



Uniroyal Marine Exports Limited

25th

ANNUAL REPORT 2016-17



UNIROYAL MARINE EXPORTS LIMITED

Chairman	:	Mr. Iype Mathew
Managing Director	:	Mr. Anush K Thomas
Directors	:	Mr. K.C.Thomas Mr. V.Mohanlal Mr. V.S.Nath Ram Ms. Nithya Alex
Chief Executive	:	Mr. Thomas P Koshy
Company Secretary	:	Mr. Sandeep Kumar Panakkat
Chief Financial Officer:		Ms. 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 rd 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 25th Annual General Meeting of the members of Uniroyal Marine Exports Limited will be held at the Registered Office of the Company at 11/19, Vengalam P.O, Kozhikode District, Kerala – 673 303 on Saturday the 9th September 2017 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, 2017 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 appointment of Statutory Auditor 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 all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appointing Mr. Sabu Philip, Chartered Accountant (Membership No. 31708), as the Statutory Auditor of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2021-22 on such remuneration as may be determined by the Board of Directors.”

**Special Business**

4. To re-appointment of Mr. Anush Kalluvila Thomas (DIN: 01254212) as the Managing Director and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or reenactment(s) thereof, for the time being in force), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Company hereby re- appointed Mr. Anush Kalluvila Thomas who was re- appointed by the Board in its meeting held on 29-07-2017 as Managing Director of the Company (not liable to retire by rotation) for a period of five years from 21st August 2017 for an overall remuneration to the extent of Rs. 2,52,000/- pa.

By order of the Board
For UNIROYAL MARINE EXPORTS LIMITED

Sd/

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Kozhikode
29-07-2017

Sandeep Kumar Panakkat
Company Secretary

**NOTES :**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting 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. Information under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to the Director proposed to be reappointed is provided in Annexure to this Notice.

Details of the director seeking re-appointment as required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 secretarial standard-2:

Particulars	Mr. K C Thomas	Mr. Anush Kalluvila Thomas
DIN	02239374	01254212
Date of Birth	24.05.1946	13.09.1978
Date of Appointment	21.08.1992	21.08.2012
Type of appointment	Non Executive Director retiring by rotation	Executive Director, not liable for retiring by rotation



Directorships held in other Companies	Gilgal Property Developers Private Limited	Anuja Property Developers Private Limited
		Surefire Securities Private Limited
		Baby Memorial Hospital Limited
	Casper Securities Private Limited	Alston Builders And Developers Private Limited
		Caleb Securities Private Limited
	Himax Builders India Private Limited	Avruti Mall Management Company Private Limited
		Kensha Builders And Developers Private Limited
		Freo Rentals And Leasing Private Limited
		Ganya Realtors And Developers Private Limited
		Carlton Logistics Private Limited
Number of shares held in the Company	2,37,500	Nil
Membership/ Chairmanship of Committees of other Companies	Nil	Nil
Experience	Having more than 25 years of experience in seafood business.	Having more than 10 years of experience in the area of administrative affairs.



4. The Register of Members and Share Transfer Register of the Company will remain closed from **04-09-2017 to 09-09-2017** (both days inclusive).
5. 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).
6. 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.
7. The Notice of the AGM along with the Annual Report 2016-17 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.
8. 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.
9. 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 .
10. 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 / RTA.

11. 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 from time to time and Regulation 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 25th Annual General Meeting of the Company.

Procedure / Instructions for e-voting are as under:

- (i) The voting period begins on Wednesday, 06th September, 2017 at 09.00 a.m. (IST) and ends on Friday, 08th September, 2017 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 02, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (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.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID 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 and voted on an earlier voting of any company, then your existing password is to be used.



If you are a first time user follow the steps given below

For Members holding shares in Demat Form and Physical Form

<p>* PAN</p>	<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"> 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 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
<p>Dividend Bank Details OR Date of Birth (DOB)</p>	<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"> 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 (iv).

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



- (iv) Click on the EVSN for the relevant <UNIROYAL MARINE EXPORTS LTD> on which you choose to vote.
- (v) 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.
- (vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (x) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xi) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xii) 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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance