

Addendum To Notes To Annual General Meeting Notice

Dated 30th July, 2014

10. 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 clause 35B of Listing Agreement, 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 21st Annual General Meeting to be held on 30th September 2014, 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:

1. The e-voting facility is available at the link 'www.evotingindia.com'
2. The e-voting facility will be available during the following voting period:

Start Date & Time	End Dated & Time
25th September 2014 10:01 Hrs.	26th September 2014 18:00 Hrs.

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website 'www.evotingindia.com'
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" alongwith "Uniroyal Industries Limited" from the drop down menu and click on "SUBMIT"
- (iv) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For CDSL: 16 digits beneficiary ID. For NSDL: 8 Character DP ID followed by 8 digits Clients ID.	Folio Number registered with the Company

And then enter Captcha Code as displayed and click on Login.

- (v) If you are holding shares in Demat form and had logged on to 'www.evotingindia.com' and casted your vote earlier for EVSN of any company, then your existing password is to be used. If you are a first time user follow the steps given below.

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholder as well as physical shareholders) • Physical/Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio no in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Rahul with folio number 1234 then enter RA00001234 in the PAN field. • Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/NSDL client ID. For example; in case of name is Rahul and Demat A/c. No. is 12058700 00001234 then default value of PAN is RA00001234.
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.

*Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company the number of shares held by you as on August 29, 2014 in the Dividend Bank Details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the EVSN screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter login password in the new password field. Kindly not 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN of Uniroyal Industries Limited.
- (x) 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.
- (xi) Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to '**www.evotingindia.co.in**' and register themselves as Corporates. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- (xvii) 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.co.in**' under help section or write an email to helpdesk.evoting@cdslindia.com.

3. General Instructions

- a The e-voting period commences on 25th September 2014 from 10:01 Hrs to end on 26th September 2014 at 18:00 Hrs. During this period, the shareholders of the Company, holding shares either in physical form or dematerialised form, as on the cut-off date 29th August 2014 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the share holder, the shareholder shall not be allowed to change it subsequently.
- b The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off dated 29th August 2014.
- c The Board of Directors of the Company has appointed Mr. Manish Aggarwal Practicing Company Secretary (C.P. No. 7055), to act as scrutinizer for conducting the e-voting process in a fair and transparent manner.
- d The Scrutinizer shall, on or before 28th September 2014, unlock the votes in presence of at least two witnesses, not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- e The results shall be declared on or before 1st October 2014. The result declared along, with the Scrutinizer's Report shall be placed on the Company's website: 'www.uniroyalgroup.com' and on the **website of CDSL: 'www.cdslindia.com'** within two days of passing of the Resolutions at the Annual General Meeting of the Company and communicated to BSE Limited and Delhi Stock Exchange Limited.

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 21st Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Tuesday, 30th September, 2014 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, 2014, 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, 2014
2. To appoint a director in place of Mrs. Rashmi Mahajan who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a director in place of Mr. Sushil Gupta who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Pardeep Aggarwal 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 such remuneration as shall be fixed by the Board of directors of the company."

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 196 and 197 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V, 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 April, 2014.

- | | | | |
|----|---------------|---|---|
| A. | Salary | : | Rs. 2,00,000/- (Rs. Two Lac only) per month. |
| B. | Medical | : | The company shall reimburse the medical. |
| | Reimbursement | : | expenses incurred for the appointee and his family. |



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- C. Club Fee : Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- D. Personal : Premium not to exceed Rs. 10,000 per annum.
Accident Insurance
- 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 Section II of Part 2 of Schedule V to the Companies Act, 2013.
- 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."

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

"RESOLVED THAT pursuant to Section 196 and 197 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V, 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. Akhil Mahajan, Executive Director of the company w.e.f 1st April, 2014.

- A. Salary : Rs. 2,00,000/- (Rs. Two Lac only) per month.
- B. Medical : The company shall reimburse the medical expenses incurred for the appointee and his family.
Reimbursement
- C. Club Fee : Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- D. Personal : Premium not to exceed Rs. 10,000 per annum.
Accident Insurance
- 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 Section II of Part 2 of Schedule V to the Companies

Act, 2013.

