

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 28th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Thursday, 30th September, 2021 at 10.00 a.m. at its Registered Office at Plot No. 365, Phase II, Industrial Estate, Panchkula, Haryana - 134113 to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) The audited financial statement of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors thereon; and
 - (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2021.
2. To appoint a director in place of Mr. Akhil Mahajan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

"RESOLVED THAT M/s Gopal Bhargawa & Co., Chartered Accountants, be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the company at such remuneration as shall be fixed by the Board of directors of the company."

SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-

"RESOLVED THAT pursuant to Section 196, 197, 200, 201(1), 203(1) and Schedule V of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, consent of the members be and is hereby accorded by way of special resolution for ratification of the appointment of Mrs. Rashmi Mahajan as the Managing Director of the company for a period commencing from 20th April, 2021 till 30th September, 2021.

FURTHER RESOLVED THAT in consideration of her services as managing Director, Mrs. Rashmi Mahajan has been paid the following remuneration:

- A. **Salary:** Rs. 3,50,000/- (Rupees Three Lakh and Fifty Thousand Only) per month.
- B. **Commission:** As decided by the Board of Directors of the Company from time to time but not exceeding 0.75% of the turnover.
- C. **Housing:** The appointee was provided by the company a rent free furnished accommodation with watchmen and the expenditure incurred on gas, electricity and water shall be reimbursed to her by the company.
- D. **Medical reimbursement:** The company shall reimburse the medical expenses incurred for the appointee



and her family.

- E. **Club Fee:** Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- F. **Personal Accident Insurance:** Premium not to exceed Rs. 10,000/- per annum.
- G. **Leave Travel:** First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
- H. **Car:** Provisions of car for official – cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
- I. **Telephone:** Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use telephone shall be treated as perquisite of the appointee.

Other perquisites :

The appointee was also eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) Contribution to provident fund super annuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
 - b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
 - c) Encashment of leave at the end of the tenure."
5. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution:-

RESOLVED THAT pursuant to Section 196, 197, 200, 201(1), 203(1) and Schedule V of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby accorded by way of special resolution for appointment of Mr. Arvind Mahajan as the Managing Director of the company for a period of 3 years commencing from 1st October, 2021 till 30th September, 2024.

FURTHER RESOLVED THAT Mr. Arvind Mahajan shall manage the affairs of the company under the directions, superintendence and control of the Board of Directors of the company.

FURTHER RESOLVED THAT in consideration of his services as managing Director, Mr. Arvind Mahajan shall be paid the following remuneration:

- A. **Salary:** Rs. 2,25,000/- (Rupees Two Lakh and Twenty Five Thousand Only) per month.
- B. **Commission:** As decided by the Board of Directors of the Company from time to time but not exceeding 0.75% of the turnover.
- C. **Housing:** The appointee shall be provided by the company a rent free furnished accommodation with watchmen and the expenditure incurred on gas, electricity and water shall be reimbursed to her by the company.

- D. **Medical reimbursement:** The company shall reimburse the medical expenses incurred for the appointee and her family.
- E. **Club Fee:** Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- F. **Personal Accident Insurance:** Premium not to exceed Rs. 10,000/- per annum.
- G. **Leave Travel:** First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
- H. **Car:** Provisions of car for official – cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
- I. **Telephone:** Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use telephone shall be treated as perquisite of the appointee.

Other perquisites :

The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- Contribution to provident fund super annuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- Encashment of leave at the end of the tenure.

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration specified in the Companies Act, 2013.

Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Arvind Mahajan will be paid the aforesaid remuneration as minimum remuneration.

6. To consider and if thought fit, to pass with or without modifications, the following resolution as **special resolution**:-

RESOLVED THAT pursuant to Section 196, 197, 200, 201(1), 203(1) and Schedule V of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, consent of the members of the company be and is hereby accorded by way of special resolution for appointment of Mrs. Rashmi Mahajan as a Whole Time/Executive Director of the company for a period of 3 years commencing from 1st October, 2021 till 30th September, 2024.

