



# UNIROYAL MARINE EXPORTS LIMITED

Chairman	: Iype Mathew
Managing Director	: Anush K Thomas
Directors	: K.C.Thomas V.Mohanlal V.S.Nath Ram Nithya Alex
Chief Executive	: Thomas P Koshy
Company Secretary	: Joseph P.G
Chief Financial Officer	: Bindu Suresh
Auditors	: M/s. Kuruvilla & Indukumar Chartered Accountants Kochi – 682018
Secretarial Auditor	: Mr. Satheesh Kumar. N
Bankers	: 1. The Federal Bank Ltd Nadakkavu West Kozhikode - 673 011  2. Uco Bank Kozhikode - 673 001
Registered Office	: 11/19, Vengalam P O Chemanchery Panchayath Kozhikode Dist. Kerala-673 303, India. Ph :0496 – 2633781,2633782
Registrars & Share Transfer Agents	: S K D C Consultants Limited Kanapathy Towers, 3 <sup>rd</sup> Floor, 1391/A-1 Sathy Road, Ganapathy, Coimbatore 641006. ( Phone : 0422-6549995, Fax: 0422-2539837)
ISIN	: N S D L & C D S L-INE602H01010

**NOTICE**

Notice is hereby given that the 23<sup>rd</sup> Annual General Meeting of the members of Uniroyal Marine Exports Ltd. will be held at the Registered Office of the Company at 11/19, Vengalam P.O, Kozhikode District, Kerala – 673 303 on Saturday the 26<sup>th</sup> September 2015 at 2.30 p.m. to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. K C Thomas (DIN: 02239374), who retires by rotation and, being eligible, seeks re-appointment.
3. To re-appoint the 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 pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, M/s. Kuruvilla and Indukumar, Chartered Accountants (Registration No. 013882S), be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of 25<sup>th</sup> Annual General Meeting to be held in the year 2017, subject to the ratification by the members at the 24<sup>th</sup> Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.”

**Special Business****4. Increase in the Borrowing powers of the Company**

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:-

“RESOLVED that in supersession of the Special Resolution passed at



the Annual General Meeting of the Company held on September 20, 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the "Board") for borrowing from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs.50,00,00,000/- (Rupees Fifty Crores only)."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as may be necessary to give effect to the above resolution."

## **5. Appointment of Ms. Nithya Alex as Director**

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:-

"RESOLVED THAT Ms. Nithya Alex (DIN: 02191256), who was appointed as an Additional Director with effect from February 7, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 97 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the company, liable to retire by rotation."

By order of the Board  
For UNIROYAL MARINE EXPORTS LIMITED

Kozhikode  
08-08-2015

Joseph P G  
Company Secretary

**Notes :**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under item nos. 4 to 5 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.**  
The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Register of the Company will remain closed from **21-09-2015 to 26-09-2015** (both days inclusive).
4. Members are requested to notify their change of address, if any, quoting their folio numbers to the Regd. Office of the company/ our RTA. Similarly members holding shares in demat form shall intimate the change of address, if any, to their respective Depository Participants (DP).
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
6. The Notice of the AGM along with the Annual Report 2014-15 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. Members/Proxies must bring the original attendance slip sent herewith duly filled in, signed and hand it over at the entrance of the meeting hall.



8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA of the Company.

**9. Voting through electronic means**

In terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, the Company is providing the e voting facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 23<sup>rd</sup> Annual General Meeting of the Company.

**Procedure / Instructions for e-voting are as under:**

- (i) The voting period begins on Wednesday, 23<sup>rd</sup> September, 2015 at 10.00 a.m. (IST) and ends on Friday, 25<sup>th</sup> September, 2015 at 5.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2015 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 25<sup>th</sup> September, 2015.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:



	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>*PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details or Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <UNIROYAL MARINE EXPORTS LTD> on which you choose to vote.
- (xiii) 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.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) 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.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) 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.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

10. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the Company is also offering the facility for voting by way of physical ballot at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date being Saturday, 19<sup>th</sup> September, 2015.
11. Mr. Satheesh Kumar N, Practising Company Secretary, Cochin has been appointed as scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.
12. The Scrutinizer shall immediately after the conclusion of the voting at General meeting, first count the votes cast at the meeting, and thereafter unblock the votes in the presence of atleast two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any within Three days of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith.
13. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.uniroyalmarine.com](http://www.uniroyalmarine.com) within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

By order of the Board  
For UNIROYAL MARINE EXPORTS LIMITED

Kozhikode  
08-08-2015

Joseph P G  
Company Secretary





## **STATEMENT PURSUANT TO SECTION**

### **Section 102 (1) of the Companies Act, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### **Item No. 04:**

The present limits of borrowing (apart from temporary loans from Company's Bankers in the ordinary course of business) is Rs. 25 Crores. In order to meet the future increased requirements of funds, which may arise on account of the expansion plans/programmes of the Company, the Company may require to raise further loans/borrowings from financial institutions, banks and others. Accordingly, it is proposed to increase the borrowing powers of the Board of Director from the present limits of Rs. 25 crores to Rs. 50 crores.

The Board recommends the resolution set forth in item No. 4 for Members approval.

None of the Director and Key Managerial Persons of the Company or their relatives are concerned or interested in the said resolution.

#### **Item No. 05:**

Ms. Nithya Alex (DIN: 02191256) was appointed as an Additional Director w.e.f. February 07, 2015 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article 97 of Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013, signifying intention to propose Ms. Nithya Alex as a candidate for the office of Director of the Company. Ms. Nithya Alex, if appointed, will be liable to retire by rotation under Sections 152 of the Companies Act, 2013 and in terms of provisions under the Articles of Association of the Company.

The Board feels that presence of Ms. Nithya Alex on the Board is desirable and would be beneficial to the company. As per the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have atleast one woman Director.



Keeping in view the above legal requirements and in deference to Company's shareholders' wishes, the Board of Directors have proposed that Ms. Nithya Alex be appointed as a Director of the Company.

The Board recommends the resolution set forth in item No. 5 for Members approval.

Ms. Nithya Alex may be deemed to be concerned or interested, financially or otherwise, to the extent of her shareholding in respect of her appointment as a Director. Mr. Anush K Thomas, Managing Director and Mr. K C Thomas, Director of the Company related to Ms. Nithya Alex, may be deemed to be concerned or interested in the appointment of Ms. Nithya Alex.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested in the said resolution.

### **Details of the Directors seeking appointment/re-appointment at the 23<sup>rd</sup> Annual General Meeting**

(In pursuance of Clause 49 of the Listing Agreement)

<b>Particulars</b>	<b>Mr. K C Thomas</b>	<b>Ms. Nithya Alex</b>
DIN	02239374	02191256
Date of Birth	24.05.1946	22.01.1981
Date of Appointment	21.08.1992	07.02.2015
Type of appointment	Non Executive Director retiring by rotation	Non Executive Woman Director retiring by rotation
Directorships held in other Companies	Gilgal Property Developers Private Limited	Cornelian Realtors And Developers Private Limited
		Casper Securities Private Limited
	Casper Securities Private Limited	Acelin Projects Private Limited
		Enso Financial Consultancy Private Limited