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

By order of the Board

Dated : 30th July, 2014
Place : Panchkula

Sd/-
(Akhil Mahajan)
Executive 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 101 of the Companies Act, 2013 in respect of item no. 6 and 7 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 27th September, 2014 to 30th September, 2014 (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 21st Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.

EXPLANATORY STATEMENT PURSUANT TO SECTION 101) OF THE COMPANIES ACT, 2013.

ITEM NO. 6

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 15th March, 2014 has considered and recommended the enhancement of remuneration of Mr. Abhay Mahajan.

Remuneration has been enhanced under Section II of Part 2 of Schedule V to the Companies Act, 2013 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 V of the Companies Act, 2013, 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. 7

Mr. Akhil Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st September, 2011.

He is looking after the Finance department of the company. The Remuneration Committee in its meeting held on 15th March, 2014 has considered and recommended the enhancement of remuneration of Mr. Akhil Mahajan.

Remuneration has been enhanced under Section II of Part 2 of Schedule V to the Companies Act, 2013 because the Remuneration Committee has approved the appointment & payment of remuneration to Mr. Akhil Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

As per Schedule V of the Companies Act, 2013, 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. 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.

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 2013-14, the Company has held 8 Board Meetings as on 30th May, 2013, 2nd July, 2013, 30th July 2013, 31st October, 2013, 20th December, 2013, 27th January 2014, 31st January, 2014 and 15th March, 2014. 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 31.03.14
		Board Meetings	Last A G M	Other Directorship	Committee Membership	Committee Chairmanship	Numbers (%age)
Sh. Arvind Mahajan	E-NI (M.D).	7	Yes	2	1	-	2021848 (24.45%)
Smt. Rashmi Mahajan	E-NI	8	Yes	1	1	-	410969 (4.97%)
Sh. Akhil Mahajan	E-NI	8	Yes	1	1	-	390125 (4.72%)
Sh. Abhay Mahajan	E-NI	7	Yes	1	-	-	713475 (8.63)
Sh. K. K. Malik	NE-I	1	No	1	-	-	NIL
Sh. Anirudh Khullar	NE-I	6	No	-	-	3	500 (0.006%)
Sh. Sushil Gupta	NE-I	4	No	2	2	-	NIL
Sh. Pardeep Aggarwal	NE-I	-	No	2	2	-	3000 (0.036%)
Sh. Hassan Singh Meje	NE-I	2	No	3	-	-	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
Mrs. Rashmi Mahajan, Mr. Sushil Gupta and Mr. Pardeep Aggarwal 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.

(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.
 - 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



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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, 2014, the Audit Committee met 4 times on 30th May 2013 ; 30th July 2013, 31st October, 2013 and 31st January, 2014. Attendance was as under:

Name of Members	Category	Status	Number of meetings attended
Sh. Anirudh khullar	NE-I	Chairman	4
Sh. Sushil Gupta	NE-I	Director	4
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 V to the Companies Act, 2013. The Broad terms of reference of the Remuneration committee include all the matters provided in Schedule V to the Companies Act, 2013 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 2013-14, remuneration committee once i.e on 15th March, 2014. Attendance was as under:

Name of Members	Category	Status	Number of meetings attended
Sh. Anirudh khullar	NE-I	Chairman	1
Sh. Sushil Gupta	NE-I	Director	1
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	27,08,400	3,06,369	NIL	20.04.2012
Mrs. Rashmi Mahajan	12,58,400	7,91,213	NIL	01.04.2013
Mr. Akhil Mahajan	15,70,900	1,84,474	NIL	01.09.2011
Mr. Abhay Mahajan	15,70,900	1,54,300	NIL	01.04.2012

II. Non-executive Directors:

The company has not paid any 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.

Three 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, 2014, 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	3
Mr. Akhil Mahajan	E-NI	Member	3
Mr. Arvind Mahajan	E-NI	Member	3
Mrs. Rashmi Mahajan	E-NI	Member	3

(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
2010 - 11	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	28.09.2011
2011 - 12	Hotel Parbhat Inn, Sector 10, Panch kula, Haryana.	10.00 a.m.	28.09.2012
2012 - 13	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	27.09.2013

(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" 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:

- 21st Annual General Meeting to be held on 30th September, 2014.
- Financial Calendar (Tentative)