

BOARD OF DIRECTORS

Chairman

Mr. Ravinder Mehra

Managing Director

Dr. Ashwan Kapur

Directors

Dr. Bhaskar Dutta

Mr. P. R. Khanna

Mr. S. L. Kapur

Mr. A. P. Gandhi

Mr. Arun Kumar Seth

Mr. Arun Mehra

Mr. Farhan S. Kidwai

Chief Finance Officer

Mr. Aditya Capoor

Company Secretary

Ms. Smriti Seth

Head Office

Khasra No. 360-361

Village Jonapur, Mehrauli,

New Delhi-110047

Registered Office

Jarthal Village Road

84 Km. Stone, Delhi-Jaipur Road,

P.O. Sangwari, Distt. Rewari

Haryana-123401

Corporate Office

C-15, Sector-57,

Noida-201307 (U.P.)

Auditors

S. N. Dhawan & Co.

Chartered Accountants

410, Ansal Bhawan

16, Kasturba Gandhi Marg,

New Delhi-110001

Bankers

Yes Bank Limited

Registrar & Share Transfer Agent

MAS Services Limited

T-34, 2nd Floor,

Okhla Industrial Area,

Phase-II, New Delhi-110020

Tel. : 011-26387281-83

Fax : 011-26387384

E-mail : info@masserv.com

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UNIPRODUCTS (INDIA) LTD.

Registered office: Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari, Haryana-123401

Phone: (01274) 249348-50 **Fax :** (01274) 249347

Website: www.unitexindia.com, **Email:** uniproducts@unitexindia.com

CIN: U45201HR1982PLC014785

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the members of **UNIPRODUCTS (INDIA) LIMITED** will be held at the Registered Office of the Company at Jarthal Village Road, 84 Km. Stone, Delhi-Jaipur Road, P.O. Sangwari, Distt. Rewari, Haryana-123401, on Tuesday, September 27, 2016 at 11.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2016 and the Reports of the Auditors and Board of Directors thereon.
 - b) The Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2016 and Report of Auditors thereon
2. To appoint a Director in place of Mr. Arun Kumar Seth (Din: 00794656), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT M/s S. N. Dhawan & Co., Chartered Accountants (Firm Regn. No. 000050N), be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of Audit Committee."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Companies (Share Capital and Debentures) Rules, 2014 as amended, other applicable laws and Memorandum and Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board") to issue and allot equity shares of the Company of face value Rs. 10/- each, on preferential basis to Yes Bank Limited, 48, Nyaya Marg, Chanakyapuri, New Delhi - 110021 or an assignee thereof ("Lender"), at such price and on such terms and conditions as may be agreed by the Board, upon exercise of option by the Lender for conversion of the Term Loan facility ("Facility") and Working Capital facility ("Facility") of up to Rs. 126.42 Crore to be availed from Yes Bank Limited, in case of an Event of Default in terms of the facility Agreement that may be entered into between the Company and the Lender and in the event of Strategic Debt Restructuring Scheme as per circular no. DBR.BP.BC.No.101/21.04.132/2014-15, as amended or modified or replaced from time to time by the Reserve Bank of India on 8 June 2015.

RESOLVED FURTHER THAT the new Equity Shares of Rs. 10/- each, to be allotted post conversion of the Facility, and shall rank pari-passu in all respects with and carry the same rights as the existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, and things as it may in its absolute discretion deem necessary,

proper or desirable and to settle any question, difficulty or doubt that may arise in regard to the offer / issue, allotment, size and terms and conditions of the offer / issue, including but not limited to valuation of the equity shares and the premium to be charged at the time of conversion, if any, to accept and give effect to any modifications, changes, variations, alterations, deletions and additions as the Board may decide in its absolute discretion in the best interest of the Company without requiring any further approval of the members, to finalize and execute all documents and writings and to give such directions and / or instructions as may be necessary, proper, desirable or expedient as it may deem fit from time to time.

RESOLVED FURTHER THAT the acts, deeds and things already done in this regard, by and with the authority of the Board, be and are hereby confirmed, approved and ratified.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to negotiate and accept such terms and conditions as may be imposed or required by the Lenders arising from or incidental to the aforesaid including any modifications required from time to time and to do all such acts and things as may be necessary to give effect to the above resolution."

By order of the Board
For **UNIPRODUCTS (INDIA) LTD.**

Place : Noida
Date : August 17, 2016

Registered Office:
Jarthal Village Road
84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari,
Haryana-123401

DR. ASHWAN KAPUR
Managing Director
DIN : 00568432
Address : 15 , Ring Road,
Lajpat Nagar- IV, New Delhi-110024

NOTES

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (the Meeting) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 (FIFTY) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SAME PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY DOES NOT HAVE THE RIGHT TO SPEAK AT THE MEETING AND CAN VOTE ON A POLL.
THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED AND SIGNED, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE MEETING IS ENCLOSED WITH THE NOTICE.
3. The Register of Members and Share Transfer Books of the company will remain closed from Wednesday, September 21, 2016 to Tuesday, September 27, 2016 (both days inclusive) in terms of the provisions of the Companies Act, 2013 for the purpose of Annual General Meeting.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/proxies/authorized representatives are requested to bring their attendance slip along with their copy of Annual Report to the meeting.
6. Relevant documents referred to in the Notice will be open for inspection by the members at the Registered Office of the Company during business hours on all working days up to the date of the Meeting.



7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
8. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
9. Members seeking clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
10. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company / MAS Services Limited.
11. Pursuant to Section 205A of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and no claim shall lie against the said fund or the Company for the amount so transferred. The unpaid/unclaimed dividend pertaining to the financial year 2008-09 will become due for transfer to IEPF on October 10, 2016. Those shareholders who have not encashed their dividend warrant for the financial year 2008-09 are, therefore, requested to immediately forward the same to the Company for revalidation.
12. Pursuant to Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them in physical form. Shareholders desirous of making nominations are requested to send their requests in prescribed form SH-13 (which will be made available on request) to the Registrar & Share Transfer Agent- M/s MAS Services Limited. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
13. The Relevant Details of Director proposed to be appointed/re-appointed, as required under Secretarial Standard-2 on General Meeting is also annexed as Annexure-A
14. The Annual Report 2015-16 including the Notice, Attendance Slip and Proxy Form is being sent through electronic mode only to the members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a physical copy of the same.

Members requiring a soft copy of the Annual Report may write to the Company at smriti@unitexindia.com and/or at the registered address of the Company.

For members who have not registered their email addresses, physical copies of the Annual Report 2015-16 including the Notice, Attendance slip and Proxy Form will be sent at their registered address through permitted mode.

Members whose e-mail ids are registered with the Company and who wish to receive printed copy of the Annual Report may send their request to the Company at its registered office address.
15. The Annual Report together with the Notice of the Annual General Meeting is also being hosted on the website of the Company www.unitexindia.com
16. Annual Report 2015-16 including the Notice of the 33rd Annual General Meeting is being mailed to all the members, whose names appear in the Register of Members / list of beneficial owners as furnished by the Depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on Friday, the 2nd September, 2016.
17. The members are requested to take the following steps to register their e-mail address and changes therein:
 - a. In respect of shares held in physical form, members should register their e-mail address with our Registrar and Share Transfer Agent, M/s Mas Services Limited at their website www.masserv.com and;

- b. In respect of shares held in demat mode, members should register their e-mail address with their respective Depository Participants and also with our Registrar and Share Transfer Agent, M/s Mas Services Limited at their website www.masserv.com
18. Voting through electronic means
- (i) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be considered at the Meeting by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- (ii) The facility for voting through ballot paper shall be made available at the Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through ballot paper.
- (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on September 24, 2016 (9:00 am) and ends on September 26, 2016(5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 20, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The procedure and instructions for remote e-voting are as under:
- I. In case of Members receiving e-mail from NSDL [for members whose e-mail addresses are registered with Company/Depository Participant(s)]:
- (a) Open e-mail and open PDF file viz. "UIL-remote e-Voting.pdf" with your client ID or Folio No. as password. The said pdf file contains your user ID and password for remote e-voting. Please note that the password is an initial password.
- (b) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- (c) Click on Shareholder - Login
- (d) Put user ID and password as initial password noted in step (a) above. Click Login
- (e) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (f) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (g) Select "EVEN" of "Uniproducs (India) Limited".
- (h) Now you are ready for remote e-voting as Cast Vote page opens.
- (i) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (j) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (k) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (l) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to shashikant@cacsindia.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving physical copy of Notice of the Meeting (for members whose e-mail addresses are not registered with Company/Depository Participant(s) or requesting physical copy):
- (a) Initial password is provided in the communication being sent separately



UNIPRODUCTS (INDIA) LTD.

- (b) Please follow all steps from Sl. No. (i) (b) to Sl. No. (i) (l) above, to cast vote.
- (vi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.:1800-222-990.
- (vii) If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (viii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (ix) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date of September 20, 2016
- (x) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 20, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (xi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting /voting at the Meeting through ballot paper.
- (xii) Mr. Shashikant Tiwari (ACS No. 28994) and failing him Mr. Lakhan Gupta (ACS No.36583) Practising Company Secretary has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the Meeting and remote e-voting process in a fair and transparent manner.
- (xiii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xiv) The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.unitexindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing.