FURTHER RESOLVED THAT Mrs. Rashmi Mahajan shall manage the affairs of the company under the directions, superintendence and control of the Board of Directors of the company.

FURTHER RESOLVED THAT in consideration of her services as Whole Time Director/Executive Director, Mrs. Rashmi Mahajan shall be paid the following remuneration:

- A. **Salary:** Rs. 1,25,000/- (Rupees One Lakh and Twenty Five Thousand Only) per month.



- B. **Housing:** The appointee shall be provided by the company a rent free furnished accommodation with watchmen and the expenditure incurred on gas, electricity and water shall be reimbursed to her by the company.
- C. **Medical reimbursement:** The company shall reimburse the medical expenses incurred for the appointee and her family.
- D. **Club Fee:** Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- E. **Personal Accident Insurance:** Premium not to exceed Rs. 10,000/- per annum.
- F. **Leave Travel:** First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
- G. **Car:** Provisions of car for official - cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
- H. **Telephone:** Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use telephone shall be treated as perquisite of the appointee.

Other perquisites :

The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

- a) Contribution to provident fund super annuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961
- b) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of leave at the end of the tenure.

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration specified in the Companies Act, 2013.

Provided further that even in case of loss or inadequacy of profits during any financial year, Mrs. Rashmi Mahajan will be paid the aforesaid remuneration as minimum remuneration.

7. To consider and if thought fit, to pass with or without modifications, the following resolution as **special resolution:-**

RESOLVED THAT pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof), consent of the members be and is hereby accorded by way of special resolution for increase in remuneration of Mr. Akhil Mahajan, Executive Director of the company w.e.f. 1st October, 2020.

FURTHER RESOLVED THAT in consideration of his services as Executive Director, Mr. Akhil Mahajan shall be paid the following remuneration:

- A. Salary : Rs. 4,00,000/- (Rs. Four Lakh) per month.

- B. Commission : As may be decided by the board from time to time but not exceeding 0.75% of the turnover.
- C. Medical : The company shall reimburse the medical reimbursement expenses incurred for the appointee and his family.
- D. Club Fee : Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
- E. Personal Accident Insurance : Premium not to exceed Rs. 10,000 per annum.
- F. Leave travel : First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
- G. Car : Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
- H. Telephone : Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee.
- I. Other Perquisites : The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:
- (a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961
- (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and
- (c) Encashment of leave during/at the end of the tenure.
 Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration specified in the Companies Act, 2013.

Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Akhil Mahajan will be paid the aforesaid remuneration as minimum remuneration.

By order of the Board
 For Uniroyal Industries Limited

Dated: 29/05/2021
 Place: Panchkula

(Rashmi Mahajan)
 Managing Director
 DIN No. 00007538



NOTES:

1. A member who is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxy form duly filled in and signed must reach the Registered Office of the company at least 48 hours before the meeting.
2. Members are requested to produce the Attendance Slip at the entrance to the venue.
3. The Attendance Slip and Proxy Form is annexed to the Notice as **ANNXURE 1**.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed to the Notice as **ANNXURE 2**.
5. Statement pursuant to Schedule V of the Companies Act, 2013 is annexed to the Notice as **ANNXURE 3**.
6. Compliance certificate issue by the Managing Director of the Company is annexed to the Notice as **ANNXURE 4**.
7. Compliance certificate issue by the Statutory Auditors of the Company is annexed to the Notice as **ANNXURE 5**.
8. M/s GOPAL BHARGAWA & CO., Chartered Accountants, are the present Auditors of the company. Pursuant to section 139 of the Companies Act, 2013, they would retire as auditors at the forthcoming 28th Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.
9. All documents referred to in this meeting notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Holidays) during business hours upto the date of Annual General meeting.
10. Members are requested to notify to the company immediately change in their address, if any, by sending an email on cs@uniroyalgroup.com
11. The Register of Members and Transfer Books of the company will remain closed from 24th September, 2021 to 30th September, 2021 (both days inclusive) at the time of Annual General Meeting of the company.
12. Members having any query relating to the Annual Report are requested to write to the company on email at cs@uniroyalgroup.com, at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
13. Members are requested to bring their copy of the Annual Report along with them to the meeting, as copies of the Annual Report will not be distributed at the meeting.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
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 / Link Intime India Private Limited.
16. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. In order to register the e-mail ID's, members are requested to send a signed request letter mentioning name, folio number and complete address and e-mail address along with their self attested scanned copy of their PAN Card through e-mail on cs@uniroyalgroup.com
17. **Voting through electronic means**

