

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 20th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Friday, 27th September, 2013 at 10.00 a.m. at Hotel Prabhat Inn Sector 10, Panchkula to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 and the Statement of Profit & Loss Account for the financial year ended on that date and the Reports of Board of Directors and Auditors' thereon.
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 a director in place of Mr. K K Malik who retires by rotation and being eligible offers himself for re-appointment.
5. 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 a remuneration to be fixed by the Board."

SPECIAL BUSINESS

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

"RESOLVED THAT pursuant to Section 269, 309, 310, 311 and other provisions applicable, if any, of the Companies Act, 1956 read with Schedule XIII, and subject to the approval of the members of the company, Mrs. Rashmi Mahajan be and is hereby re-appointed as Executive Director of the company for a period of 3 years w.e.f. 1st April, 2013.

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.



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

- | | | | |
|----|-----------------------------|---|--|
| A. | Salary | : | Rs. 1,00,000/- (Rs. One Lac only) per month. |
| B. | Housing | : | The appointee shall be provided by the company a rent free furnished accommodation with watchman 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 his 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 | : | Provision 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 |

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 a rate not exceeding half a month's salary for each completed year of service, and
- (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 in Clause (A) to Clause (H) above shall not exceed the limit of remuneration prescribed under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956.

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."

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

"RESOLVED THAT pursuant to Section 269, 309, 310, 311 and other provisions applicable, if any, of the Companies Act, 1956 read with Schedule XIII, approval of the members of the company be and is hereby accorded to the following salary structure for the remaining period of tenure of Mr. Abhay Mahajan, Executive Director of the company w.e.f 1st October, 2012.

- | | | | |
|----|-----------------------------|---|---|
| A. | Salary | : | Rs. 1,25,000/- (Rs. One Lac Twenty Five Thousand only) per month. |
| B. | Medical reimbursement | : | The company shall reimburse the medical expenses incurred and his family. |
| C. | Club Fee | : | Fee of clubs subject to maximum of two clubs, including admission and life membership fees. |
| D. | Personal Accident Insurance | : | Premium not to exceed Rs. 10,000 per annum. |
| E. | Leave travel | : | First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year. |
| F. | Car | : | Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee. |
| G. | 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. |

- H. 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 a rate not exceeding half a month's salary for each completed year of service, and
 - (c) Encashment of leave during/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 prescribed under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956.
- Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Abhay Mahajan will be paid the aforesaid remuneration as minimum remuneration."

8. To consider and thought fit, to pass with or without modifications, the following resolution as ordinary resolution:-

"RESOLVED THAT Mr. Hassan Sing Mejie, who retire as Additional Director at this Annual general meeting of the company be and is hereby re-appointed as Director of the company".

Dated: 30th July 2013

Place: Panchkula

By order of the Board

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. Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 6, 7 and 8 is enclosed herewith and form part of this meeting notice.
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 24th September, 2013 to 27th September, 2013 (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 224 of the Companies Act, 1956, they would retire as auditors at the forthcoming 20th Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM NO. 6

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, 2010. Her term of appointment has expired on 31st March, 2013.

The Remuneration Committee in its meeting held on 25th March, 2013 has recommended her re-appointment as Executive Director on the remuneration given in above proposed resolution. Following the recommendations of the Remuneration Committee, the Board of Directors has re-appointed Mrs. Rashmi Mahajan as Executive Director of the company for another term of 3 years w.e.f. 1st April, 2013.

Appointment has been made under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 because



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the Remuneration Committee has approved the appointment & payment of remuneration and the company has not committed any default in repayment of its debts or interest payable thereon.

As per Schedule XIII of the Companies Act, 1956, approval of the members of the company by way of special resolution is required for her re-appointment. Therefore, the proposed resolution is being placed before the members for their approval.

Mrs. Rashmi Mahajan being herself the appointee, Mr. Arvind Mahajan being her husband, Mr. Akhil Mahajan and Mr. Abhay Mahajan being her sons are interested in the proposed resolution. No other director is concerned or interested, in the proposed resolution.

ITEM NO. 7

Mr. Abhay Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st April, 2012.

He is looking after the Marketing department of the company. The Remuneration Committee in its meeting held on 31st October, 2012 has considered and recommended the enhancement of remuneration of Mr. Abhay Mahajan.

Remuneration has been enhanced under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 because the Remuneration Committee has approved the appointment & payment of remuneration to Mr. Abhay Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

As per Schedule XIII of the Companies Act, 1956, approval of the members of the company by way of special resolution is required for his re-appointment. 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.