By order of the Board
For UNIPRODUCTS (INDIA) LTD.

Place : Noida
Date : August 17, 2016

Registered Office:
Jarthal Village Road
84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari,
Haryana-123401

DR. ASHWAN KAPUR
Managing Director
DIN : 00568432
Address : 15 , Ring Road,
Lajpat Nagar- IV, New Delhi-110024

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 of the accompanying Notice dated August 17, 2016.

Item No. 4

The Company is availing credit facilities from Yes Bank Limited for its business requirements. Yes Bank Limited has been providing both working capital and term loan facilities to the Company under the agreed banking arrangements. The bank has recently reviewed the total requirements of the Company consequent to the expansion of its business and has enhanced the various facilities being provided to the Company vide its sanction letter no YBL/DEL/FL/0599/2016-17 and YBL/DEL/FL/0600/2016-17 dated August 17, 2016 issued for a total amount of Rs. 126.42 Crore.

Further, the Company has been directed by the Bankers to furnish an undertaking as per the instructions issued by the Reserve Bank of India, stating that in case of a default in repayment of term loans, the Bank may get the same converted into Equity in accordance with Strategic Debt Restructuring Scheme, circular no.DBR.BP.BC.No.101/21.04.132/2014-15, as amended or modified or replaced from time to time by the Reserve Bank of India on 8 June 2015 In view of the above, the requisite approval of the shareholders is being sought in terms of the provisions of Section 62(3) of the Companies Act, 2013 (the Act) and other applicable regulations.

As per the provisions of Section 62(3) of the Companies Act 2013, the Company may convert loan into Equity if the approval of members is taken by way of special resolution before raising such loan. Hence, the resolution in respect of existing term loan facility from Yes Bank Limited with an option to convert into equity is proposed for your approval.

Other than as stated below, the Company's directors, managers, key managerial personnel and their respective relatives are not concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding and/or directorship.

The Board of Directors of your Company recommends the resolution in Item no. 4 of the Notice for approval of the members as a special resolution.

By order of the Board
For UNIPRODUCTS (INDIA) LTD.

Place : Noida
Date : August 17, 2016

Registered Office:
Jarthal Village Road
84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari,
Haryana-123401

DR. ASHWAN KAPUR
Managing Director
DIN : 00568432
Address : 15 , Ring Road,
Lajpat Nagar- IV, New Delhi-110024



UNIPRODUCTS (INDIA) LTD.

ANNEXURE-A

Details of Director Seeking Re-Appointment at the ensuing Annual General Meeting of the Company.

Name of Director	Arun Kumar Seth
Age	74 years
Date of Appointment	17.11.2008
Qualifications	B.Sc.,MBA (Leeds)
Expertise in specific functional areas	Management
No. of Share held in the Company as on March 31, 2016	NIL
Terms & Condition of Re-Appointment	As per Company's Appointment and Remuneration Policy
Remuneration Drawn during the FY 2015-16	3.96 Lac
No. of Board Meeting attended during the year	4
Directorship held in other Companies as on March 31, 2016	Uniproducts Kyoshin Private Limited Juken Uniproducts Private Limited
Chairmanship/Membership of Board Committees as on March 31, 2016	Membership: Audit Committee : Uniproducts (India) Limited
Relationship with any other Director Inter-Se and KMPs of the Company	First cousin of Dr. Ashwan Kapur, Managing Director, Uniproducts (India) Limited

By order of the Board
For UNIPRODUCTS (INDIA) LTD.

Place : Noida
Date : August 17, 2016

Registered Office:
Jarthal Village Road
84 Km. Stone, Delhi-Jaipur Road,
P.O. Sangwari, Distt. Rewari,
Haryana-123401

DR. ASHWAN KAPUR
Managing Director
DIN : 00568432
Address : 15 , Ring Road,
Lajpat Nagar- IV, New Delhi-110024

DIRECTORS' REPORT

To The Members,

Your Directors have pleasure in presenting their 33rd Annual Report on the business and operations of the Company and the Audited Accounts for the Financial Year ended March 31, 2016.

FINANCIAL HIGHLIGHTS

The financial performance of the Company for the financial year ended March 31, 2016 is summarized below:

Particulars	Year ended	Year ended
	March 31, 2016	March 31, 2015
	(Rs. in lacs)	(Rs. in lacs)
Sales and other Income	23135.75	22,611.77
Gross Profit/Loss before Interest, Depreciation and Miscellaneous Expenditure written off	1431.12	1,738.18
Less : Interest	1255.23	1,113.34
Depreciation	1277.02	1,351.70
Profit/(Loss) before tax	(1101.13)	(726.86)
Provision for current tax (MAT)	-	-
Deferred tax (Assets)/Liability	(360.70)	(126.06)
Mat Credit Entitlement	39.27	-
Short/(Excess) Income Tax of earlier years	-	9.86
Profit/(Loss) after tax	(779.70)	(610.66)
Surplus brought forward	(126.71)	483.95
Profit available for appropriation	(906.41)	(126.71)
General Reserve	-	-
Proposed Dividend	-	-
Corporate Dividend Tax	-	-
Balance carried to the Balance Sheet	(906.41)	(126.71)

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Company has recorded an increase in sales in the financial year 2015-16 as compared with the year 2014-15. Overall sales increased by 2.39% against the previous year despite a continuing slowdown in the Indian economy.

