

# **Uniroyal Marine Exports Limited**



**29<sup>th</sup> ANNUAL REPORT**

**2020-2021**

**UNIROYAL MARINE EXPORTS LIMITED**

CHAIRMAN	:	Mr. SACHU RAJAN EAPEN
MANAGING DIRECTOR	:	Mr. ANUSH K THOMAS
DIRECTORS	:	Mr. K.C.THOMAS Mr. V.MOHANLAL Mr. AMBRISH NARESH SAMBAT Ms .NITHYA ALEX
CHIEF EXECUTIVE	:	Mr. THOMAS P KOSHY
COMPANY SECRETARY	:	Mr. SAJEER K
CHIEF FINANCIAL OFFICER	:	Ms. BINDU SURESH
AUDITORS	:	M/s B S J Associates Chartered Accountants Ernakulam
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 "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore 641028. ( Phone : +91 422 4958995)
ISIN	:	<b>N S D L &amp; C D S L -INE602H01010</b>



## NOTICE

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the members of Uniroyal Marine Exports Ltd. will be held on Saturday the 25<sup>th</sup> September 2021 at 2.30 p.m. through Video Conferencing ("VC")/Other Audio Visual Means (OAVM) 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, 2021 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Mohanlal Viswanathan Nair, (DIN: 00149939)** who retires by rotation, being eligible and seeks re-appointment.
3. To consider 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 approves the appointment of M/s. B.S.J & Associates, Chartered Accountants, (Firm Registration No.010560S), 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 for the financial year 2021 -2022."

### SPECIAL BUSINESS

4. To regularize the appoint **Mr. Sachu Rajan Eapen (DIN: 08203820)** as an Independent Director and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

**"RESOLVED** that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], **Mr. Sachu Rajan Eapen (DIN: 08203820)** who was appointed as an Additional Independent Director cum Chairman of the Company by the board on 13/11/2020 and who is eligible for being appointed as an Independent Director, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 4 years which will expire on the AGM to be held for the financial year 2024-2025."



5. To regularize the appoint **Mr. Ambrish Naresh Sampat (DIN: 01969624)** as an Independent Director and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“**RESOLVED** that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], **Mr. Ambrish Naresh Sampat (DIN: 01969624)** who was appointed as an Additional Independent Director of the Company by the board on 13/11/2020 and who is eligible for being appointed as an Independent Director, be appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 4 years which will expire on the AGM to be held for the financial year 2024-2025.”

By order of the Board For  
UNIROYAL MARINE EXPORTS LIMITED

Sd/-

Sajeer K

Company Secretary & Compliance Officer

Kozhikode  
30/08/2021



**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. In view of the continuing Covid-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 (collectively referred to as "MCA Circulars") and SEBI Circular dated January 15, 2021, permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), SEBI Circular, and MCA Circulars, the AGM of the company is being held through VC / OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is also entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Bank. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice



7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.uniroyalmarine.com](http://www.uniroyalmarine.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)
8. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [sathveeka001@gmail.com](mailto:sathveeka001@gmail.com) with a copy marked to [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
9. 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
10. **The Register of Members and Share Transfer Register of the Company will remain closed from 19/09/2021 to 25/09/2021 (both days inclusive).**
11. 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).
12. 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
13. The Notice of the AGM along with the Annual Report 2020-21 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.
14. 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.
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/RTA.
16. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 01 April 2019. In view of the above and to avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form.



17. 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 Reg. 44 of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 resolutions mentioned in the notice of 29th Annual General Meeting of the Company.
18. In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means the Members who have exercised their right to vote by remote e-voting may attend the AGM through VC/OAVM facility 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 18/09/2021.
19. 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
20. 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 at least 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.
21. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.uniroyalmarine.com](http://www.uniroyalmarine.com) within immediately after the results are declared and communicated to the BSE Limited.



Details of the directors 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.MOHANLAL VISWANATHAN NAIR
DIN	00149939
Date of Birth	21 May 1960
Date of Appointment	21/08/1992
Type of appointment	Non Executive Director retiring by rotation.
Directorships held in other Companies	SANTHAM RETIREMENT VILLAGES (INDIA) PRIVATE LIMITED
	NAVARASA CREATIONS PRIVATE LIMITED
	SYMPHONY TV AND ENTERTAINMENTS PRIVATE LIMITED
	VISMAYASMAX ANIMATIONS ACADEMY AND STUDIOS PRIVATE LTD
	LAAB M SCREENS PRIVATE LIMITED
	EARTHSTAR HOTELS AND HOLIDAY HOMES PRIVATE LIMITED
	VISMAYAS MULTIPLEX PRIVATE LIMITED
	VISMAYAS MULTIPLEX (SHORNUR) PRIVATE LIMITED
Number of shares held in the Company	200100
Membership/Chairmanship of Committees of other Companies	NIL
Experience	He is having more than 25 years of experience in the Company matters and he is a well known Public figure as a successful actor for last 4 decades.

Particulars	MR. SACHU RAJAN EAPEN
DIN	08203820
Date of Birth	19/11/1998
Type of appointment	Independent non Executive Director not liable to retire by rotation.





Directorships held in other Companies	KALLUVILA AGRO PRODUCTS PRIVATE LIMITED
	KADAKKETH FARM PRODUCTS PRIVATE LIMITED
	SHREWSBERRY FARM PRODUCTS PRIVATE LIMITED
Number of shares held in the Company	NIL
Membership/Chairmanship of Committees of other Companies	NIL
Experience	He is young and vibrant with a reputation of member of leading business family. And he possesses relevant knowledge in the different areas of business academically as well as practically to be qualified as the Independent Director
Particulars	Mr. AMBRISH NARESH SAMPAT
DIN	01969624
Date of Birth	16/04/1980
Type of appointment	Independent non Executive Director not liable to retire by rotation.
Directorships held in other Companies	HEDGE EQUITIES LIMITED
	HEDGE COMMODITIES LIMITED
	IAKAY FARMERS INTEGRATION SERVICES PRIVATE LIMITED
	EO CHAPTER 180 FOUNDATION
Number of shares held in the Company	NIL
Membership/Chairmanship of Committees of other listed Companies	NIL
Experience	he possesses relevant knowledge in the different areas of business academically as well as practically to be qualified as the Independent Director.



**EXPLANATORY STATEMENT PURSUANT TO 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 - 4**

In terms of Section 149 (10) of the Companies Act 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a company. During the year Existing Independent directors Viz Mr. Iype Mathew and Mr. Ram Nath were vacated from their office and there arise casual vacancy of Independent Directors. Considering the necessity for filling the Casual vacancy the board in accordance with provisions of Companies Act and SEBI regulations Appointed Mr. Sachu Rajan Eapen as an Additional Independent Director cum chairman of the Company on 13<sup>th</sup> November 2020. Now the board proposed to regularize their appointment as Independent Non executive Director.

The Board of Directors ("Board"), in its meeting held on August 05, 2021 reviewed the declaration made by Mr. Sachu Rajan Eapen that he meets the criteria of in- dependence as provided in Section 149(6) of the Act and under "LODR" and was of opinion that he fulfills the conditions specified in the Act, the rules made there-under and in LODR and is independent of the management. The Board accordingly appointed him as a Non- Executive Independent Director not liable to retire by rotation for a period of 4 years which will expire on the AGM for the year 2024-2025. He is young and vibrant with a reputation of member of leading business family. And he posses relevant knowledge in the different areas of business academically as well as practically to be qualified as the Independent Director. His contribution towards deliberations in Board / Committee meetings will be beneficial to the Company and the Company looks up to him for advice. The special resolution is accordingly recommended for approval of the members. The above may also be regarded set out at Item No. 4 of the Notice as an appropriate disclosure under the Act and LODR.

Except Mr. Sachu Rajan eapen, none of the Directors nor Key Managerial Personnel or their relatives is concerned or interested, whether financially or otherwise in the said resolution

