

Uniroyal Marine Exports Limited



30th ANNUAL REPORT

2021-2022

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 SAMPAT Mr. SACHU RAJAN EAPEN Ms.NITHYA ALEX
COMPANY SECRETARY	:	Mr.ROSHIN T
CHIEF FINANCIAL OFFICER	:	Ms.BINDU SURESH
AUDITORS	:	Mr. B.S.J & Associates Chartered Accountants Ernakulam
SECRETARIAL AUDITOR	:	Mr. K.P. SATHEESAN Practicing Company Secretary Calicut – 673001
BANKERS	:	1.THE FEDERAL BANK LTD Kozhikode 673 011 2. UCO Bank Kozhikode 673 001
REGISTERED OFFICE	:	11/19, Vengalam P O ChemancheryPanchayath 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 30th Annual General Meeting of the members of Uniroyal Marine Exports Ltd. will be held on Friday the 30th September 2022 at 02.30 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, 2022 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Ms. Nithya Alex, (DIN: 02191256) 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 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 2022 -2023."

SPECIAL BUSINESS

4. To re-appoint Mr. ANUSH KALLUVILA THOMAS (DIN: 01254212) as Managing Director and if thought fit, to pass with or without modification(s) the following resolution as a

Special Resolution:

To ratify the 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 Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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), the Companies(Appointment and Remuneration of Managerial Personnel) 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], the Company hereby ratifies the re-appointment of Mr. Anush Kalluvila Thomas who was re-appointed by the Board in its meeting held on 12-08-2022 as Managing Director of the Company (not liable to retire by rotation) for a period of five years from 21st August 2022 for an overall remuneration to the extent of Rs. 2,52,000/- pa.

By order of the Board
For UNIROYAL MARINE EXPORTS LIMITED

Sd/-

Roshin T

Company Secretary & Compliance Officer

Kozhikode

07/09/2022

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.

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

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 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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's 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 EGM/AGM will be provided by CDSL.

The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.uniroyalmarine.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.

The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

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	Ms. Nithya Alex
DIN	02191256
Date of Birth	22/01/1981
Date of Appointment	07/02/2015
Type of Appointment	Non-Executive Director retiring by rotation.
Number of shares held in the Company	401560
Membership/Chairmanship of Committees of other Companies	NIL
Experience	Non Executive Woman Director retiring by rotation.
Directorships held in other Companies <ol style="list-style-type: none"> 1. HEDGE EQUITIES LIMITED 2. HEDGE COMMODITIES LIMITED 3. HEDGE SCHOOL OF APPLIED ECONOMICS LIMITED 4. CASPER SECURITIES PRIVATE LIMITED 5. HIMAX BUILDERS INDIA PRIVATE LIMITED 6. ENSO FINANCIAL CONSULTANCY PRIVATE LIMITED 7. NIYOG CONSULTANCY SERVICES PRIVATE LIMITED 	

Particulars	Mr. ANUSH KALLUVILA THOMAS
DIN	01254212
Date of Birth	13/09/1978
Date of Appointment	21/08/2017
Type of Appointment	Executive Director, not liable for retiring by rotation
Number of shares held in the Company	NIL
Membership/Chairmanship of Committees of other Companies	NIL
Experience	Having more than 15 years of experience in the area of administrative affairs.
Directorships held in other Companies <ol style="list-style-type: none"> 1. BABYMARINE SEAFOOD RETAIL PRIVATE LIMITED 2. ANUJA PROPERTY DEVELOPERS PRIVATE LIMITED 3. AVRUTI MALL MANAGEMENT COMPANY PRIVATE LIMITED 4. GILGAL PROPERTY DEVELOPERS PRIVATE LIMITED 5. CARLTON LOGISTICS PRIVATE LIMITED 6. KENSHA BUILDERS AND DEVELOPERS PRIVATE LIMITED 	