The pre-tax loss incurred by the Company during 2015-16 is Rs.1101.13 lacs as compared to the pre-tax loss of Rs.726.86 lacs recorded during 2014-15. The loss after tax is Rs.779.70 lacs as compared with the loss after tax of Rs.610.66 lacs recorded during 2014-15. The automotive sector has remained in the grip of a slowdown, whereas heavy investments were made by the Company in anticipation of a higher growth rate based on the various orders received from the car manufacturers. This is the main reason for the poor performance of the Company during the year.

The Company will continue its efforts to reduce costs and improve efficiencies, tap new business opportunities, diversify its product portfolio, enhance value addition to its customer base and maximize capacity utilization with least cost to improve profitability. With these efforts the Company hopes to generate higher revenues and profitability.

The Company has also invested in new technology and assets for product diversification and to make available adequate manufacturing capacities for the growth that is certain to be achieved in the forthcoming years. It has also received orders for its products which will be supplied for various models of cars to be launched in the next financial year.



UNIPRODUCTS (INDIA) LTD.

The Company believes that the set back of the previous few financial years can be reversed only through strenuous efforts in achieving "customer delight" through manufacture of world class products at competitive prices. The Company intends to strengthen its resolve to follow the paradigm of "Customer is King", and to achieve this end, the Company has continued its efforts in implementing Total Productivity Management (TPM) techniques in production. It will continue to pursue lean manufacturing diligently for improving efficiencies, productivity & yield. Product diversification and new product development have been identified as thrust areas and several green, recyclable and lighter products have been launched over the years which now contribute steadily to the Company's turnover and profits. We continue to lay emphasis on safety, health, quality systems at all our plants and other cost reductions through VA/VE. Institution of energy audits and implementation of the recommendations to optimize energy consumption, as well as strict control over overhead costs is also given due importance.

Although the automotive sector may witness moderate growth during 2016-17, the long term outlook continues to be bullish with the car penetration being only 18 per thousand in India against 128 per thousand in China, and cars to be manufactured in India estimated to be around 7.5 million by the year 2020-21. India has become a hub for small cars, as well as for outsourcing of auto components as almost all major global car manufacturers have set up manufacturing facilities in India. Our Company is well established to participate in this growth story through its existing wide range of products which it supplies to most car manufacturers in India. The Company anticipates cost pressures, but plans to maintain its margins through improved productivity, cost reductions, VA/VE measures and focus on high value added products. Further your Company intends to continue to focus on increasing sales of its lifestyle division during 2016-17 by adding new products and new and improved as well as lower cost varieties to its existing product portfolio.

HIGHLIGHTS ON THE PERFORMANCE OF SUBSIDIARIES

AMOUNT (Rs. in Lacs)

Name of the Subsidiary Company	Total Revenue		Total Expense		Exceptional Items		Profit Before Tax		Tax		Profit After Tax	
	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16	2014-15	2015-16
Juken Uniproducts Pvt. Ltd.	2290.67	2439.32	2038.00	2244.95	-	-	252.67	194.37	82.71	65.49	169.96	128.88
Uniproducts Kyoshin Pvt. Ltd.	-	1.73	5.93	0.89	-	-	(5.93)	0.84	-	0.16	(5.93)	0.68

CONTRIBUTION OF SUBSIDIARIES/ASSOCIATE/JOINT VENTURE TO THE OVERALL PERFORMANCE OF THE COMPANY

During the period under review, the contribution of each subsidiary to the overall performance of the Company is as follows:

Amount (Rs.)

S.No.	Name of Subsidiary/Associate/Joint Venture Company	Contribution to the Overall Performance of the Company*
1.	Juken Uniproducts Pvt. Ltd.	85,99,698
2.	Uniproducts Kyoshin Pvt. Ltd.	33,979

* The aforesaid values are calculated on profit after tax figure and exclude the inter-company transactions.

DIVIDEND

As the Company has incurred losses during the year, your directors do not recommend dividend for the year ended March 31, 2016.

TRANSFER TO RESERVES

The Board of directors have not proposed any transfer to the general reserve due to the loss incurred during the year.