued by the Managing Director of the Company is annexed to the Notice as **ANNEXURE 4**.
7. Compliance certificate issued by the Statutory Auditors of the Company is annexed to the Notice as **ANNEXURE 5**.
8. M/s GOPAL BHARGAWA & CO., 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 31st Annual General Meeting of the company. M/s Gambhir Khurana & Associates, Chartered Accountants, are proposed to be appointed as the new Statutory Auditors of the Company for Financial Year 2024-25.
9. 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.
10. Members are requested to notify to the company immediately change in their address, if any, by sending an email on **cs@uniroyalgroup.com**
11. The Register of Members and Transfer Books of the company will remain closed from 24th September, 2024 to 30th September, 2024 (both days inclusive) at the time of Annual General Meeting of the company.
12. Members having any query relating to the Annual Report are requested to write to the company on email at **cs@uniroyalgroup.com**, at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
13. 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.
14. 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.
15. 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.



16. 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. In order to register the e-mail ID's, members are requested to send a signed request letter mentioning name, folio number and complete address and e-mail address along with their self attested scanned copy of their PAN Card through e-mail on **cs@uniroyalgroup.com**

17. **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 (Listing Obligations and Disclosure Requirements) 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 31st Annual General Meeting to be held on 30th September 2024, through Link Intime India Private Limited (LIPL). 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/its discretion, subject to compliance with the instructions prescribed below.

The voting period begins on 27th September, 2024 from 9.00 a.m and ends on 29th September, 2024 at 5.00 p.m. During this period shareholders of the company holding shares either in physical form or in dematerialized form as on cut off date i.e 23.09.2024 record date may cast their vote electronically. The e voting module shall be disabled for voting thereafter.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsd.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter user id and password. Post successful authentication, click on "Access to e-voting".
- c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsd.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/loginor www.cdslindia.com>.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.



- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.
- e) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through “e-voting” tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

*Shareholders holding shares in **NSDL form**, shall provide 'D' above

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click "confirm" (Your password is now generated).

3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.



STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’-
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat 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
Individual Shareholders holding securities in demat 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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.



User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No +Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on ‘Login’ under ‘Corporate Body/ Custodian/Mutual Fund’ tab and further Click ‘forgot password?’

o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular “Event”.

**InstaVote Support Desk
Link Intime India Private Limited**

ANNEXURE-2

EXPLANATORY STATEMENTS TO ITEM NO. 4 TO 6 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mr. Arvind Mahajan was appointed as Chairman Cum Managing Director of the company for a period 3 years w.e.f 1st October, 2021. Accordingly his term will end on 30th September, 2024.

Mr. Arvind Mahajan has attained the age of 74 years. The project of manufacturing of woven labels was conceptualised by Mr. Arvind Mahajan and under his leadership, management and control the products manufactured by the company have become accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.

The Nomination & Remuneration Committee in its meeting held on 5th August, 2024 has considered and recommended the re-appointment of Mr. Arvind Mahajan as Chairman Cum Managing Director.

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 Mr. Arvind 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 Mr. Arvind 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 cash profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mr. Arvind Mahajan is contributing his best efforts for the better performance of the company.

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

Mr. Arvind Mahajan being himself the appointee, Mrs. Rashmi Mahajan being his wife, Mr. Akhil Mahajan being his son and Mrs. Dimple Mahajan being his daughter-in-law disclosed their interest in the matter and they did not participate in discussion and vote.

Additional Details are as per the annexure attached to the notice

ITEM No. 5

The members are informed that the tenure of appointment of Mrs. Rashmi Mahajan as the Whole Time Director of the Company comes to an end on 30.09.2024. The Nomination and Remuneration Committee of the Board of the Company in their meeting held on 5th August, 2024 had recommended the name of Mrs. Rashmi Mahajan for Re-appointment as Whole Time/Executive Director of the Company.

Accordingly, The Board of Directors in their Board Meeting held on 5th August 2024 have appointed Mrs. Rashmi Mahajan as the Whole Time/Executive Director of the Company for the period of 3 years commencing from 1st October, 2024 till 30th September, 2027.

Mrs. Rashmi Mahajan has been the Director of the company since 1st April, 2010 and under her management and control the performance of the company has been very good and the company is generating cash 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. Under her stewardship the company has expanded manufacturing capacity from time to time.

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, 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 may consider and pass the proposed resolution as special resolution.

Mrs. Rashmi Mahajan being herself the appointee, Mr. Arvind Mahajan being her spouse, Mr. Akhil Mahajan being her son and Mrs. Dimple Mahajan being her daughter-in-law have disclosed their interest in the matter and they did not participate in discussion and vote.

Additional Details are as per the annexure attached to the notice.

ITEM No. 6

The members are informed that as recommended by the Nomination and Remuneration Committee, the Board appointed Mr. Vikramsingh Atmasingh Manco (DIN: 10572570) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from April 5th, 2024 till April 4th, 2029 (both days inclusive), subject to approval by the members of the company. Pursuant to the provisions of Section 161(1) of the Act and Articles of Association of the Company, Mr. Vikramsingh Atmasingh Manco shall hold office up to the date of this AGM and is eligible to be appointed as an Independent Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director.