In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 28th Annual General Meeting to be held on 30th September 2021, through Link Intime India Private Limited (LIPL). It is hereby clarified that it is not mandatory

for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below.

The voting period begins on <27th September, 2021 9:00 a.m.> and ends on <29th September, 2021 5:00 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 (23.09.2021 record ate) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9th June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:

<u>Type of shareholders</u>	<u>Login Method</u>
Individual Shareholders holding securities in demat mode with NSDL	• If you are already registered for NSDL IDeAS facility, please visit the e -Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e -Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. • After successful authentication, you will be able to see e -Voting services. Click on “Access to e -Voting” under e -Voting services and you will be able to see e-Voting page. Click on company name or e -Voting service provider name and you will be re -directed to e -Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp • Visit the e -Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e -Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e -Voting page. Click on company name or e -Voting service provider name and you will be r edirected to e -Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Individual Shareholders holding securities in demat mode with CDSL	- Existing user who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi. - After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote. - If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi./Registration/EasiRegistration - Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	- You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. - Once login, you will be able to see e-Voting option. Once you click on e -Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e -Voting feature. Click on company name or e -Voting service provider name and you will be redirected to e -Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.

1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>

► Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

- A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
- D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

- 2. Click on 'Login' under **'SHARE HOLDER'** tab.
- 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**
- 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
- 5. E-voting page will appear.
- 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
- 7. After selecting the desired option i.e. Favour / Against, click on **'Submit'** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'** else to change your vote, click on 'No' and accordingly modify your vote.



Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.

Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.

The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event"

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & e-voting service Provider is LINKINTIME.

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 –4918 6000.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'

They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular Event.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ('FAQs') and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

By order of the Board
For Uniroyal Industries Limited

Dated: 29/05/2021
Place: Panchkula

(Rashmi Mahajan)
Managing Director
DIN No. 00007538

**EXPLANATORY STATEMENTS TO ITEM NO. 4 TO 7 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013****ITEM NO. 4**

The members are informed that the tenure of appointment of Mr. Arvind Mahajan as the Managing Director of the Company come to an end on 19th April, 2021 and accordingly, the Company was required to appoint a new managing Director of the Company and the Nomination and Remuneration Committee of the Board of the Company in their meeting held on 12th April 2021 had recommended the name of Mrs. Rashmi Mahajan for appointment as the Managing Director of the Company.

Accordingly, The Board of Directors in their Board Meeting held on 12th April, 2021 had appointed Mrs. Rashmi Mahajan as the Managing Director of the Company for the period commencing from 20th April 2021 till 30th September, 2021.

Section 196, 197, 200, 201(1) and 203(1) of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, the appointment of Mrs. Rashmi Mahajan as the Managing Director of the Company is subject to the approval of the Shareholders by way of Special Resolution.

The members are further informed that considering the size of the company, the remuneration paid to Mrs. Rashmi Mahajan is well below the comparative remuneration which a person of said profile in the textile industry.

The members may consider and pass the proposed resolution for ratification of appointment of Mrs. Rashmi Mahajan, as the Managing Director of the company for a period commencing from 20th April, 2021 till 30th September, 2021, as special resolution.

Mrs. Rashmi Mahajan being herself the person in concern, Mr. Arvind Mahajan being her spouse and Mr. Akhil Mahajan being her son disclosed their interest in the matter and they did not participate in discussion and vote.

Additional Details are as per the annexure attached to the notice.

