

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Wednesday, 30th September, 2020 at 10.00 a.m. at Registered Office at Plot No. 365, Industrial Area, Phase-2, Panchkula - 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, 2020, 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, 2020.
2. To appoint a director in place of Mrs. Rashmi Mahajan who retires by rotation and being eligible offers herself 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) and 203(1) and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 Schedule V of the Companies Act, 2013 and other provisions applicable, if any, of the Companies Act, 2013, consent of the Shareholders be and is hereby accorded by way of Special Resolution for Re-appointment of Mr. Akhil Mahajan as Whole Time Director/Executive Director of the company for a period of 3 years w.e.f. 1st September, 2020.

FURTHER RESOLVED THAT Mr. Akhil 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 Executive Director, Mr. Akhil Mahajan shall be paid the following remuneration:

- | | | | |
|-----------|-------------------|---|--|
| A. | Salary | : | Rs. 2,00,000/- (Rs. Two Lac) per month. |
| B. | Commission | : | As may be decided by the board from time to time but not exceeding 0.75% of the turnover |



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C.	Medical reimbursement	:	The company shall reimburse the medical 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: 14/08/2020

Place: Panchkula

(Arvind Mahajan)
Managing Director
DIN No. 00007397

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 27th 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, 2020 to 30th September, 2020 (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 27th Annual General Meeting to be held on 30th September 2020, through Link Intime India Private Limited (LI IPL). 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/it discretion, subject to compliance with the instructions prescribed below

Instructions for shareholders to vote electronically:

The voting period begins on <27th September, 2020 9.00 a.m > and ends on <29th September, 2020 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 (23.09.2020 record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.
3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
4. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha - numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LI IPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LI IPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.



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Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

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: 14/08/2020
Place: Panchkula

(Arvind Mahajan)
Managing Director
DIN No. 00007397

ANNEXURE-2

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

ITEM NO. 4

Mr. Akhil Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st September, 2017.

He is looking after the Finance department of the company. The Nomination & Remuneration Committee in its meeting held on 30th June, 2020 has considered and recommended the re appointment of Mr. Akhil Mahajan.

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 Mr. Akhil 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. Akhil Mahajan is well below the comparative remuneration which a person of said profile in the textile industry.

The members are further informed that 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 Long Term Future of the company and Mr. Akhil Mahajan is contributing his best efforts for the better performance of the company.

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.

"The resolution is considered urgent in nature, since it is related to completion of term and re-appointment of Executive Director"

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

By order of the Board
For Uniroyal Industries Limited

Dated: 14/08/2020
Place: Panchkula

(Arvind Mahajan)
Managing Director
DIN No. 00007397



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: Mr. Akhil Mahajan has been associated with the company since 24th September, 1999 and has been instrumental in the development and progress of the business of the Company. He is qualified businessman having a vast experience in the Textile business.
- (2) Past remuneration: Rs. 2,00,000/- per month
- (3) Recognition or awards: Nil
- (4) Job profile and his suitability: Managing the Finance, operations and management of the Company.
- (5) Remuneration proposed: Rs. 2,00,000/- 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: Mr. Akhil Mahajan is son of Mr. Arvind Mahajan Managing Director and Mrs. Rashmi Mahajan Executive Director.

Other information:

- (1) Reasons of loss or inadequate profits: N.A
- (2) Steps taken or proposed to be taken for improvement: N.A.
- (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.

By order of the Board
For Uniroyal Industries Limited

Dated: 14/08/2020
Place: Panchkula

(Arvind Mahajan)
Managing Director
DIN No. 00007397

ANNEXURE-4

Compliance Certificate

To

The Board of Directors
Uniroyal Industries Limited

I, Arvind Mahajan, Managing Director certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2020 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) There are to the best of my knowledge and belief, no transactions 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: 14-8-2020

(Arvind Mahajan)
Managing Director
DIN No. 00007397

ANNEXURE-5

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

To,

The Members of M/s Uniroyal Industries Limited,

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

Place: Panchkula
Date: 14-8-2020

(Gopal Bhargawa)
Proprietor
M.No. 531619
Firm Regn. No. 026816N

**Uniroyal Industries Limited**

CIN: L18101HR1993PLC033167

Registered Office: 365, Industrial Area, Phase II, Panchkula

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional Slip at the venue of the Meeting

DP Id*	Folio No.
Client Id*	No. of Shares

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **27th ANNUAL GENERAL MEETING** of the Company held on Wednesday, September 30, 2020 at 10.00 am at Registered Office at Plot No. 365, Industrial Area, Phase-2, Panchkula - 134113.

*Applicable for investors holding shares in electronic form. /Proxy

Signature of Shareholder

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Uniroyal Industries Limited

CIN: L18101HR1993PLC033167

Registered Office: 365, Industrial Area, Phase II, Panchkula

Name of the member (s) Registered address	Email Id: Folio No/*Client Id: *DP Id:
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I/We being the member(s) of _____ Shares of Uniroyal Industries limited, hereby appoint:

- 1) _____ Of _____ having e-mail id _____ of falling him
- 2) _____ Of _____ having e-mail id _____ of falling him

and whose signature(s) are appended below as my/our proxy to attend vote (on a Poll) for me/us and on my/our behalf at the **27th ANNUAL GENERAL MEETING** of the Company held on Wednesday, September 30, 2020 at 10.00 am at Registered Office at Plot No. 365, Industrial Area, Phase-2, Panchkula - 134113. and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	In Favour	Against
1. Consider and adopt:		
a. Audited Financial Statements, Reports of the Board of Directors and Auditors		
b. Audited Consolidated Financial Statements		
2. Re-appointment of Mrs. Rashmi Mahajan, Director, retiring by rotation:		
3. Appointment of Auditors and fixing their remuneration		
4. Appointment of Mr. Akhil Mahajan as Whole Time Director and fixing his remuneration		

Signed this.....day of.....2020

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Affix a
15 paise
Revenue
Stamp

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
- A Proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is only optional. Please put 'in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signatures of any one holder will be sufficient, but names of all joint holders should be stated.