Uniroyal Industries Limited

23rd ANNUAL REPORT

2015-2016

BOARD OF DIRECTORS

Shri Arvind Mahajan	Managing Director
Smt. Rashmi Mahajan	Executive Director
Shri Akhil Mahajan	Executive Director
Shri Abhay Mahajan	Executive Director
Shri K.K. Malik	Director
Shri Anirudh Khullar	Director
Shri Sushil Gupta	Director
Shri Hassan Singh Mejie	Director

AUDITOR

A G P R S & ASSOCIATES
Chartered Accountants
2, Malviya Enclave,
Adjoining Siti Cable Office,
M.M. Malviya Road, Amritsar
Tel. : 0183-2228415

SHARE TRANSFER AGENTS CUM DEMAT REGISTRAR

Registrar & Transfer Agents:
Link Intime India Private Ltd.
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase –I,
Near PVR Cinema
New Delhi-110028

REGISTERED OFFICE CUM FACTORY

Plot No. 365, Phase-II,
Industrial Estate,
Panchkula - 134 113,
Haryana
Tel : 0172-2593592, 5066531-34
Fax : 0172-2591837

BANKERS

HDFC Bank
Plot No. 28, Industrial Area,
Phase-1, Chandigarh-160 002

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Friday, 30th September, 2016 at 10.00 a.m. at Hotel Prabhat Inn Sector 10, Panchkula 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, 2016, 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, 2016
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 a director in place of Mr. Abhay Mahajan who retires by rotation and being eligible offers himself for re-appointment.
4. 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 AGPRS & Associates, 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

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) 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, and subject to the approval of the members of the company, Mrs. Rashmi Mahajan be and is hereby re-appointed as an Executive Director of the company for a period of 3 years w.e.f., 1st April, 2016.

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 Executive Director, Mrs. Rashmi Mahajan shall be paid the following remuneration:

A.	Salary	:	Rs. 1,25,000/- (Rs. One Lac 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 paid/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 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) Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.

b) Encashment of leave during and 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."

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

"RESOLVED THAT pursuant to Section 197 of the Companies Act, 2013 read with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time and subject to the approval of the shareholders in general meeting, consent of the Board of Directors be and is hereby accorded for the payment of Commission to Mr. Abhay Mahajan, Executive Director of the company as may be decided by the Board, from time to time, but not exceeding 0.75 % of the turnover of the company W.E.F Financial Year 2016-17.

FURTHER RESOLVED THAT during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder."

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

"RESOLVED THAT pursuant to Section 197 of the Companies Act, 2013 read with the Schedule V, and other applicable provisions, if any, of the Companies Act, 2013, as amended or re-enacted from time to time and subject to the approval of the shareholders in general meeting, consent of the Board of Directors be and is hereby accorded for the payment of Commission to Mr. Akhil Mahajan, Executive Director of the company as may be decided by the Board, from time to time, but not exceeding 0.75 % of the turnover of the company W.E.F Financial Year 2016-17.

FURTHER RESOLVED THAT during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder."

By order of the Board
For Uniroyal Industries Limited

Dated : 30th July, 2016
Place: Panchkula

sd/
(Arvind Mahajan)
Managing Director

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. 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 hereto.

3. 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.

4. Members are requested to notify to the company immediately change in their address, if any.

5. The Register of Members and Transfer Books of the company will remain closed from 27th September, 2016 to 30th September, 2016 (both days inclusive) at the time of Annual General Meeting of the company.

6. Members having any query relating to the Annual Report are requested to write to the company at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.

7. 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.

8. Members are requested to produce the Attendance Slip at the entrance to the venue.

9. M/s AGPRS & Associates., 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 23rd Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.

10. 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.

11. 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.

12. 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.

13. 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 (LODR) 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 23rd Annual General Meeting to be held on 30th September 2016, through Central Depository Services (India) Limited (CDSL). 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

The instructions for shareholders voting electronically are as under:

(I) The voting period begins on <27th September, 2016 9.00. Hrs > and ends on <29th September, 2016 17.00. Hrs >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23.09.2016 record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and 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 the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio 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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(i) After entering these details appropriately, click on “SUBMIT” tab.

(ii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(iii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(iv) Click on the EVSN for the relevant <Uniroyal Industries Limited > on which you choose to vote.

(v) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(vi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(vii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(viii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(ix) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(x) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xi) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

ITEM NO. 5

Mrs. Rashmi Mahajan is a promoter director of the company and she has been instrumental in development and designing of woven labels manufactured by the company. She has been devoting her full time and energy in the business of the company and it is largely due to her consistent and devoted efforts that the company's woven labels have gained acceptance from the most reputed national and international garment manufacturers.

Mrs. Rashmi Mahajan had been appointed as Executive Director of the Company for 3 years w.e.f. 1st April, 2013. Her term of appointment has expired on 31st March, 2016.

The Nomination & Remuneration Committee and Board of directors in its meeting held on 30th January, 2016 has considered and recommended the re appointment of Mrs. Rashmi 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 and subject to the approval of the Central Government, 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 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 profitability in future and Mrs. Rashmi Mahajan is contributing her best efforts for the better performance of the company.

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

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

ITEM NO. 6

Mr. Akhil Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st September, 2014.

He is looking after the Finance department of the company. The Remuneration Committee in its meeting held on 30th May, 2016 has considered and recommended the payment of commission as may be decided by the Board of directors of the company not exceeding 0.75% of the turnover w.e.f Financial Year 2016-17 to Mr. Akhil Mahajan.

Commission forming part of remuneration has been given under Section II of Part 2 of Schedule V to the Companies Act, 2013 because the Remuneration Committee and Board of directors in its meeting dated 30th May, 2016 has approved payment of commission to Mr. Akhil Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

The members are further informed that during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder.

As per Schedule V of the Companies Act, 2013, approval of the members of the company by way of special resolution is required for this commission payment. Therefore, the proposed resolution is being placed before the members for their approval

Mr. Akhil Mahajan being himself the appointee, Mr. Arvind Mahajan being his father, Mrs. Rashmi Mahajan being his mother and Mr. Abhay Mahajan being his brother disclosed their interest in the matter and they did not participate in discussion and vote.

ITEM NO. 7

Mr. Abhay Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st November, 2014.

He is looking after the Marketing department of the company. The Remuneration Committee in its meeting held on 30th May, 2016 has considered and recommended the payment of commission as may be decided by the Board of directors of the company not exceeding 0.75% of the turnover w.e.f Financial Year 2016-17 to Mr. Abhay Mahajan.

Commission forming part of remuneration has been given under Section II of Part 2 of Schedule V to the Companies Act, 2013 because the Remuneration Committee and Board of directors in its meeting dated 30th May, 2016 has approved payment of commission to Mr. Abhay Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

The members are further informed that during any financial year the sum total of salary, perquisites and commission on sales shall not exceed the limit of remuneration as specified in the Companies Act, 2013 and the rules made thereunder.

As per Schedule V of the Companies Act, 2013, approval of the members of the company by way of special resolution is required for this enhancement. Therefore, the proposed resolution is being placed before the members for their approval

Mr. Abhay Mahajan being himself the appointee, Mr. Arvind Mahajan being his father, Mrs. Rashmi Mahajan being his mother and Mr. Akhil Mahajan being his brother disclosed their interest in the matter and they did not participate in discussion and vote.

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 , 2016 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 violative 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

sd/-
(Arvind Mahajan)
Managing Director

Place: Panchkula
Date: 30th May, 2016

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 A G P R S & Associates
Chartered Accountants

sd/-
(Pankaj Khullar)
Partner
Firm Regn. No. 006943N

Place: Panchkula
Date: 30th May, 2016

DIRECTORS REPORT

The Members
Uniroyal Industries Limited,

Your Directors are pleased to present the 23rd Annual Report and the Company's audited accounts for the financial year ended March 31, 2016.

1. FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2016 is summarised below:

Particulars	Consolidated		Standalone	
	Financial Year	Financial Year	Financial Year	Financial Year
	Ended	Ended	Ended	Ended
	31.03.16	31.03.15	31.03.16	31.03.15
Sales/Income from operations	5062.61	5645.14	2238.69	2401.10
Other operating Income	13.36	11.94	4.70	3.34
Total Income	5075.97	5657.08	2243.39	2404.44
Total Expenditure	4564.32	5047.88	1807.24	1871.30
Interest	195.42	243.06	132.35	168.71
Gross Profit after interest but before Depreciation & Tax	316.23	366.14	303.81	364.43
Depreciation	201.26	220.76	192.60	205.32
Profit Before Tax	114.97	145.38	111.21	159.11
Provision for Tax				
-Income Tax	25.17	42.01	24.71	42.01
-Tax Adjustments	1.79	7.28	0.31	6.79
-Deferred Tax Liability	11.98	6.80	11.28	10.48
Net Profit	76.03	89.29	74.91	99.83
Proposed Dividend	0.00	0.00	0.00	0.00
Carried to Balance Sheet	76.03	89.29	74.91	99.83
Paid up equity share capital	826.87	826.87	826.87	826.87
Reserves & Surplus	696.32	620.29	668.51	593.60

2. REVIEW OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

Total income from operations (Net of excise) decreased from Rs. 2404.44 lacs to Rs. 2243.39 lacs thereby registering a decrease of 6.70% due to slow down in demand in indigenous as well as International markets. Profit before tax decreased to Rs. 111.21 lacs as against previous year figure of Rs. 159.11 Lacs. Consolidated total income decreased from Rs.5657.08 lacs to Rs. 5075.97 lacs. The company is hopeful of achieving higher sales and increased profitability in the ensuing year.

3. DIVIDEND

In order to conserve resources for meeting the Company's expansion plans, the Directors of your Company express their inability to recommend any dividend for the Financial Year 2015-16.

4. AMOUNT CARRIED TO RESERVES

The profit earned by the company are standing in the profit and loss account of the company and no amount has been transferred to general reserve during the year under report.

5. MATERIAL CHANGES AND COMMITMENTS BETWEEN THE END OF FINANCIAL YEAR AND THE DATE OF REPORT.

No material changes and commitments have occurred after the close of the year till the date of this Report, which affect the financial position of the Company.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCTION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

7. ENERGY CONSERVATION AND TECHNOLOGY ABSORTION, FOREIGN EXCHANGE EARNING AND OUT GO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is as follows :

(A) Conservation of Energy	
i) The steps taken or impact on conservation of energy	NIL
ii) The steps taken for utilizing alternate sources of energy	NIL
iii) The capital investment on energy conservation equipments	NIL
(B.) Technology Absorption	
i) The efforts made towards technology absorption	NIL
ii) The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
iii) In case of imported technology(imported during the last 3 years reckoned from the beginning of the Financ ial Year) a) The details of Technology imported b) The year of Import c) Whether the technology been fully absorbed d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
iv) The expenditure incurred on Research and Developm ent	NIL
(C) Foreign Exchange Earnings and outgo	
i) The foreign exchange earned in terms of actual inflows during the year	RS.1,53,06,049
ii) The foreign exchange outgo during the year in terms of actual outflows	RS.31,30,694

8. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

10. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Your Directors draw attention of the members to Note 10 to the financial statement which sets out related party disclosures.The particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 are annexed to this Board report in Form AOC-2 as Annexure - I.

11. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The Company's Policy relating to selection and appointment of Directors, payment of Managerial remuneration, Directors' qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013 is furnished in Annexure-IIA & IIB and is attached to this report.

12. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Form MGT-9 and is attached as Annexure-III to this Report.

13. BOARD MEETINGS

The Company had seven Board meetings during the financial year under review.

14. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

15. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

16. AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members:

a. Mr. Anirudh Khullar
b. Mr. Sushil Gupta
c. Mr. Akhil Mahajan

The Audit Committee consists of two independent Directors viz., Mr. Anirudh Khullar and Mr. Sushil Gupta and one executive director Mr. Akhil Mahajan.

The Company has established a vigil mechanism and overseas through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the chairman of the Audit Committee on reporting issues concerning the interests of co employees and the Company.

17. SHARES

(A) BUY BACK OF SECURITIES
The Company has not bought back any of its securities during the year under review.

(B) SWEAT EQUITY
The Company has not issued any Sweat Equity Shares during the year under review.

(C) BONUS SHARES
No Bonus Shares were issued during the year under review.

(D) EMPLOYEES STOCK OPTION PLAN
The Company has not provided any Stock Option Scheme to the employees.

18. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under schedule V of the SEBI (LODR) regulations 2015 is presented in a separate section forming part of the Annual Report.

19. SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, no company have become or ceased to be Company's subsidiaries, joint venture or associate company. The company has only one 100% subsidiary company, particulars of which are attached in Form AOC-1. The Annual Report contains the consolidated financial statements of the holding company and its subsidiary duly audited by the statutory auditors and the said financial statements have been prepared in strict compliance with applicable Accounting Standards and Listing Agreement. The consolidated Financial Statements presented by the company include financial results of the subsidiary company. A statement in respect of the subsidiary giving the details of capital, reserves, total assets and liabilities, details of investments, turnover, profit before taxation, provision of tax, profit after taxation and proposed dividend is attached to this report. The company will make available the Annual Accounts of the subsidiary company and other related information to any member of the company who is interested in obtaining the same. The annual accounts of the subsidiary company are available for inspection at the registered office of the company and that of the respective subsidiary between 11.00 A.M to 1.00 P.M on all working days.

20. CONSOLIDATED FINANCIAL STATEMENT

In accordance with the Companies Act, 2013 (“the Act”) and Accounting Standard (AS) - 21 on Consolidated Financial Statements read with AS - 23 on Accounting for Investments in Associates and AS - 27 on Financial Reporting of Interests in Joint Ventures, the audited consolidated financial statement is provided in the Annual Report.

21. LISTING STATUS OF SHARES

Shares of your company are listed on The Stock Exchange Mumbai. Your company is regular in paying annual listing fees to the concerned stock exchange. There was no change in Authorised/Paid up capital during the year.

22. DIRECTORATE

The Board consists of Executive and Non–executive Directors including independent Directors who have varied experience in different disciplines of corporate functioning. In accordance with the provisions of the Act and the Articles of Association of the Company Mr. Akhil Mahajan and Mr. Abhay Mahajan Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. The Board recommends the appointment of Mr. Akhil Mahajan and Mr. Abhay Mahajan as directors of the company liable to retire by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

23. AUDITORS AND AUDITOR'S REPORT

M/s A G P R S & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for re appointment. The Board recommends their re appointment as auditors of the company for the financial year 2016-17.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark

24. COST AUDITORS AND COST AUDITOR'S REPORT

Cost audit is not applicable to the company for Financial Year 2015-16.

25. SECRETARIAL AUDITOR AND SCERETARIAL AUDITOR'S REPORT

The Board has appointed Mr. Manish Aggarwal, Practising Company Secretary (M. No. 7055), to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith this Report. Copy of the Secretarial Audit Report in Form MR-3 issued by the practicing company secretary is enclosed as Annexure IV.

26. INTERNAL CONTROL SYSTEM

The company's internal control system is commensurate to the size and nature of its business and it ensures timely and accurate financial reporting in accordance with the applicable accounting standards; optimum utilization, efficient monitoring, timely maintenance and safety of assets; compliance with applicable laws, regulations, listing agreement and management policies; effective Management information system and review of other systems. During the year, such controls were tested and no reportable material weakness in the design or operation were observed

27. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, we state that during the year under report, none of the employees drew remuneration in excess of the limits set out in the said rules.

28. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

a) in the preparation of the annual accounts for the year ended March 31, 2015, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the profit of the Company for the year ended on that date;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a 'going concern' basis;

e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

29. PERSONNEL AND INDUSTRIAL RELATIONS

The Employee relations continued to be co-ordial. The Directors wish to place on record their sincere appreciation for the contribution of the Employees of the Company at all levels.

30. GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.

3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

31. ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board

Dated: 30th May, 2016

Place: Panchkula

sd/-	sd/-
(Akhil Mahajan)	(Abhay Mahajan)
Executive Director	Executive Director

Management Discussion and Analysis

- About the company:Uniroyal Industries Limited is a company in the Textile sector that focuses on Indigenous as well as foreign markets. The Company is engaged in the business of manufacturing of computerized Woven Labels and Narrow Fabrics in "Taffeta' & "Satin' weaves, printed labels and plastic seals. The company meets the demands of garment manufacturers and exporters, furnishing industry, shoe industry and toy industry. It has a good number of customers in India and abroad.