ITEM NO. 5

The members are informed that the tenure of appointment of Mrs. Rashmi Mahajan as the Managing Director of the Company comes to an end on 30.09.2021 and accordingly, the Company is required to appoint a new Managing Director of the Company and the Nomination and Remuneration Committee of the Board of the Company in their meeting held on 29th May 2021 had recommended the name of Mr. Arvind Mahajan for appointment as the Managing Director of the Company.

Accordingly, The Board of Directors in their Board Meeting held on 29th May 2021 have recommended the appointment of Mr. Arvind Mahajan as the Managing Director of the Company for the period of 3 years commencing from 1st October, 2021 till 30th September, 2024.

Mr. Arvind Mahajan has attained the age of 71 years. Mr. Arvind Mahajan has been the Promoter and Director of the company since its incorporation and under his management and control the products manufactured by the company have become accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.

The members are further informed that the performance of the company has been very good under the leadership of Mr. Arvind Mahajan and the company is generating profits from the business in its past. Your Board of Directors foresee a better profitability in future post covid-19 era and Mr. Arvind Mahajan is contributing his best efforts for the better performance of the company.

Section 196, 197, 200, 201(1) and 203(1) of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, the appointment of Mr. Arvind Mahajan is subject to the approval of the Shareholders by way of Special Resolution.

The members are further informed that considering the size of the company, the remuneration being paid to Mr. Arvind Mahajan is well below the comparative remuneration which a person of said profile in the textile industry.

The members may consider and pass the proposed resolution as special resolution.

Mr. Arvind Mahajan being himself the appointee, Mrs. Rashmi Mahajan being his spouse and Mr. Akhil Mahajan being his son have disclosed their interest in the matter and they did not participate in discussion and vote.

Additional Details are as per the annexure attached to the notice.

ITEM NO. 6

The members are informed that the tenure of appointment of Mrs. Rashmi Mahajan as the Managing Director of the Company comes to an end on 30.09.2021. The Nomination and Remuneration Committee of the Board of the Company in their meeting held on 29th May 2021 had recommended the name of Mrs. Rashmi Mahajan for appointment as Whole Time/Executive Director of the

Company.

Accordingly, The Board of Directors in their Board Meeting held on 29th May 2021 have recommended the appointment of Mrs. Rashmi Mahajan as the Whole Time/Executive Director of the Company for the period of 3 years commencing from 1st October, 2021 till 30th September, 2024.

Mrs. Rashmi Mahajan has been the Director of the company since 1st April, 2010 and under her management and control the performance of the company has been very good and the company is generating profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mrs. Rashmi Mahajan is contributing her best efforts for the better performance of the company. Under her stewardship the company has expanded manufacturing capacity from time to time.

Section **196, 197, 200, 201(1) and 203(1)** of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other provisions applicable, if any, of the Companies Act, 2013, the re-appointment of Mrs. Rashmi Mahajan is subject to the approval of the Shareholders by way of Special Resolution.

The members are further informed that considering the size of the company, the remuneration being paid to Mrs. Rashmi Mahajan is well below the comparative remuneration which a person of said profile in the textile industry.

The members may consider and pass the proposed resolution as special resolution.

Mrs. Rashmi Mahajan being herself the appointee, Mr. Arvind Mahajan being her spouse and Mr. Akhil Mahajan being her son have disclosed their interest in the matter and they did not participate in discussion and vote.

Additional Details are as per the annexure attached to the notice.

ITEM NO. 7

Mr. Akhil Mahajan was appointed as Executive Director of the company for a period of 3 years w.e.f 1st September, 2020.

He is looking after the Finance department of the company. The Nomination & Remuneration Committee in its meeting held on 30th September, 2020 has considered and recommended to increase the remuneration being paid to Mr. Akhil Mahajan. pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and other provisions applicable, if any, of the Companies Act, 2013, such increase in remuneration of Mr. Akhil Mahajan is subject to the approval of the Shareholders by way of Special Resolution.

