

Uniroyal Marine Exports Limited



26th ANNUAL REPORT
2017-2018



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.BENILAL ODATT
CHIEF FINANCIAL OFFICER	:	Ms.BINDU SURESH
AUDITORS	:	Mr. SABU PHILIP Chartered Accountant Kottayam – 686019
SECRETARIAL AUDITOR	:	Mr. SATHEESH KUMAR. N Practicing Company Secretary Kochi – 682016
BANKERS	:	1.THE FEDERAL BANK LTD 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
ISIN	:	N S D L & C D S L -INE602H01010



NOTICE

Notice is hereby given that the 26th 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 29th September 2018 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, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Nithya Alex, who retires by rotation, being eligible and seeks re-appointment.
3. To ratify the 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 Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014 (“Rules”) (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of Mr. Sabu Philip, Chartered Accountant, (Membership No. 31708), as Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2018 - 19.”

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT the Board shall take effective steps to ensure that all the shareholders in the promoter(s) and promoter group to get their shares in dematerialized form at the earliest but positively before 31-12-2018 and in the event of failure to do so, Board will take further steps which is necessary to comply with the rules and regulations issued by SEBI.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary in connection with the above and



also do comply with all rules, regulations, instructions and procedures as may be issued by the Ministry of Corporate Affairs (MCA), Securities and Exchange Board of India (SEBI) and Bombay Stock Exchange (BSE) pertaining to the above.”

By order of the Board
For UNIROYAL MARINE EXPORTS LIMITED

Sd/-

Kozhikode
13/08/2018

Benilal Odatt
Company Secretary & Compliance Officer

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	Mrs. Nithya Alex
DIN	02191256
Date of Birth	22 January 1981
Date of Appointment	07 February 2015
Type of appointment	Non Executive Woman Director retiring by rotation.
Directorships held in other Companies	HEDGE EQUITIES LIMITED
	HEDGE COMMODITIES LIMITED
	HEDGE SCHOOL OF APPLIED ECONOMICS LIMITED
	CASPER SECURITIES PRIVATE LIMITED
	CORNELIAN REALTORS AND DEVELOPERS PRIVATE LIMITED
	HIMAX BUILDERS INDIA PRIVATE LIMITED
	GAVRIELLA BUILDERS AND DEVELOPERS PRIVATE LIMITED
	BABYMARINE SEAFOOD RETAIL PRIVATE LIMITED
	ENSO FINANCIAL CONSULTANCY PRIVATE LIMITED
	NIYOG CONSULTANCY SERVICES PRIVATE LIMITED
Number of shares held in the Company	307075
Membership/ Chairmanship of Committees of other Companies	NIL
Experience	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 **24/09/18 to 29/09/18** (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 2017-18 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 26th Annual General Meeting of the Company.

Procedure / Instructions for e-voting are as under:

- (i) The voting period begins on 26/09/18 at 09.00 a.m. (IST) and ends on 28/09/18 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. 22/09/18 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
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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.
Dividend Bank Details OR Date of Birth (DOB)	<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).

- (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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **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.**
- (xx) 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 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 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.
- (xxi) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
12. 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 **22/09/18**.
 13. 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.
 14. 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 forty eight hours of Conclusion of the Meeting, to the Chairman of the meeting. The Chairman shall declare the results of the voting forthwith.
 15. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.uniroyalmarine.com within immediately after the results are declared and communicated to the BSE Limited.



**STATEMENT PURSUING TO SECTION 102 (1) OF THE COMPANIES
ACT, 2013 ("the Act")**

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

Item No. 4:

The promoter and promoter group of our company comprises of 121 shareholders. These peoples are being part of the promoter group at the time of listing itself. Among the 121 share holders in the promoter group 30 shareholders had already dematerialised their shares over a period of time. As per regulation 31(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we shall ensure hundred percent of shareholding of promoter(s) and promoter group is in dematerialized form. The company has been taking efforts to get the promoter(s) and promoter group shares in dematerialised form since these regulation got effective.

The company has sent registered letter to those shareholders requesting them to dematerialise their shares in the address recorded with the company. Most of the letters returned undelivered to the company stating the addressee has been left. We find it difficult to reach these share holders in the promoter(s) and promoter group to get their shares dematerialised. These share holders are included in the promoter category but such promoter shall not, directly or indirectly, exercise control, over the affairs of the Company.

On the purview of SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 and Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 the Board feels to make effort to get the promoter(s) and promoter group shares in dematerialised form.

The Board of Directors recommends the resolution for your approval as special resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested in the said resolution.

By order of the Board
For Uniroyal Marine Exports Limited

Kozhikode
13/08/2018

Sd/-
Benilal Odatt
Company Secretary