ITEM NO. 8

Mr. Hassan Singh Mejie was appointed as Additional Director on 1st December, 2012. In terms of section 260 of the Companies Act, 1956, he will hold this office only up to the date of forthcoming 20th Annual General Meeting of the company.

Now, it is proposed that Mr. Hassan Singh Mejie be regularized as a director of the company.

Mr. Hassan Singh Mejie is a MBA (UK) with specialization in Production and has an experience of over 35 years

REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of the Listing Agreement with the Stock Exchange)

(1) Company's Philosophy on Corporate Governance

Your company believes that good Corporate Governance practices are crucial for enhancement and retention of stakeholders trust. Your Company has set out the required practice of Corporate Governance keeping in view the size, complexity and its traditional ethical values. The accountability, integrity and responsibilities in dealings with employees, shareholders, consumers and community at large are of utmost importance. The Company believes to achieve the global standards of corporate conduct towards all stakeholders, which needs to be better managed and governed and to align its activities with national interest. The culture of transparency, new development capabilities, identifying opportunities for value creation have been embedded in each and every employee of the company.

The company has adhered to the underlying principles of Corporate Governance and has made compliance with the corporate governance as an integral part of its day to day operations. The company believes in enhancing overall shareholders' wealth over a sustained period of time.

(2) Board of Directors

(a) Composition and category of Directors:

The existing strength of Board of Directors is four (4) whole time Directors including Chairman cum Managing Director and five (5) non executive Independent directors. The Executive Chairman of the Board of directors is a promoter Director. None of the non executive directors have any material pecuniary relationship or transactions with the company.

The Directors on the Board are experienced and competent persons from their respective fields. The independent Directors take active part in the Board and Committee Meeting which add value to the decision making process of the Board.

The composition of the Board of Director is in conformity with the Corporate Governance requirements.

(b) Attendance of Directors:

During the year 2012-13, the Company has held 10 Board Meetings as on 16h April 2012, 1st May, 2012, 11th May, 2012, 30th May, 2012, 30th July 2012, 28th September, 2012, 31st October, 2012, 30th November, 2012, 31st January 2013 and 25th March, 2013. The following table gives details of Directors, attendance of directors at the Board Meetings and at the last annual general meeting, the number of membership held by the directors in the Board/ committees of various companies.

Name of the Director	Category	Attendance Particulars		No. of other Directorship and Committee member/Chairmanship including UIL & other public limited companies			Share holding as on 31.03.13
		Board Meetings	Last A G M	Other Directorship	Committee Membership	Committee Chairmanship	Numbers (%age)
Sh. Arvind Mahajan	E-NI (M.D).	7	Yes	3	1	-	1882553 (22.77%)
Smt. Rashmi Mahajan	E-NI	7	Yes	1	1	-	409469 (4.95%)
Sh. Akhil Mahajan	E-NI	10	Yes	3	1	-	390125 (4.72%)
Sh. Abhay Mahajan	E-NI	10	Yes	1	-	-	452770 (5.48%)
Sh. K. K. Malik	NE-I	2	No	-	-	-	NIL
Sh. Anirudh Khullar	NE-I	9	No	-	-	3	500 (0.006%)
Sh. Sushil Gupta	NE-I	5	No	1	2	-	NIL
Sh. Pardeep Aggarwal	NE-I	-	No	-	2	-	3000 (0.036%)
Sh. Hassan Singh Mejie	NE-I	1	No	1	-	-	NIL

NE: Non Executive; NI-Non –Independent; M.D- Managing Director; E: Executive I-Independent

(C) Particulars of the Directors seeking Appointment/Reappointment at the forthcoming Annual General Meeting

Mr. Akhil Mahajan, Mr. Abhay Mahajan and Mr. K K Malik are directors liable to retire by rotation. Being eligible they have offered themselves for re-appointment. The Board of Directors have recommended their re-appointment as Directors of the company.

Mrs. Rashmi Mahajan was appointed as Executive Director of the company w.e.f. 1st April, 2013 in the Board Meeting held on 25th March, 2013. Her appointment is subject to the approval of the shareholders by way of Special Resolution in the Annual General Meeting. The same is therefore being placed before the shareholders in the forthcoming Annual General Meeting.

Mr. Hassan Singh Mejie was appointed as Additional Director of the company w.e.f. 1st December, 2012. His appointment is up to the coming Annual general Meeting. He has been proposed to be appointed as regular Director.

(3). Audit Committee

(a) Brief description of terms of reference

The Board approved terms of reference to the Audit Committee include all the matters provided in revised clause 49 of the Listing Agreement and section 292A of the Companies Act 1956 which inter alia includes;

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of external auditor, fixation of audit fee.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management the annual financial statements before submission to the board for approval with particular reference to:
 - a) Matters required to be included in the Director's Responsibility Statement to be included in Board's report in terms of clause (2AA) of section 217 of the company Act, 1956
 - b) Change, if any, in accounting policies and practices and reason for the same
 - c) Major accounting entries involving estimates based on the exercise of judgment by Management.
 - d) Significant adjustments made in the financial statement arising out of audit findings.
 - e) Compliance with listing and other legal requirements relating to financial statements.



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- f) Disclosure of any related party transactions.
 - g) Qualification in the draft audit report.
 5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
 6. Reviewing with the Management, performance of statutory and internal auditors, and adequacy of internal control systems.
 7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 8. Discussion with internal auditors any significant findings and follow up thereon.
 9. Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
 10. Discussion with statutory auditors before the audit commences, about the nature and scope of audits as well as post-audit discussion to ascertain any area of concern.
 11. To look into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
 12. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
 13. Reviewing the company's risk management policies.
 14. Reviewing any changes in the accounting policies or practices as compared to the last completed financial year and commenting on any deviation from the Accounting Standards.
 15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- The audit Committee is empowered pursuant to its terms of reference to:
1. Investigate any activity within its terms of reference and to seek any information it requires from any employee
 2. Obtain legal or other independent legal advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

(b) Composition of Committee

An Audit Committee was constituted by the Board comprising three Independent and non- Executive Directors:

During the financial year ended 31st March, 2013, the Audit Committee met 5 times on 16th April 2012; 30th May 2012; 30th July 2012, 31st October, 2012 and 31st January, 2013. Attendance was as under:

Name of Members	Category	Status	Number of meetings attended
Sh. Anirudh khullar	NE-I	Chairman	5
Sh. Sushil Gupta	NE-I	Director	5
Sh. Pradeep Aggarwal	NE-I	Director	-

(4) Remuneration Committee:

This is a non-mandatory requirement of clause 49 of the listing agreement. The Board has however formed a remuneration committee in terms of Schedule XIII to the Companies Act, 1956. The Broad terms of reference of the Remuneration committee include all the matters provided in Schedule XIII to the Companies Act 1956 which inter alia includes approval of remuneration of Managing Director, Executive Directors after taking into account the financial position of the company.

The remuneration committee determines, on behalf of the board and shareholders, as per agreed terms of reference, the company's policy on specific remuneration packages for Executive Directors. The Remuneration Committee has the power to determine and recommend to the Board the amount of remuneration including performance based incentive and perquisites payable to Executive Directors. The Committee ensures that the remuneration by way of salary and other allowances and monetary value of the perquisites is within the overall limit as specified under the Companies act, 1956.

The Remuneration committee comprises of three members viz: Sh. Anirudh Khullar- Chairman, Sh. Sushil Gupta and Sh. Pradeep Aggarwal as members. All the three members are Independent and Non-Executive Directors. During the financial year 2012-13, remuneration committee twice i.e on 31st October, 2012 and 25th March, 2013. Attendance was as under:

Name of Members	Category	Status	Number of meetings attended
Sh. Anirudh khullar	NE-I	Chairman	2
Sh. Sushil Gupta	NE-I	Director	2
Sh. Pradeep Aggarwal	NE-I	Director	-

Details of Remuneration paid

I. Executive Directors

Name	Salary/Commission /Bonus	Perquisites	Provident Fund/ Retirement Benefits	Appointed as executive Director from
Mr. Arvind Mahajan	2816000	210403	NIL	20.04.2012
Mrs. Rashmi Mahajan	1253500	826772	NIL	01.04.2013
Mr. Akhil Mahajan	1566000	133111	NIL	01.09.2011
Mr. Abhay Mahajan	1506000	242734	NIL	01.04.2012

II. Non-executive Directors:

The company has not paid sitting fees for attending the Board/ Committee meetings to Non-executive Directors.

(5) Share Transfer cum Investors Grievance Committee

Your company has a Share Transfer cum Investors Grievance Committee under the Chairmanship of Sh. Anirudh Khullar, Non Executive director of the company along with other 3 members Smt. Rashmi Mahajan; Sh. Arvind Mahajan and Sh. Akhil Mahajan.