Under the management and control of Mr. Akhil Mahajan the performance of the company has been very good and the company is generating profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mr. Akhil Mahajan is contributing his best efforts for the better performance of the company. Under his stewardship the company has expanded manufacturing capacity from time to time.

The members are further informed that considering the size of the company, the remuneration being paid to Mr. Akhil Mahajan is well below the comparative remuneration which a person of said profile in the textile industry.

The members may consider and pass the proposed resolution as special resolution.

Mr. Akhil Mahajan being himself the appointee, Mr. Arvind Mahajan being his father & Mrs. Rashmi Mahajan being his mother are interested in the proposed resolution.

Additional Details are as per the annexure attached to the notice.

By order of the Board
For Uniroyal Industries Limited

Dated: 29/05/2021
Place: Panchkula

(Rashmi Mahajan)
Managing Director
DIN No. 00007538

**ITEM NO. 4****General information:**

- (1) Nature of industry: Textiles
- (2) Date or expected date of commencement of commercial production: Already in production
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
- (4) Financial performance based on given indicators: Company is doing fairly well and expects to perform better in the future except for COVID-19 headwinds.
- (5) Foreign investments or collaborations, if any: NIL

Information about the appointee:

- (1) Background details: Mrs. Rashmi Mahajan has been associated with the company since 1st April, 2010 and has been instrumental in the development and progress of the business of the Company. She is professionally qualified business woman having a vast experience in the textile business.
- (2) Past remuneration: Rs. 1,25,000/- per month
- (3) Recognition or awards: Nil
- (4) Job profile and her suitability: Managing the Finance, operations and management of the Company.
- (5) Remuneration proposed : Rs. 3,50,000/- per month
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration is less than the industry standards. She is being paid the remuneration as per Schedule V only and not as per the market standards.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mrs. Rashmi Mahajan is spouse of Mr. Arvind Mahajan Managing Director and Mr. Akhil Mahajan is her son.

Other information:

- (1) Reasons of loss or inadequate profits: The Board has assessed the impact of ongoing COVID-19 and expects the performance to remain below par in at least two to three quarters of the current FY 21-22 and is hopeful of normal activity from the last quarter of the current fiscal. The Board, however, do not expect any impact of this Pandemic in the Long Term.
- (2) Steps taken or proposed to be taken for improvement: The Board is hopeful that opening of the partial lockdowns that have been in effect throughout the nation and increase in the consumer spending, will cause increase in the manufacturing and sales of the products from the last quarter of the current fiscal.
- (3) Expected increase in productivity and profits in measurable terms: The Company is expected to grow at the rate of about 10% per year except for COVID-19 uncertainties.

ITEM NO. 5**General information:**

- (1) Nature of industry: Textiles
- (2) Date or expected date of commencement of commercial production: Already in production.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
- (4) Financial performance based on given indicators: Company is doing fairly well and expects to perform better in the near future.
- (5) Foreign investments or collaborations, if any: NIL

Information about the appointee:

- (1) Background details: Mr. Arvind Mahajan has been associated with the company since its incorporation as the promoter and the director of the company and has been instrumental in the development and progress of the business of the Company. The project of manufacturing of woven labels was conceptualized by Mr. Arvind Mahajan and under his leadership, management and control the products manufactured by the company have become accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.
- (2) Past remuneration: Rs. 2,25,000/- per month
- (3) Recognition or awards: Nil
- (4) Job profile and her suitability: Managing the operations and management of the Company.
- (5) Remuneration proposed: Rs. 2,25,000/- per month
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration is less than the industry standards. He is being paid the remuneration as per Schedule V only and not as per the market standards.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mr. Arvind Mahajan being himself the appointee, Mrs. Rashmi Mahajan being his wife and Mr. Akhil Mahajan being his son disclosed their interest in the matter.