7. FREO RENTALS AND LEASING PRIVATE LIMITED
8. LEXINE BUILDERS AND DEVELOPERS PRIVATE LIMITED
9. CIANNA PROPERTY DEVELOPERS PRIVATE LIMITED
10. SUREFIRE SECURITIES PRIVATE LIMITED
11. CORDATE PROPERTY DEVELOPERS PRIVATE LIMITED
12. CORNELIAN REALTORS AND DEVELOPERS PRIVATE LIMITED
13. ALSTON BUILDERS AND DEVELOPERS PRIVATE LIMITED
14. CALEB SECURITIES PRIVATE LIMITED
15. BABY MEMORIAL HOSPITAL LIMITED

**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

Mr. Anush Kalluvila Thomas is Director and is actively associated with the development of the Company. He was appointed as Managing Director w.e.f. 21.08.2017 and still continues as Managing Director of the Company. The term of appointment of Mr. Anush Kalluvila Thomas as a Managing Director of the Company will be expired on 21.08.2022 and in connection to this the Board of Directors of the Company in its meeting held on 12-08-2022 re- appointed him as the Managing Director for a further period of 5 years on recommendation of the “Nomination and Remuneration Committee” and subject to approval of the members in the General Meeting. Accordingly the Board recommends ratifying the re-appointment of Mr. Anush Kalluvila Thomas as Managing Director of the Company for a further period of 05 years on remuneration as set-forth in the resolution. The draft agreement to be entered into with Mr. Anush Kalluvila Thomas for re-appointment as Managing Director is available for inspection of members at the registered office of the Company on all working days between 10.00 AM to 01.00 PM up to the date of General meeting. He is not disqualified from being re-appointed as director in terms of Section 164 of the Act. Board is of opinion that his re-appointment is properly justified, considering his contribution in the growth of the Company as explained above.

Considering the role and the important contribution made by Mr. Anush Kalluvila Thomas in varied capacities for the growth of the Company, the Board of Directors unanimously approved the above remuneration as detailed in the resolution.

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

Mr. Anush Kalluvila Thomas as Managing Director of the Company and Mr. K.C Thomas being a relative of Mr. Anush Kalluvila Thomas may be deemed to be interested in the resolution did not take part in the deliberation and voting on the resolution.

STATEMENT PURSUANT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT 2013 IS GIVEN BELOW:

General Information

Nature of Industry	Processing and exporting of Marine Products.
Date of Commencement of business	23/03/1994
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	NA
Financial performance for the period 31.03.2022	Financial performance of the Company as on March 31, 2022: (in lakhs) Total Income: Rs. 2724.04 Total Expenditure: Rs. 2710.12 Profit /(Loss) before tax: Rs. 13.91 Profit /(Loss) after tax: Rs. 13.91
Foreign investments or collaborations, if any	NA

Information about the Appointee

Background Details	As narrated above
Past Remuneration	2,52,000/- pa.
Job profile and his suitability	Mr. Anush Kalluvila Thomas is the Managing Director of the Company and has been looking after the overall operations of the Company under the supervision and control of the Board of Directors. The Company has made enormous progress under the stewardship of Mr. Anush Kalluvila Thomas, who has the management expertise to handle the business of the Company and the vision to take the business forward.
Remuneration proposed	As mentioned in the resolution
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is justified in comparison with the general market trends and remuneration package of top level managerial person having comparative qualification, contribution and expertise.
Pecuniary relationship directly or indirectly,	NIL

with the company, or relationship with the managerial personnel, if any	
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Other Information

Reasons of loss or inadequate profit	As per the Audited Balance Sheet of the Company as at March 31, 2022, the net profit after tax of the Company is Rs. 13.91/- (in lakhs) Covid-19 effected badly to the performance of the company for the relevant financial year.
Steps taken or proposed to be taken for improvement	The company expects to increase the revenue in the forth upcoming years.
Expected increase in productivity and profits in measurable terms	In view of the facts stated above, it is difficult to forecast the profitability in measurable terms. However, the Company expects that the profitability would improve in future in comparison with industry average.

Disclosures

The remuneration package of the managerial person has been given in the respective resolution
THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on 27th September 2022 at 10.00 A.M. and ends on 29th September 2022 at 05.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September 2022 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) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in