The terms of reference of the Committee are under:

1. To approve the transfer/transmission of the securities of the company and oversee and review all matters connected with the transfer/transmission of the securities of the company.
2. To issue new certificates of securities of the company on split up or consolidation and issue of duplicate certificates of securities of the company against lost /torn/mutilated certificates etc.
3. To issue new certificates of securities in case of change in denomination of the securities of the company.
4. To decide on any matters relating to the securities of the company whether in physical or dematerialized form.
5. To formulate and implement the Company's code of conduct for prohibition of Insider trading in pursuance of SEBI (Prohibition of Insider Trading) regulations, 1992 and review and monitor its compliance.
6. To appoint and/or remove Compliance Officer of the company for complying with the requirements of the SEBI (Prohibition of Insider Trading) regulations and the Listing agreements entered into with various Stock Exchanges.
7. To appoint and/or remove the Registrar and Transfer Agent of the company and for that purpose to authorize any officer of the company to enter into Tripartite Agreement with the Registrar and Transfer Agent and depositories.
8. To review the performance of the Registrars and Transfer agents and recommend measures for improvement in the quality of investor service.
9. To look into the redressal of shareholders and investor complaints of any nature including but not limited to the following :
 - (a) Transfer of Securities.
 - (b) Non receipt of Balance Sheet.
 - (c) Non receipt of declared dividend.
 - (d) Change of address of shareholders.
 - (e) Non receipt of shares in Physical or dematerialized form.
 - (f) Shareholders complaints of other nature forwarded to the company by the stock Exchanges /SEBI.
 - (g) Correction/change of in bank mandate on refund orders.
 - (h) Other complaints of similar nature received from shareholders.
10. Any other matter to be delegated under any applicable law or regulation or rules applicable to the company.
11. To delegate all or any of the powers mentioned above to any officer of the company and/or to the registrar and Share Transfer Agents appointed by the company.

The share transfer committee considers share transfer approvals once in a fortnight. However since there were no transfers in some of the fortnights, nine meetings of the Share Transfer Cum Investor Committee were held during the year. All the complaints received during the financial year under review were duly redressed to the complete satisfaction of the respective shareholders expeditiously. As on 31st March, 2013, no complaint was pending for redressal and no shares were pending for transfer/dematerialization.



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Name of Director	Category	Status	No. of Meetings attended
Mr. Anirudh Khullar	NE-I	Chairman	9
Mr. Akhil Mahajan	E-NI	Member	9
Mr. Arvind Mahajan	E-NI	Member	9
Mrs. Rashmi Mahajan	E-NI	Member	9

(6) Code of conduct

The Board of Directors has laid down a Code of Conduct for all the Board members and senior management personnel of the company which is widely circulated amongst members of the Board and senior management personnel. The members of the Board and senior management personnel have affirmed compliance of the said code of conduct. A declaration signed by the chairman is attached herewith.

(7) Management Discussion & Analysis Report

The Management Discussion & Analysis Report (MD & A) forms part of the Annual Report.

(8) General Body Meetings:

(a) The last three Annual General Meetings were held as under:-

Year	Location	Time	Date
2009 - 10	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	30.09.2010
2010 - 11	Hotel Parbhat Inn, Sector 10, Panch kula, Haryana.	10.00 a.m.	28.09.2011
2011 - 12	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	28.09.2012

(b) There was no special resolution required to be approved by way of postal ballot in respect of any subject placed before the shareholders in the last Annual General Meeting. All the resolutions passed in the General Meeting were passed through show of hands.

(9) Disclosures:

- Disclosures on related party transactions are given as per Point No.13 of Note No. "28"U Notes of Accounts to Balance sheet. The company has entered into transactions with inter related parties for sale & purchases of materials. The terms & conditions and prices at which these transactions were made are reasonable having regard to prevailing market prices at the relevant times. Adequate care was taken to ensure that the potential conflict of interests did not harm the interests of the Company at large.
- No penalty of strictures has been imposed on the company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market, for non-compliance by the company during the last three years.
- The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. No person has been denied access to the Audit committee during the year under report.
- The company has complied with all mandatory requirements laid down by the clauses 49. The non-mandatory requirements complied with have been disclosed at the relevant places.

(10) Means of Communication:

- The annual, half-yearly and quarterly results are submitted to the stock exchanges immediately after these are taken on record by the Board in accordance with the Listing Agreement and normally published in newspapers like Business Standard (English) & Business Standard (Hindi).
- Management Discussion & Analysis forms a part of Annual Report.

(11) General Shareholder Information:

- 20th Annual General Meeting to be held on 27th September, 2013.**
- Financial Calendar (Tentative)**

S No.	Particulars	Date
1	Financial year ending	31st March 2014
2	1st Quarter Results	On or before 15th August, 2013
3	2nd Quarter Results and half yearly results	On or before 15th November, 2013
4	3rd Quarter Results	On or before 15th February, 2014
5	4th Quarter Results	On or before 30th May, 2014
6	Annual General Meeting for period ending 31.03.2014	On or before 30th September, 2014

(c) Date of Book Closure:

From 24th September, 2013 to 27th September, 2013 (Both days inclusive)

(d) Dividend payment date:

Due to deployment of funds in the business operations of the Company no dividend was recommended by the Board of Directors of the company.

(e) Listing at Stock Exchanges:

The Stock Exchange, Mumbai,
The Delhi Stock Exchange Assn. Ltd.

(f) Stock Code

BSE Code 521226
ISIN number for NSDL/ CDSL INE 980D01019

(g) Market Price Data and Comparison to broad based indices:

MONTH	MARKET PRICE (RS.)		BSE INDEX	
	High	Low	High	Low
April, 2012	5.01	4.24	17664.12	17010.16
May, 2012	5.25	4.02	17432.33	15809.71
June, 2012	5.06	4.11	17448.48	15748.98
July, 2012	5.19	4.21	17631.19	16598.48
August, 2012	5.04	4.26	17972.54	17026.97
September, 2012	4.84	3.50	18869.94	17250.80
October, 2012	4.99	3.85	19137.29	18393.42
November, 2012	4.87	3.90	19372.70	18255.69
December, 2012	5.11	3.93	19612.18	19149.03
January, 2013	5.66	4.21	20203.66	19508.93
February, 2013	5.55	4.33	19966.69	18793.97
March, 2013	4.43	3.40	19754.66	18568.43

(h) Registrar & Transfer Agents:

M/s Link Intime India Private Ltd.
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase –I,
Near PVR Cinema
New Delhi-110028

(i) Share Transfer System:

The Company has appointed M/s Link Intime India Private Ltd. as share transfer agents for handling the share registry work in both the physical and demat segments. The Share Transfer cum Investors Grievance Committee of the Company approves the transfer of shares on fortnightly basis and share certificates are dispatched within a period of 30 days from the date of receipt, if the documents are found complete in all respects.

(j) Distribution of Shareholding:

(a) Distribution of equity Shareholding as on 31.03.2013 is as below:



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Shareholding of Nominal value (Rs.)	No. of Shareholders	%	No. of Shares	%
Upto 2500	6427	81.221	689425	8.338
2501-5000	631	7.974	267818	3.239
5001-10000	430	5.434	377379	4.564
10001-20000	200	2.527	322180	3.896
20001-30000	61	0.771	164785	1.993
30001-40000	41	0.518	147152	1.780
40001-50000	22	0.278	106853	1.292
50001-100000	49	0.619	349412	4.226
100001 & above	52	0.658	5843716	70.672
Total	7913	100.00	8268720	100.00

(b) Pattern of Shareholding as on 31.03.2013 is given below:

Category of Shareholders	No. of Shares Held	%
Promoters	3458867	41.83
Financial Institutions, Bank and Mutual funds	4000	0.05
Private Bodies Corporate	1396389	16.89
NRIs, Foreign Nationals, OCBs, And FIIs	124443	1.50
Indian Public	3285021	39.73
Total	8268720	100.00

(k) **Dematerialization of Shares & Liquidity:**

The shares of the company are in compulsory demat segment and are available for trading in the depository system of both National Securities Depository Limited and Central Depository Services (India) limited. As on 31st March, 2013, 65,35,490 equity shares of the company forming 79.04 percent of the share capital of the company, stand dematerialized.

(l) The Company has never issued any GDRs/ADRs or warrants or any other Convertible instruments.

(m) **Location of Plant:** 365, Industrial Estate, Phase II
Panchkula (Haryana)-134113

(n) **Address for Correspondence:** 365, Industrial Estate, Phase II
Panchkula (Haryana)-134113

12. **Compliance Certificate from Auditors of the Company:**

To,

The Members of Uniroyal Industries Limited,

We have examined the compliance of conditions of Corporate Governance by M/s Uniroyal Industries Limited for the year ended on 31st March, 2013 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of the Corporate Governance is the responsibility of the management. Our Examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per record maintained by the Share Transfer cum Investors Grievance Committee

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Panchkula
Date: 30th May, 2013

For A G P R S & Associates
Chartered Accountants
Sd/-
(Pankaj Khullar)
Partner
Firm Regn. No. 006943N