Mr. Vikramsingh Atmasingh Manco is aged about 73 years and is a 1971 batch B.Tech from Engineering Institute, USA with specialization in Engineering tool and die design. He is a Managing partner in Fitwell Manufacturer and exporters, a family enterprise, having experience of 45+ years. He is not a Director in any Listed Company. He does not hold any share in the share capital of your company.

Mr. Vikramsingh Atmasingh Manco has given his declaration to the Board, inter alia, that:

- (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations,
- (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and
- (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act.
- (iv) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014;
- (v) intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified in accordance with sub-section (2) of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Vikramsingh Atmasingh Manco is a person of integrity, possesses relevant expertise and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management. Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Vikramsingh Atmasingh Manco on the Board of the Company and accordingly the Board recommends the appointment of Mr. Vikramsingh Atmasingh Manco as an Independent Director as proposed in the Resolution accompanying Notice for approval by the Members. The terms and conditions of appointment are as per the Ordinary Resolution of this notice. Except for Mr. Vikramsingh Atmasingh Manco, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By order of the Board
For Uniroyal Industries Limited

Dated: 05/08/2024
Place: Panchkula

(Arvind Mahajan)
Managing Director
DIN : 00007397



ITEM NO. 4

General information:

- (1) Nature of industry: Textiles
- (2) Date or expected date of commencement of commercial production: Already in production
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
- (4) Financial performance based on given indicators: Company is doing fairly well and expects to perform better in the near future.
- (5) Foreign investments or collaborations, if any: NIL

Information about the appointee:

- (1) Background details: The project of manufacturing of woven labels was conceptualised by Mr. Arvind Mahajan and under his leadership, management and control the products manufactured by the company have become accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.
- (2) Past remuneration: Rs. 2,25,000/- per month
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability: Managing the Finance and Administration operations of the Company.
- (5) Remuneration proposed: Rs. 2,25,000/- per month
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration is less than the industry standards. He is being paid the remuneration as per Schedule V only and not as per the market standards.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Arvind Mahajan being himself the appointee, Mrs. Rashmi Mahajan being his spouse, Mr. Akhil Mahajan being his son & Mrs. Dimple Mahajan being his daughter in law disclosed their interest in the matter.

Other information: NA

ITEM NO. 5

General information:

- (1) Nature of industry: Textiles
- (2) Date or expected date of commencement of commercial production: Already in production
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
- (4) Financial performance based on given indicators: Company is doing fairly well and expects to perform better in the near future.

(5) Foreign investments or collaborations, if any: NIL

Information about the appointee:

- (1) Background details: Mrs. Rashmi Mahajan has been the Director of the company since 1st April, 2010 and under her management and control the performance of the company has been very good and the company is generating cash 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. Under her stewardship the company has expanded manufacturing capacity from time to time.
- (2) Past remuneration: Rs. 1,25,000/- per month
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability: Managing the Production & Marketing operations of the Company.
- (5) Remuneration proposed: Rs. 1,25,000/- per month
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration is less than the industry standards. He is being paid the remuneration as per Schedule V only and not as per the market standards.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mrs. Rashmi Mahajan being herself the appointee, Mr. Arvind Mahajan being her spouse, Mr. Akhil Mahajan being her Son & Mrs. Dimple Mahajan being her daughter in law disclosed their interest in the matter.

Other information: NA

Dated: 05/08/2024

Place: Panchkula

By order of the Board
For Uniroyal Industries Limited

(Arvind Mahajan)
Managing Director
DIN : 00007397



Compliance Certificate

To

The Board of Directors
Uniroyal Industries Limited
Plot No. 365, Phase II,
Industrial Estate,
Panchkula, Haryana

I, Arvind Mahajan, Managing Director certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2024 and that to the best of my knowledge and belief :
- (i) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standard, applicable laws and regulations.
- (b) To the best of my knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and Audit Committee that there has been:
- (i) No change in internal controls during the year;
 - (ii) No change in accounting policies during the year;
 - (iii) No instance of fraud of which I have become aware of and/or the involvement therein of any of the management or any employee of the company.

For Uniroyal Industries Limited

(Arvind Mahajan)
Managing Director
DIN : 00007397

Place: Panchkula
Date: 17/05/2024

Certificate pursuant to section 164(2) of the Companies Act, 2013

To,

The Members
Uniroyal Industries Limited,
Plot No. 365, Phase II,
Industrial Estate,
Panchkula, Haryana

We have examined the relevant records and books of the above named company. We state that the company has duly filed the annual accounts and annual returns and there is no default in repayment of deposits and interest thereon as described in section 164 of the Companies Act, 2013.

In our opinion and to the best of our information and according to the explanations given to us, we certify that no director is disqualified from being appointed as director of the company under section 164 of the Company Act, 2013

For GOPAL BHARGAWA & CO.,
Chartered Accountants

(Gopal Bhargawa)
Proprietor
M.No. 531619
Firm Regn. No. 026816N

Place: Panchkula
Date: 17/05/2024