

28th ANNUAL REPORT
2020-2021



Uniroyal
Industries Limited

BOARD OF DIRECTORS

Smt. Rashmi Mahajan	Managing Director
Shri Akhil Mahajan	Executive Director
Shri Arvind Mahajan	Director
Shri K.K. Malik	Independent Director
Shri Anirudh Khullar	Independent Director
Shri Sushil Gupta	Independent Director
Shri Hassan Singh Mejie	Independent Director

AUDITOR

GOPAL BHARGAWA & CO.
Chartered Accountants
2, Malviya Enclave,
Adjoining Siti Cable Office,
M.M. Malviya Road, Amritsar
Tel. : 98786-57966, 62385-48425

REGISTERED OFFICE CUM FACTORY

Plot No. 365, Phase-II,
Industrial Estate,
Panchkula - 134 113,
Haryana
Tel : 0172-2593592, 5066531-34
Fax : 0172-2591837

SHARE TRANSFER AGENTS CUM DEMAT REGISTRAR

Registrar & Share Transfer Agents:
Link Intime India Pvt. Ltd.
Plot Number Nh-2, Nobal Height,
First Floor, Janakpuri, Delhi - 110058,
Near Savitri Market, C1 Block
Tel: 91-011-49411000
Email: delhi@linkintime.co.in
Website: www.linkintime.co.in

BANKERS

HDFC Bank
Plot No. 28, Industrial Area,
Phase-1, Chandigarh-160 002

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Thursday, 30th September, 2021 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, 2021, 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, 2021.
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 Gopal Bhargawa & Co., 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

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 be and is hereby accorded by way of special resolution for ratification of the appointment of Mrs. Rashmi Mahajan as the Managing Director of the company for a period commencing from 20th April, 2021 till 30th September, 2021.

FURTHER RESOLVED THAT in consideration of her services as managing Director, Mrs. Rashmi Mahajan has been paid the following remuneration:

- A. **Salary:** Rs. 3,50,000/- (Rupees Three Lakh and Fifty Thousand Only) per month.
- B. **Commission:** As 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 was 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.
- D. **Medical reimbursement:** The company shall reimburse the medical expenses incurred for the appointee



and her 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 telephone shall be treated as perquisite of the appointee.

Other perquisites :

The appointee was also 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."
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 by way of special resolution for appointment of Mr. Arvind Mahajan as the Managing Director of the company for a period of 3 years commencing from 1st October, 2021 till 30th September, 2024.

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 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 her by the company.

- D. **Medical reimbursement:** The company shall reimburse the medical expenses incurred for the appointee and her 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 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:

- 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
- Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- 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.

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, 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 by way of special resolution for appointment of Mrs. Rashmi Mahajan as a Whole Time/Executive Director of the company for a period of 3 years commencing from 1st October, 2021 till 30th September, 2024.

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

- A. **Salary:** Rs. 1,25,000/- (Rupees One Lakh and 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 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.

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

RESOLVED THAT pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof), consent of the members be and is hereby accorded by way of special resolution for increase in remuneration of Mr. Akhil Mahajan, Executive Director of the company w.e.f. 1st October, 2020.

FURTHER RESOLVED THAT in consideration of his services as Executive Director, Mr. Akhil Mahajan shall be paid the following remuneration:

- A. Salary : Rs. 4,00,000/- (Rs. Four Lakh) per month.

- B. Commission : As may be decided by the board from time to time but not exceeding 0.75% of the turnover.
- C. Medical : The company shall reimburse the medical reimbursement 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 appointee.
- I. Other Perquisites : The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:
- (a) 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 specified in 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
For Uniroyal Industries Limited

Dated: 29/05/2021
Place: Panchkula

(Rashmi Mahajan)
Managing Director
DIN No. 00007538



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 **ANNXURE 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 **ANNXURE 2**.
5. Statement pursuant to Schedule V of the Companies Act, 2013 is annexed to the Notice as **ANNXURE 3**.
6. Compliance certificate issue by the Managing Director of the Company is annexed to the Notice as **ANNXURE 4**.
7. Compliance certificate issue by the Statutory Auditors of the Company is annexed to the Notice as **ANNXURE 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 28th Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.
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, 2021 to 30th September, 2021 (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 28th Annual General Meeting to be held on 30th September 2021, 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, 2021 9:00 a.m.> and ends on <29th September, 2021 5:00 p.m.>. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23.09.2021 record ate) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

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

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

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e -Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e -Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e -Voting services. Click on “Access to e -Voting” under e -Voting services and you will be able to see e -Voting page. Click on company name or e -Voting service provider name and you will be re -directed to e -Voting service provider website for casting your vote during the remote e -Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e -Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e -Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e -Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e -Voting page. Click on company name or e -Voting service provider name and you will be r edirected to e -Voting service provider website for casting your vote during the remote e -Voting period or joining virtual meeting & voting during the meeting.



Individual Shareholders holding securities in demat mode with CDSL	<ul style="list-style-type: none">Existing user who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistrationAlternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none">You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.Once login, you will be able to see e-Voting option. Once you click on e -Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e -Voting feature. Click on company name or e -Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.