- Industry Structure and development:The woven labels manufacturing units are capital intensive and has low sales to fixed capital assets ratio. Most of the units in this Industry are small in size and are closely held. Product is classified as accessories of apparel manufacturing. With globalization there has been a tremendous increase in demand of branded ready made garments. This has resulted into host of opportunities for the Indian textile and garment industry. The competition has multiplied and risk factor also increased. With a combination of factors like inherent strength to deal with competition, positive govt. support, lowering of costs and reforms in duties and labor laws all contributes for boosting exports that will help the company to enhance its value and increase the profits in the years to come.

- Opportunities and out look:Your company is dependent on readymade and fashion garment industry. The market trend of readymade and fashion garment is changing every year. Elimination of quota from textile sector lead to an increase in exports thereby increasing the opportunities for the Company. The export of garments from India has increased tremendously as a result of increased demand for Indian garments in the foreign markets. The shoe and toy industry is also playing a marvelous role in increasing the sale of the company's products. As the demand for the fashion/readymade garments, shoes and toys increases year after year, your company with the latest third generation state of the art imported international label manufacturing machine in place, is able to reap the benefits of growing markets in India and abroad.

- Threats, Risks and concerns:The major threat to the company's business is the existence of large number of conventional looms in the unorganized sector, which produce low quality labels. Being cheap in cost, they cause strain on the marketing and pricing policy of the Company. Increase in interest rate worldwide, chances of slow down of the world economy, Fluctuations in national and international market, increasing cost of debt collection and bad debts are main risk and concerns to the company in its smooth functioning.
- Internal Control Systems and their adequacy:The company has effective system of accounting and administrative controls which ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has well defined organizational structure with clear functional authority limits for approvals of all transactions.The company has strong reporting system, which evaluate and forewarns the management on issues related to compliances. The performance of the company is regularly reviewed by the Board of Directors to ensure that it is precise keeping with the overall corporate policy and in line with pre-set objectives.

- Discussion on financial performance with respect to operational performance:Discussed in Directors' Report

- Human Resources/ Industrial Relations :The company has a well-designed Human Resource Policy, which is capable to meet the aspiration of the employees as well as the organisation. Continuous training and other development programmes are conducted round the year. The company treats the people as the most valuable asset and has a structured system of performance appraisal and career development.

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.) INR

	Sl. No.	Particulars	Details
1.	1.	Name of the subsidiary	A M TEXTILES AND KNITWEARS LIMITED
2.		Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A
3.		Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
4.		Share capital	1,65,00,000
5.		Reserves & surplus	27,80,851
6.		Total assets	8,38,62,453
7.		Total Liabilities	8,38,62,453
8.		Investments	0
9.		Turnover	28,47,07,216
10.		Profit before taxation	3,75,702
11.		Provision for taxation	2,63,277
12.		Profit after taxation	1,12,425
13.		Proposed Dividend	0
14.		% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations; N.A
2. Names of subsidiaries which have been liquidated or sold during the year. NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of associates/Joint Ventures			
1.	Latest audited Balance Sheet Date			
2.	Shares of Associate/Joint Ventures held by the company on the year end			
	No.			
	Amount of Investment in Associates/Joint Venture			
	Extend of Holding%			
3.	Description of how there is significant influence			
4.	Reason why the associate/joint venture is not consolidated			
5.	Net worth attributable to shareholding as per latest audited Balance Sheet			
6.	Profit/Loss for the year			
i.	Considered in Consolidation			
ii.	Not Considered in Consolidation			

1. Names of associates or joint ventures which are yet to commence operations.
2. Names of associates or joint ventures which have been liquidated or sold during the year.

Note: This Form is to be certified in the same manner in which the Balance Sheet is to be certified.

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar
Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

Annexure - 1

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

	SL. No.	Particulars	Details
a)	1.	Name (s) of the related party & nature of relationship	
b)		Nature of contracts/arrangements/transaction	
c)		Duration of the contracts/arrangements/transaction	
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	
e)		Justification for entering into such contracts or arrangements or transactions'	
f)		Date of approval by the Board	
g)		Amount paid as advances, if any	
h)		Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

	SL. No.	Particulars	Details
a)	2.	Name (s) of the related party & nature of relationship	Mr. Arvind Mahajan
b)		Nature of contracts/arrangements/transaction	Rent paid for house which was taken on lease by the company.
c)		Duration of the contracts/arrangements/transaction	Till 30th September, 2016
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Rent @ Rs. 12.00 Lacs per annum is paid
e)		Date of approval by the Board	28.02.1998
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	3.	Name (s) of the related party & nature of relationship	Mrs. Rashmi Mahajan
b)		Nature of contracts/arrangements/transaction	Salary paid to Mrs. Rashmi Mahajan for working as Executive Director in the company
c)		Duration of the contracts/arrangements/transaction	Till 31st March, 2019
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 16.75Lacs per annum is paid.
e)		Date of approval by the Board	30.01.2016
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	4.	Name (s) of the related party & nature of relationship	Mr. Akhil Mahajan
b)		Nature of contracts/arrangements/transaction	Salary paid to Mr. Akhil Mahajan for working as Executive Director in the company
c)		Duration of the contracts/arrangements/transaction	Till 31st August, 2017
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 24.93 Lacs per annum is paid.
e)		Date of approval by the Board	29.07.2011/30.09.2014
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	5.	Name (s) of the related party & nature of relationship	Mr. Abhay Mahajan
b)		Nature of contracts/arrangements/transaction	Salary paid to Mr. Abhay Mahajan for working as Executive Director in the company
c)		Duration of the contracts/arrangements/transaction	Till 31st October, 2017
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 29.12 Lacs per annum is paid.
e)		Date of approval by the Board	31.10.2014/30.09.2015
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	6.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
b)		Nature of contracts/arrangements/transaction	Rent received from subsidiary company
c)		Duration of the contracts/arrangements/transaction	31ST March, 2017.
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Rent of Rs. 0. 42 Lacs is received for the financial year 2015-16.
e)		Date of approval by the Board	30th October, 2007
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	7.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
b)		Nature of contracts/arrangements/transaction	Purchase from subsidiary company
c)		Duration of the contracts/arrangements/transaction	Ongoing transactions
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Yarn of Rs. 14.02 Lacs is purchase for the financial year 2015-16.
e)		Date of approval by the Board	30th October, 2007
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	8.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
b)		Nature of contracts/arrangements/transaction	Sale to subsidiary company
c)		Duration of the contracts/arrangements/transaction	Ongoing transactions
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Yarn of Rs. 0.00 Lacs is sale for the financial year 2015-16.
e)		Date of approval by the Board	30th October, 2007
f)		Amount paid as advances, if any	NIL

ANNEXURE-IIA

NOMINATION AND REMUNERATION POLICY OF UNIROYAL INDUSTRIES LIMITED

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors in the Board of Directors meeting held on 30th July, 2015.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto. The Key Objectives of the Committee would be:

1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
1.6. To devise a policy on Board diversity
1.7. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

2.1. Act means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
2.2. Board means Board of Directors of the Company.
2.3. Directors mean Directors of the Company.
2.4. Key Managerial Personnel (KMP) means
  2.4.1. Chief Executive Officer or the Managing Director or the Manager;
  2.4.2. Whole-time director;
  2.4.3. Chief Financial Officer;
  2.4.4. Company Secretary; and
  2.4.5. such other officer as may be prescribed.
2.5. Senior Management Personnel means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.
2.6. “Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee The Committee shall:

3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.

3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.

3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

-An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) on the basis of following criteria:-

a. Criteria for evaluation of the Board of Directors as a whole:

i. The Frequency of Meetings

ii. Quantum of Agenda

iii. Administration of Meetings

iv. Flow and quantity of Information from the Management to the Board

v. Number of Committees and their role.

vi. Overall performance of the Company

b. Criteria for evaluation of the Individual Directors;

i. Experience and ability to contribute to the decision making process

ii. Problem solving approach and guidance to the Management

iii. Attendance and Participation in the Meetings

iv. Personal competencies and contribution to strategy formulation

v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

3.3.1. General:

a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.

c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.

d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

1) Remuneration to Managing Director / Whole-time Directors:

a. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.