Other information:

- (1) Reasons of loss or inadequate profits: The Board has assessed the impact of ongoing COVID-19 and expects the performance to remain below par in at least two to three quarters of the current FY 21-22 and is hopeful of normal activity from the last quarter of the current fiscal. The Board, however, do not expect any impact of this Pandemic in the Long Term.
- (2) Steps taken or proposed to be taken for improvement: The Board is hopeful that opening of the partial lockdowns that have been in effect throughout the nation and increase in the consumer spending, will cause increase in the manufacturing and sales of the products from the last quarter of the current fiscal.
- (3) Expected increase in productivity and profits in measurable terms: The Company is expected to grow at the rate of about 10% per year.

ITEM NO. 6

General information:

- (1) Nature of industry: Textiles



- (2) Date or expected date of commencement of commercial production: Already in production
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA
- (4) Financial performance based on given indicators: Company is doing fairly well and expects to perform better in the near future.
- (5) Foreign investments or collaborations, if any: NIL

Information about the appointee:

- (1) Background details: Mrs. Rashmi Mahajan has been associated with the company since 1st April, 2010 and has been instrumental in the development and progress of the business of the Company. She is professionally qualified businesswoman having a vast experience in the textile business.
- (2) Past remuneration: Rs. 3,50,000/- per month
- (3) Recognition or awards: Nil
- (4) Job profile and her suitability: Managing the operations and management of the Company.
- (5) Remuneration proposed: Rs. 1,25,000/- per month
- (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration is less than the industry standards. She is being paid the remuneration as per Schedule V only and not as per the market standards.
- (7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mrs. Rashmi Mahajan is spouse of Mr. Arvind Mahajan Managing Director and Mr. Akhil Mahajan is her son.

Other information:

- (1) Reasons of loss or inadequate profits: The Board has assessed the impact of ongoing COVID-19 and expects the performance to remain below par in at least two to three quarters of the current FY 21-22 and is hopeful of normal activity from the last quarter of the current fiscal. The Board, however, do not expect any impact of this Pandemic in the Long Term.
- (2) Steps taken or proposed to be taken for improvement: The Board is hopeful that opening of the partial lockdowns that have been in effect throughout the nation and increase in the consumer spending, will cause increase in the manufacturing and sales of the products from the last quarter of the current fiscal.
- (3) Expected increase in productivity and profits in measurable terms: The Company is expected to grow at the rate of about 10% per year.

By order of the Board
For Uniroyal Industries Limited

Dated: 29/05/2021
Place: Panchkula

(Rashmi Mahajan)
Managing Director
DIN No. 00007538

ANNEXURE-4

Compliance Certificate

To

The Board of Directors
Uniroyal Industries Limited
Plot No. 365, Phase II,
Industrial Estate,
Panchkula, Haryana

I, Rashmi Mahajan, Managing Director certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2021 and that to the best of my knowledge and belief :
 - (i) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - (ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standard, applicable laws and regulations.
- (b) That to the best of my knowledge and belief, no transactions have been entered into by the company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.
- (d) I have indicated to the Auditors and Audit Committee that there has been:
 - (i) No change in internal controls during the year;
 - (ii) No change in accounting policies during the year;
 - (iii) No instance of fraud of which I have become aware of and/or the involvement therein of any of the management or any employee of the company.

For Uniroyal Industries Limited

Place: Panchkula
Date: 29/05/2021

(Rashmi Mahajan)
Managing Director
DIN No. 00007538



Certificate pursuant to section 164(2) of the Companies Act, 2013

To,

The Members
M/s Uniroyal Industries Limited,
Plot No. 365, Phase II,
Industrial Estate,
Panchkula, Haryana

We have examined the relevant records and books of the above named company. We state that the company has duly filed the annual accounts and annual returns and there is no default in repayment of deposits and interest thereon as described in section 164 of the Companies Act, 2013.

In our opinion and to the best of our information and according to the explanations given to us, we certify that no director is disqualified from being appointed as director of the company under section 164 of the Company Act, 2013

For GOPAL BHARGAWA & CO.,
Chartered Accountants

(Gopal Bhargawa)
Proprietor
M.No. 531619
Firm Regn. No. 026816N
UDIN: 21531619AAAABI7291

Place: Panchkula
Date: 29/05/2021