The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

b. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the prior approval of the Central Government.

c. Provisions for excess remuneration:

If any Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

2. Remuneration to Non- Executive / Independent Directors:

a. The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

b. All the remuneration of the Non- Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

c. An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

d. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

i. The Services are rendered by such Director in his capacity as the professional; and

ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

e. The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3) Remuneration to Key Managerial Personnel and Senior Management:

a) The remuneration to Key Managerial Personnel and Senior Management shall be in compliance with the applicable provisions of the Companies Act, 2013 and in accordance with the Company's Policy.

b) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.

c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.

d) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

4. MEMBERSHIP OF COMMITTEE

4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.

4.2 Minimum two (2) members shall constitute a quorum for the Committee meetings.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. COMMITTEE MEMBERS' INTERESTS

7.1 The disclosure of Interest and participation in the meetings by a member of the Committee shall be as per the provisions of the Act and Rules made thereunder from time to time.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

9.1 Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

9.2 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE-IIB

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE OF UNIROYAL INDUSTRIES LIMITED

1. Introduction

1.1 Uniroyal Industries Limited (UIL) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, UIL ensures constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.

1.2 UIL recognizes the importance of Independent Directors in achieving the effectiveness of the Board. UIL aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

2. Scope and Exclusion:

2.1 This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

3.1 “Director” means a director appointed to the Board of a company.

3.2 “Human Resources, Nomination and Remuneration Committee” means the committee constituted by UIL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Equity Listing Agreement.

3.3 “Independent Director” means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

4. Policy:

4.1 Qualifications and criteria

4.1.1 Nomination and Remuneration (NR) Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's global operations.

4.1.2 In evaluating the suitability of individual Board members, the NR Committee may take into account factors, such as: General understanding of the Company's business dynamics, global business and social perspective; Educational and professional background Standing in the profession; Personal and professional ethics, integrity and values; Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

4.1.3 The proposed appointee shall also fulfill the following requirements:

- Shall possess a Director Identification Number;
- Shall not be disqualified under the Companies Act, 2013;
- Shall give his written consent to act as a Director;
- Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

4.1.4 The NR Committee shall evaluate each individual with the objective of having a group that best enables the success of the Company's business.

4.2 Criteria of Independence

4.2.1 The NR Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.

4.2.2 The criteria of independence, as laid down in Companies Act, 2013 and Clause 49 of the Equity Listing Agreement, is as below: An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director—

a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;

b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;

(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

c. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

e. who, neither himself nor any of his relatives—

(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

(v) is a material supplier, service provider or customer or a lessor or lessee of the company.

f. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the Company's business.

g. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.

h. who is not less than 21 years of age.

4.2.3 The Independent Directors shall abide by the “Code for Independent Directors” as specified in Schedule IV to the Companies Act, 2013.

4.3 Other directorships / committee memberships

4.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The NR Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.3.2 A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.

4.3.3 A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.

4.3.4 A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships. For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

ANNEXURE-III

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I REGISTRATION & OTHER DETAILS:

i	CIN	U18101HR1993PLC033167
ii	Registration Date	12/30/1993
iii	Name of the Company	UNIROYAL INDUSTRIES LTD
iv	Category/Sub-category of the Company	PUBLIC LTD COMPANY
v	Address of the Registered office & contact details	PLOT NO 365 INDUSTRIEAL AREA PHASE II PANCHKULA HARYANA 134113 tel 0172-5066531-33
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT LTD 44, COMMUNITY CENTRE NARAINA INDUSTRIAL AREA PHASE -1 NEW DELHI 110028

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Manufacture of all types of textile garments and clothing accessories	18101	100

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	A M TEXTILES & KNITWEARS LTD	U17301PB2007PLC03153	SUBSIDIARY	100	2(87)(ii)

IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)

I)	Category-wise Share Holding	As per Annexure-"A"
ii)	Shareholding of Promoters	As per Annexure-"B"
iii)	Change in Promoters"Shareholding	As per Annexure-"C"
iv)	Shareholding Pattern of top ten Share-holders (other than Directors, Promoters and Holders of GDRs and ADRs)	As per Annexure-"D"
v)	Shareholding of Directors and Key Managerial Personnel	As per Annexure-"E"

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due	As per Annexure-"F"

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

I)	Remuneration to Managing Director, Whole time Directors and/or Manager	As per Annexure-"G"
ii)	Remuneration to other Directors,	As per Annexure-"H"
iii)	Remuneration to key Managerial Personnel other than MD/MANAGER/WTD	As per Annexure-"I"

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES As per Annexure-"J"

ANNEXURE- "A"

SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Shares	
A. Promoters										
(1) Indian	-	-	-	-	-	-	-	-	-	-
a) Individual/HUF	4,110,367	6,000	4,116,367	49.78%	4,141,650	6,000	4,147,650	50.16%	31,283	0.0038
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
				-				-	-	-
SUB TOTAL:(A) (1)	**4,110,367**	**6,000**	**4,116,367**	49.78%	**4,141,650**	**6,000**	**4,147,650**	50.16%	31,283	0.0038
				-				-	-	-
(2) Foreign				-				-	-	-
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-	-
				-				-	-	-
SUB TOTAL (A) (2)	**-**	**-**	**-**	-	**-**	**-**	**-**	-	-	-
									-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**4,110,367**	**6,000**	**4,116,367**	49.78%	**4,141,650**	**6,000**	**4,147,650**	50.16%	31,283	0.0038
									-	-
									-	-
B. PUBLIC SHAREHOLDING									-	-
									-	-
(1) Institutions									-	-
a) Mutual Funds	-	4,000	4,000	0.05%	-	4,000	4,000	0.05%	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-	-
C) Cenntral govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify) PSIDC	-	-	-		-	-	-		-	-
				-				-	-	-
SUB TOTAL (B)(1):	**-**	**4,000**	**4,000**	**0.05%**	**-**	**4,000**	**4,000**	**0.05%**	-	-
									-	-
(2) Non Institutions									-	-
a) Bodies corporates	358,755	254,750	613,505	**7.42%**	363,492	253,500	616,992	**7.46%**	3,487	0.0004
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals									-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1,385,924	670,880	2,056,804	**24.87%**	1,376,231	665,830	2,042,061	**24.70%**	(14,743)	(0.0018)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1,085,781	35,000	1,120,781	**13.55%**	1,061,889	35,000	1,096,889	**13.27%**	(23,892)	(0.0029)
c) Others (specify)	-	-	-	**-**	-	-	-	**-**	-	-
(c-i) Directors/Relatives	-	3,000	3,000	**0.04%**	-	3,000	3,000	**0.04%**	-	-
(c-ii) Non Resident Indians	24,593	98,200	122,793	**1.49%**	20,093	98,200	118,293	**1.43%**	(4,500)	(0.0005)
(c-iii) Clearing Members	-	-	-	**0.00%**	12,169	-	12,169	**0.15%**	12,169	0.0015
(c-iv) Hindu Undivided Families	231,270	200	231,470	**2.80%**	227,466	200	227,666	**2.75%**	(3,804)	(0.0005)
									-	-
SUB TOTAL (B)(2):	**3,086,323**	**1,062,030**	**4,148,353**	**50.17%**	**3,061,340**	**1,055,730**	**4,117,070**	**49.79%**	(31,283)	(0.0038)
									-	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	**3,086,323**	**1,066,030**	**4,152,353**	**50.22%**	**3,061,340**	**1,059,730**	**4,121,070**	**49.84%**	(31,283)	(0.0038)
									-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
									-	-
Grand Total (A+B+C)	**7,196,690**	**1,072,030**	**8,268,720**	**100.00%**	**7,202,990**	**1,065,730**	**8,268,720**	**100.00%**	-	-

ANNEXURE-"B"

SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Sh.Arvind Mahajan	2277848	27.55%	0.00%	2309131	27.92%	0.00%	0.00%
2	Mrs Rashmi Mahajan	410969	4.97%	0.00%	410969	4.97%	0.00%	NIL
3	Mrs Anila Aggarwal	600	0.01%	0.00%	600	0.01%	0.00%	NIL
4	Sh Akhil Mahajan	390,125	4.72%	0.00%	390125	4.72%	0.00%	NIL
5	Sh Abhay Mahajan	713475	8.63%	0.00%	713475	8.63%	0.00%	NIL
6	Mrs Dimple Mahajan	323,350	3.91%	0.00%	323350	3.91%	0.00%	NIL
	Total	4116367	49.78%	0.00%	4147650	50.16%	0.00%	0.00%

ANNEXURE-"C"

Changes in Promoter's Shareholding

Sl No	Name	Share Holding No. of shares at the beginning 01.04.15 end of the yaer31.03.16	% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year No of Shares	% of total share of the company
1	Arvind Mahajan	2277848	24.4518	20.11.15	31283	Transfer	2309131	27.926
		2309131	27.95	27-09-26				
2	Rashmi Mahajan	410969	4.9701			Nil movement during the year	410969	4.9701
		410969	4.9701					
3	Akhil Mahajan	390125	4.718			Nil movement during the year	390125	4.718
		390125	4.718					
4	Abhay Mahajan	713475	8.6286			Nil movement during the year	713475	8.6286
5	Dimple Mahajan	323350	3.9105			Nil movement during the year	323350	3.9105
		323350	3.9105					
6	Anila Aggarwal	600	0.0072			Nil movement during the year	600	0.0072
		600	0.0072					

ANNEXURE-"D"

Shareholding Pattern of Top ten shareholders (Other than directors, Promoters and holders of GDRs and ADRs)

Sl No	Name	Share Holding No. of shares at the beginning 01.04.15 end of the year31.03.16	% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year	
							No of Shares	% of total share of the company
1	Embee Financial Services Ltd	200000	2.4188				200000	2.4188
		200000	2.4188					
2	Camel Foods Pvt Ltd	54440	0.6584	11.09.15	36993	Transfer	91433	1.1058
				18.09.15	1008	Transfer	92441	1.118
				23.10.15	1034	Transfer	93475	1.1305
				27.11.15	487	Transfer	93962	1.1364
				04.12.15	6686	Transfer	100648	1.2172
				11.12.15	8905	Transfer	109553	1.3249
				18.12.15	700	Transfer	110253	1.3334
				08.01.16	10000	Transfer	120253	1.4543
				15.01.16	39746	Transfer	159999	1.935
				22.01.16	10000	Transfer	169999	2.0559
		169999	2.0559					
3	Angel Broking (P)Ltd	41208	0.4984	21.08.15	900		42108	0.5105
				23.10.15	-880		41228	0.4986
				30.10.15	-20		41208	0.4984
				08.01.16	-41208		0	0
		0	0					
4	Dheeraj Kumar Lohia	44539	0.5386		0		44539	5386
		44539	0.5386					
5	Sonal Lohia	227955	2.7568				227955	2.7568
		227955	2.7568					
6	Dheeraj Kumar Lohia HUF	39241	0.4746		0		39241	0.4746
		39241	0.4746					
7	Harsha Hitesh Javeri	75000	0.907		0		75000	0.907
		75000	0.907					
8	Hitesh Ramji Javeri	75000	0.907		0		75000	0.907
		75000	0.907					
9	Prem Kumar Goyal	113424	1.3717	10.04.15	-113424	Transfer	0	0
		0	0					
10	Raj Kumar Lohia	100000	1.2094				100000	1.2094
		100000	1.2094					
11	Raj Kumar Lohia	78658	0.9513				78658	0.9513
		78658	0.9513					

ANNEXURE-"E"
Shareholding of Directors and Key Managerial personnel

Sl No	Name	Share Holding No. of shares at the beginning 01.04.15 end of the yaer31.03.16	% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year	
							No of Shares	% of total share of the company
1	Arvind Mahajan	2277848	24.4518	20.11.15	31283	Transfer	2309131	27.926
		2309131	27.926					
2	Rashmi Mahajan	410969	4.9701			Nil movement during the year	410969	4.9701
		410969	4.9701					
3	Akhil Mahajan	390125	4.718			Nil movement during the year	390125	4.718
		390125	4.718					
4	Abhay Mahajan	713475	8.6286			Nil movement during the year	713475	8.6286
		713475	8.6286					
5	Anirudh Khullar	500	0.006			Nil movement during the year	500	0.006

ANNEXURE-"F"
Indebtedness of the company including interest outstanding/accrued but not due

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits (Rs. in Lac)	Unsecured Loans (Rs. in Lac)	Deposits (Rs.in Lac)	Total Indebtedness (Rs. In Lac)	
Indebtness at the beginning of the financial year					
i) Principal Amount	1139.27	221.22	0	1360.49	
ii) Interest due but not paid	19.37	1.44	0	20.81	
iii) Interest accrued but not due	0	0	0	0	
Total (i+ii+iii)	1158.64	222.66	0	1381.3	
Change in Indebtedness during the financial year					
Additions	59.68	90.00	0	149.68	
Reduction	241.39	13.00	0	254.39	
Net Change	-181.71	77.00	0	-104.71	
Indebtedness at the end of the financial year					
i) Principal Amount	976.93	298.22	0	1275.15	
ii) Interest due but not paid	0	0	0	0.00	
iii) Interest accrued but not due	13.68	2.41	0	16.09	
Total (i+ii+iii)	990.61	300.63	0	1291.24	

ANNEXURE-"G"

Remuneration to Managing Director, Whole time director and/or Manager:

Sl.No	Particulars of Remuneration		Name of the MD/WTD/Manager						Total Amount
1	**Gross salary**		Mr. Arvind Mahajan	Mrs. Rashmi Mahajan	Mr. Akhil Mahajan	Mr.Abhay Mahajan			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.		28.21	12.58	25.08	27.58			93.45
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		2.45	9.87	1.32	5.96			19.60
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		0	0	0	0			0
2	Stock option		0	0	0	0			0
3	Sweat Equity		0	0	0	0			0
4	Commission		0	0	0	0			0
	as % of profit		0	0	0	0			0
	others (specify)		0	0	0	0			0
5	Others, please specify		0	0	0	0			0
	Total (A)		30.66	22.45	26.40	33.54			113.05
	Ceiling as per the Act		42.00	42.00	42.00	42.00			168.00

ANNEXURE-"H"

Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors				Total Amount
1	Independent Directors	Mr. K K Malik	Mr. Anirudh Khullar	Mr. Sushil Gupta	Mr. Hassan Singh Mejie	
	(a) Fee for attending board committee meetings	0	0	0	0	0
	(b) Commission	0	0	0	0	0
	(c) Others, please specify	0	0	0	0	0
	Total (1)					
2	Other Non Executive Directors	Nil	Nil	Nil	Nil	Nil
	(a) Fee for attending board committee meetings					
	(b) Commission					
	(c) Others, please specify.					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration					
	Overall Cieling as per the Act.					

ANNEXURE-"I"

REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration		Key Managerial Personnel				Total
1	Gross Salary		CEO	Company Secretary	CFO	Total	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.						
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961						
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961						
2	Stock Option						
3	Sweat Equity						
4	Commission						
	as % of profit						
	others, specify						
5	Others, please specify						
	Total						

ANNEXURE-"J"

PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeall made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 201 (1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016]

To,
The Members,
Uniroyal Industries Limited

I have conducted the secretariat audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Uniroyal Industries Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of the Uniroyal Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its offices, agents and authorized representatives during the conduct of secretarial audit. I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Uniroyal Industries Limited for the financial year ended on 31st March, 2016 according to the provisions of :

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;
(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
(iii) The Depositories Act, 1996 and the Regulations and Bye-Laws framed thereunder;
(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct, Overseas Direct Investment and External Commercial Borrowings;
(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');
  (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 1992;
  (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

I/we have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with Stock Exchange(s);

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

Companies Act, 2013 and rules made thereunder:

(a) The Company has not appointed Chief Financial Officer and the Company Secretary in the Company as required by Section 203 the Companies Act, 2013 and rules made thereunder.

(b) The company has appointed M/s Gopal Bhargav & Co. Chartered Accountants as Internal Auditors of the company for the Financial Year 2015-16 but Form MGT-14 as required under Rule 8 of the Companies (Meetings of the Board and its Powers) Rules, 2014 has not been filed.

I/we further report that :-

The Board of Directions fo the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I/we further report that during the audit period the company, there were no specific events/actions having a major bearing on the company affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Place : Panchkula
Dated : 30th March, 2016

(Manish Aggarwal)
C.P. No. 7055

INDEPENDENT AUDITOR'S REPORT

To the Members of
Uniroyal Industries Limited

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Uniroyal Industries Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Companies (Auditor's Report) Order 2016 ("the Order"), issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 & 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c) The Balance Sheet, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
    d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e) On the basis of the written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company does not have any pending litigations which would impact its financial position.

ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year.

A G P R S & Associates
Chartered Accountants
Firm's Regn. No. 006943N

sd-
Pankaj Khullar
Partner
Membership No. 502358

Place : Panchkula
Dated : 30 May 2016

ANNEXURE "A"

Referred to in paragraph 1 of our report of even date:

(I) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets..

b) The company has a regular programme of physical verification of its fixed assets by which all fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) According to the information & explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company.

(ii) The stock of Finished Goods, Stores, Spare Parts and Raw Material lying in the factory (other than stock in transit) have been Physically verified by the management during and at the year-end. In our opinion and according to information and explanations given to us the frequency of physical verification is reasonable. The discrepancies noticed on verification between the physical stock and the book records were not material & have been properly dealt within books of accounts.

(iii) The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013(" the Act").Accordingly, paragraphs 3 (iii) (a) , (iii) (b) & (iii) (c) of the Order are not applicable to the Company.

(iv) In our opinion and according to the information & explanations given to us, the Company has not granted any loan, made any investment or provided any guarantees or security to the parties covered under Section 185 and 186 of the Act. Accordingly, paragraph 3 (iv) of the Order is not applicable to the Company.

(v) In our opinion and according to information and explanations given to us, the Company has not accepted deposits as per directives issued by the Reserve Bank of India and provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder. Accordingly, paragraph 3 (v) of the Order is not applicable to the Company.

(vi) In our opinion and according to information and explanations given to us, Central Government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013 for any of the products manufactured by the Company.

(vii) a) According to information & explanations given to us and on the basis of our examination of the records of the Company, amounts deducted /accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities. According to information & explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at 31 March 2016 for more than six months from the date they became payable.

b) In our opinion and according to information and explanations given to us, there are no dues of ,Income tax or Sales tax or Service tax, Professional tax, Customs duty, Excise duty and Value added tax or cess which have not been deposited with the appropriate authorities on account of any dispute.

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to its bankers or to its financial institutions or debenture holders. The Company does not have loans or borrowings from government.

(ix) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of public issue / follow-on-offer (including debt instruments) during the Year. However term loans raised have been applied for the purposes for which they have been raised.

(x) According to information and explanations given to us, no material fraud by the company or any fraud on the company by its officers/ employees has been noticed or reported during the course of our audit.

(xi) In our opinion and according to information & explanations given to us, managerial remuneration has been paid/ provided in accordance with the requisite approvals mandated by the provisions of Section 197 Read with schedule V to the Companies Act.

(xii) In our opinion and according to information & explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.

(xiii) According to information & explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 & 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the Accounting Standards.

(xiv) According to information & explanations given to us and based on the examinations of our records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3 (xiv) of the Order is not applicable to the Company.

(xv) According to information & explanations given to us and based on the examinations of our records of the Company, the Company has not entered into any non cash transactions with directors or persons connected with them. Accordingly paragraph 3 (xv) of the Order is not applicable to the Company.

(xvi) According to information & explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934. Accordingly, paragraph 3 (xvi) of the Order is not applicable to the Company.

A G P R S & Associates
Chartered Accountants
Firm's Regn. No. 006943N

sd-
Pankaj Khullar
Partner
Membership No. 502358

Place : Panchkula
Dated : 30 May 2016

Annexure – B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of Uniroyal Industries Ltd. ('the Company') as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of the internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design , implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over the financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over the Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable for to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the

Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over the financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over the financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of the financial reporting and the preparation of financial statements for the external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting includes those policies and procedures that

(1) pertains to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

(3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatement due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

A G P R S & Associates
Chartered Accountants
Firm's Regn. No. 006943N

sd-
Pankaj Khullar
Partner
Membership No. 502358

Place : Panchkula
Dated : 30 May 2016

BALANCE SHEET AS AT MARCH 31, 2016

	Particulars	Note No.	31st March, 2016	31st March, 2015
A.	**EQUITY AND LIABILITIES**			
1.	**Shareholders' funds**			
	- Share Capital	1	82687200	82687200
	- Reserves & Surplus	2	66851213	59360177
	Subtotal Shareholders' funds		**149538413**	**142047377**
2.	**Share application Money pending allotment**		0	0
3.	**Non-current Liabilities**			
	- Long-Term borrowings	3	129124796	138129723
	- Deferred Tax Liabilities		16781294	15653440
	- Long term provisions	4	4172584	4236301
	Sub Total - Non-current liabilties		**150078674**	**158019464**
4.	**Current Liabilities**			
	- Short-Term borrowings	5	14875366	28247847
	- Trade Payables	6	17178212	16889792
	- Other current liabilities	7	10014065	8579788
	- Short term provisions	8	2471000	4201000
	Subtotal- Current liabilties		**44538643**	**57918427**
	Total :- Equity and Liabilties.		**344155730**	**357985268**
B.	**ASSETS**			
1.	**Non-current assets**			
	- Fixed assets			
	(i) Tangible assets	9	196103564	200784005
	(ii) Capital Work In Progress		0	0
	Subtotal- Fixed assets		196103564	200784005
	- Non-current investments	10	57892813	56326384
	- Deffered tax assets		0	0
	- Long-term loans and advances	11	4879044	2138624
	- Other non-current assets	12	2130931	2401024
	Subtotal- Non-current assets		**261006352**	**261650037**
2.	**Current assets**			
	- Current investments	13	2433161	3117841
	- Inventories	14	18694518	16229586
	- Trade receivables	15	51960499	66161821
	- Cash and cash equivalents	16	2406552	2115592
	- Short-term loans and advances	17	5335872	6929935
	- Other current assets	18	2318776	1780456
	Subtotal- Current assets		**83149378**	**96335231**
Total :- Assets			**344155730**	**357985268**
Notes to Accounts		**28**		

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar, Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board of Directors

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH , 2016

	Particulars	Note No.	31st March, 2016	31st March, 2015
(I)	Revenue from operations	19	223869166	240109802
(II)	Other Income	20	470215	333718
(III)	**Total Revenue (I+II)**		**224339381**	**240443520**
(IV)	Expenses			
	- Cost of Materials consumed	21	48875399	46968845
	- Purchase of Stock-in-Trade	22	8568509	10471737
	- Changes in inventory of finsihed goods, work-in-progress and stock-in-trade	23	(477204)	414427
	- Employee benefit expenses	24	51332513	48129758
	- Finance Cost	25	13235279	16870752
	- Depreciation and amortization expenses	26	19260368	20531724
	- Other Expenses	27	72423596	81145431
	Total expenses		**213218460**	**224532674**
(V)	Profit before exceptional and extraordinary items and tax (III-IV)		11120921	15910846
(VI)	Exceptional items		0	0
(VII)	Profit before extraordinary items and tax (V-VI)		11120921	15910846
(VIII)	Extraordinary items		0	0
(IX)	Profit before tax (VII-VIII)		11120921	15910846
(X)	Tax expense			
	Current tax		2471000	4201000
	Deferred tax		1127854	1047503
	Tax adjustments earlier years		31031	679051
(XI)	Profit/(Loss) for the period from continuing operations (IX-X)		7491036	9983292
(XII)	Profit/(Loss) from discontinuing operations		0	0
(XIII)	Tax expenses of discontinuing operations		0	0
(XIV)	Profit/(Loss) from discontinuing operations after tax (XII-XIII)		0	0
(XV)	Profit/(Loss) for the period (XI+XIV)		7491036	9983292
Notes to Accounts		**28**		
(XVI)	Earning Per Equity Share		Rs. Per share	Rs. Per share
	Basic		0.91	1.21
	Diluted		0.91	1.21
	Number of Shares used in computing earning per share			
	Basic		8268720	8268720
	Diluted		8268720	8268720

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar
Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board of Directors

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

					Current Yr.	Previous Yr.
NOTE "1" SHARE CAPITAL						
Authorised Capital Uniroyal Industries Ltd.						
1,05,00,000 Equity Shares of Rs. 10/- each					105000000	105000000
Total Rs.					**105000000**	**105000000**
Issued, Subscribed And Paid Up Capital Uniroyal Industries Ltd						
82,68,720 (Previous year-82,68,720) Equity shares of Rs. 10/- each					82687200	82687200
-22,33,200 Shares of Rs. 10/- each fully paid up have been allotted pursuant to a scheme of Amalgamation, without payments being received in cash in 2006						
Details of shares held by each shareholder holding more than 5% shares						
Equity Shares with voting rights						
Name of shareholder	As at 31.03.16		As at 31.03.15			
	No. of shares	%age holding	No. of shares	%age holding		
Mr. Arvind Mahajan	2309131	27.93	2277848	27.55		
Mr. Abhay Mahajan	713475	8.63	713475	8.63		
Total Rs.					**82687200**	**82687200**
NOTE :2" RESERVES AND SURPLUS						
General Reserve						
Opening balance					15136901	16383058
Addition : Transfer from profit and loss account					0	(1246157)
Closing balance					15136901	15136901
Surplus /Profit and Loss Account					44073276	34089984
Addition during the year					7491036	9983292
Less : Transfer to general reserve					0	0
Closing balance					51564312	44073276
Securities Premium Account					150000	150000
Total Rs.					**66851213**	**59360177**
NOTE "3" LONG TERM BORROWINGS						
(a) Term Loans from banks-Secured						
- Secured by 'mortgage of 'immovable & moveable properties both present 'and future and personal guarantees of the promoter directors.					**56478930**	**75594856**
	Installment	Frequency	Up to			
HDFC Term Loan 91 lacs	455000	Quarterly	07.06.2018		4027006	5900384
HDFC Term Loan 490 lacs	2458981	Quarterly	07.04.2020		38588508	45391798
HDFC Term Loan 50 lacs	311978	Quarterly	07.04.2017		1386177	2429973
HDFC Term Loan 480 lacs	2808186	Quarterly	07.04.2017		12477239	21872701
- Secured by hypotecation of vehicles					**7778151**	**3181522**
HDFC-Hypothecation of Amaze	11514	Monthly	05.05.2020		467842	0
ICICI-Hypothecation of Ford	24763	Monthly	01.08.2016		117568	389355
HDFC-Hypothecation of Excent	13438	Monthly	07.11.2016		432740	542167
HDFC Hypothecation of BMW 7 Series	109715	Monthly	07.01.2021		4874989	0
HDFC-Hypothecation of CRV	47822	Monthly	07.03.2020		1885012	2250000
Subtotal : Term loans from banks-secured					**64257081**	**78776378**
(b) Term Loans NBFC's-Secured					**34804391**	**37087393**

Tata Capital Housing Finance Ltd- Flat	274769	Monthly	09.09.2029	23893970	24697982
BMW India Finanacial Services Pvt Ltd Hyp BMW	116910	Monthly	16.11.2018	3239205	4234621
Volkswagen Finance Pvt Ltd- Hyp. of Passat	47783	Monthly	03.05.2016	94277	627548
PNB Housing Fiance Ltd-Against Flat				5687385	5260189
Toyata Financial Services India Ltd	48760	Monthly	20.02.2020	1889554	2267053
Subtotal : Term loans -secured				**99061472**	**115863771**
(c) Deposits-Un secured					
from related parties					
Deposits From Directors				30063324	22265952
Deposits From Director's relatives				0	0
from others					
Deposits From Public				0	0
Subtotal : Depsoits-un secured				**30063324**	**22265952**
Total Rs.				129124796	138129723

The company has not defaulted in the repayment of principal and interest on loans and deposits

NOTE "4" LONG TERM PROVISIONS

Provision for Leave Encashment	2274494	2014787
Provision for Gratuity	1898090	2221514
Total Rs.	**4172584**	**4236301**

NOTE "5" SHORT TERM BORRWINGS

(a) Cash Credit from banks- secured	**14875366**	**28247847**
Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of promoter directors		
Loans and advances from related parties-unsecured	**0**	**0**
Total Rs.	**14875366**	**28247847**

NOTE "6" TRADE PAYABLES

Sundry Creditors for		
- Goods/Expenses	14620560	13733804
- Advances received from customers	2557652	3155988
Total Rs.	**17178212**	**16889792**

NOTE "7" OTHER CURRENT LIABILITIES

Other Liabilities	2943717	2315625
Expenses Payable	7070348	6264163
Total Rs.	**10014065**	**8579788**

NOTE "8" SHORT TERM PROVISIONS

Provision for Taxation		
- Income Tax	2471000	4201000
Total Rs.	**2471000**	**4201000**

NOTE '9' FIXED ASSETS

UNIROYAL INDUSTRIES LTD

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1.04.2015	Additions during the year	Adjustments during the year	As at 31.03.2016	As at 1.04.2015	During the year	Adjustments during the year	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Land	3339199	0	0	**3339199**	0	0	0	**0**	**3339199**	3339199
Buiding										
- Factory	36519840	0	0	**36519840**	8859441	1155838	0	**10015279**	**26504561**	27660399
- Office	3508476	0	0	**3508476**	1139745	58256	0	**1198001**	**2310475**	2368731
Furniture & Fixtures	3212271	151800	0	**3364071**	1179609	436668	0	**1616277**	**1747794**	2032662
Plant & Machinery	314120812	6775275	0	**320896087**	164867577	14466919	0	**179334496**	**141561591**	149253235
Electric Installations	1550895	0	0	**1550895**	1395593	74524	0	**1470117**	**80778**	155302
Office Equipment	1503308	273337	0	**1776645**	1075454	180988	0	**1256442**	**520203**	427854
Computers	1012278	803190	0	**1815468**	722317	204320	0	**926637**	**888831**	289961
Miscellaneous Assets	0	0	0	**0**	0	0	0	**0**	**0**	0
Vehicles	25605993	6805991	4560444	**27851540**	10349331	2682855	4330778	**8701408**	**19150132**	15256662
Total	**390373072**	**14809593**	**4560444**	**400622221**	**189589067**	**19260368**	**4330778**	**204518657**	**196103564**	**200784005**
Figures for the previous year	326266310	72414522	8307760	390373072	174863796	20531724	5806453	189589067	200784005	151402514

NOTE "10" NON CURRENT INVESTMENTS

Long term trade		
- Investments in equity instruments of subsidiary companies-Unquoted		
16,50,000 Equity Shares of Rs. 10/- each fully paid up in A M Textiles & Knitwears Ltd	16500000	16500000
Long term non trade		
- Investments in Immovable property(Net of accumulated depreciation & impairment, if any) Part payment to ACME Builders Pvt Ltd for Flat at Sector 91 Mohali	8773903	8345940
- Investments in Immovable property(Net of accumulated depreciation & impairment, if any)		
Flat at Goa	3469216	3469216
Flat at Baddi	0	1355000
Flat at Chandigarh	29149694	26656228
- In Associates concerns	**0**	**0**
Total Rs.	57892813	56326384

NOTE "11" LONG TERM LOANS AND ADVANCES

Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
- With parties for Capital Goods	315000	0
Securities & Deposits with Government Departments & other Agencies	4564044	2138624
Total Rs.	4879044	2138624

NOTE "12" OTHER NON-CURRENT ASSETS

Balances with banks held as margin money/against commitments	2130931	2401024
Preliminary expenses to the extent not written off	0	0
Total Rs.	2130931	2401024

NOTE "13" CURRENT INVESTMENTS

Investments in Mutual Funds-Unquoted	0	0
Capital in partnership firms		
- Uniroyal Builders & Developers	2433161	3117841

Details of Partners in Uniroyal Builders & Developers

Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	50.00%	2433161
Sh. Saurabh Gupta	50.00%	1099162
Total	**100%**	**3532323**

Total Rs.	**2433161**	**3117841**

NOTE "14" INVENTORIES

- (As prepared, valued & certified by the management)		
Stock in Trade		
- Raw Materials	15772996	13996739
- Semi Finished Products	891000	847350
- Finished Goods	614508	374220
- Labels/Seal Trading	476506	283240
- Packing Materials	357799	316878
- Stores & Spares	434697	264821
- Fuel	133812	122508

- Printing & Stationery	13200	23830
Total Rs.	**18694518**	**16229586**
NOTE "15" TRADE RECEIVABLES		
(Unconfirmed and unsecured but considered good)		
Outstanding for exceeding six months from the date they were due for payment	861778	912520
Others	51098721	65249301
Total Rs.	51960499	66161821
NOTE "16" CASH AND CASH EQUIVALENTS		
Cash in hand	967855	828337
Imprest balances with staff	78128	69835
Balances with banks	311641	155866
Cheques, drafts on hand	1048928	1061554
Total Rs.	2406552	2115592
NOTE " 17" SHORT TERM LOANS AND ADVANCES		
Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received With parties for		
- Supplies/Expenses	64940	113041
- Staff	84500	65500
- With related parties:	0	0
Pre-paid Expenses	615596	384058
Input VAT Recoverable	16921	0
With Income Tax Department	4302868	6122761
With Central Excise (PLA)	251047	244575
Total Rs.	5335872	6929935
NOTE "18" OTHER CURRENT ASSETS		
Claim receivable under TUFS	1726958	1422274
Interest receivable	210764	133546
Rent receivable	0	12000
BMW India Finanacial Services Pvt Ltd	40752	50862
Tata Capital Ltd	250717	145913
PNB Housing Finance Ltd	60899	0
Toyata Finance Services India Ltd	20762	1581
Volkswagen Finance Pvt Ltd	7924	14280
Total	**2318776**	**1780456**
NOTE "19" REVENUE FROM OPERATIONS		
Sales (Gross)	222600120	238674483
Less : Excise Duty	4990861	5851003
Net sales	217609259	232823480
Other Income from operations		
Cartage Recovered	5910	3310
Duty Drawback	196667	65288
Exchange Rate Fluctuation	84605	135338
Share of Profit from partnership firm Uniroyal Builders & Developers	(109680)	(112056)
Commission received	6082405	7194442
Sub total : other income from operations	6259907	7286322
Total Rs.	223869166	240109802

NOTE "20" OTHER INCOME		
Rent received	152150	75720
Interest received	238858	257998
Misc Income	79207	0
Total Rs.	**470215**	**333718**
NOTE "21" COST OF MATERIALS CONSUMED		
Raw Material Consumed		
Opening stock	13996739	16170585
Add : Purchases	50651656	44794999
Less: Closing stock	(15772996)	(13996739)
Total Rs.	48875399	46968845
NOTE "22" PURCHASE OF STOCK IN TRADE		
Purchase for trading	8568509	10471737
Total Rs.	8568509	10471737
NOTE "23" CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE		
Stock at Close		
Finished Goods	614508	374220
Semi Finished Goods	891000	847350
Traded Goods	476506	283240
Total Rs	**1982014**	**1504810**
Opening Stock		
Finished Goods	374220	1013090
Semi Finished Goods	847350	618500
Traded Goods	283240	287647
Total Rs.	**1504810**	**1919237**
Increase / (Decrease)	477204	(414427)
NOTE "24" EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	34856365	32097440
Contribution to Provident & Other Funds	2860950	2786792
Retirement Benefits	1421866	1310984
Workmen & Staff Welfare Expenses	1007431	995184
Director's Remuneration	11185901	10939358
Total Rs.	**51332513**	**48129758**
NOTE "25" FINANCE COST		
Interest expense on		
- Borrowings	13090458	16674699
- Trade payables	0	0
- Others	0	0
Other Borrowing cost	144821	196053
Total Rs.	**13235279**	**16870752**
NOTE "26" DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation	19260368	20531724
Prelimnary Expenses Written off	0	0
Total	**19260368**	**20531724**

NOTE "27" OTHER EXPENSES

Manufacturing expenses		
Stores & Spares consumed	4213954	11124349
Power & fuel	25949428	24654541
Repairs - Plant & Machinery	5470726	3246299
Repairs - Building & Others	1283545	2241581
Other Manufacturing Expenses	1159702	1603207
Sub total	38077355	42869977
Administrative expenses		
Rent	389075	809259
Rates & Taxes	187519	156361
Insurance	598544	555915
Auditor's Remuneration	102954	123969
Travelling & Conveyance		
- Director's Travelling	3121196	3519649
- Other's Travelling	1035798	947491
Legal & Professional Charges	1165192	1162935
Loss on sale of Fixed Assets	(288378)	205150
Vehicle Running & Maintaince	1263364	1560322
Telephone Expenses	710683	814110
Festival Expenses	986440	1013363
Guest House Expenses	0	414136
Repair & Maintenance	5180	4699
Share Department expenses	787894	658894
Other Administrative expenses	1281506	1177180
Sub total	11346967	13123433
Selling and distribution expenses		
Freight & forwarding	4703712	3845916
Advertisement & publicity	3680	58940
Packing expenses	5141413	4921965
Discount & commission	12600968	15651033
Sales promotion	549501	674167
Sub total	22999274	25152021
Total	**72423596**	**81145431**

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016			(Amount in Rs.)
			Standalone
	PARTICULARS	Figs for the Current Yr.	Figs. for the Previous Yr.
A	CASH FLOW FROM OPERATING ACTIVITIES		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ACTIVITIES	11,120,921	15,910,846
	ADJUSTMENTS FOR :-		
	Depreciation	19,260,368	20,531,724
	Loss on Fixed Assets	(288,378)	205,150
	Misc. Exp. Written Off	-	-
	Sundry Balance Written Off/Written Back	(69,100)	(200,719)
	Dividend Received	-	-
	Profit Transfer from Uniroyal Developers & Builder	109,680	112,056
	Financial Expenses	13,235,279	16,870,752
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	43,368,770	53,429,809
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	(2,464,932)	2,331,622
	Trade receivables	14,270,422	(11,782,935)
	Short term loans and advances	1,594,063	3,029,521
	Long term loans and advances	(2,740,420)	141,000
	Other Current Assets	(538,320)	179,440
	Other Non current assets	270,093	539,804
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	288,420	(12,488,910)
	Other current liabilities	1,434,277	1,540,098
	Other long term liabilities	-	-
	Short term provisions	(1,730,000)	(4,584,000)
	Long term provisions	(63,717)	(81,738)
		53,688,656	32,253,711
	Less:- Current Taxes	(2,471,000)	(4,201,000)
	Income Tax Paid	(31,031)	(679,051)
	Total (A)	51,186,625	27,373,660
B	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed assets	(14,809,593)	(12,181,530)
	Disposal of Assets	518,044	1,050,000
	Dividend Received	-	-
	Share of Profit from Uniroayal Builders & Developers	(109,680)	(112,056)
	Investments	(881,749)	(26,940,563)
	Total (B)	(15,282,978)	(38,184,149)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Short Term Capital Loan - Working Capital & Adhoc Limit	(13,372,481)	7,086,780
	Long Term borrowings	(9,004,927)	20,478,913
	Issue of Share Capital	-	-
	Less :- Cash outflow from the financing activities		
	Financial Expenses	(13,235,279)	(16,870,752)
	Total (C)	(35,612,687)	10,694,941
	Total Cash Inflow During The Year(A) + (B) + (C)	290,960	(115,548)
	Opening Cash Balance	2,115,592	2,231,140
	Total Cash Inflow During The Year	290,960	(115,548)
	Net Cash & Cash Equivalent as on 31.03.2016	2,406,552	2,115,592

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar
Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board of Directors

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

NOTE-"28" NOTES FORMING PART OF ACCOUNTS

1. CORPORATE INFORMATION

The company is carrying on the business of manufacture and trading of garment accessories such as narrow fabric woven labels, printed labels, hang tags, plastic seals etc. company has its manufacturing facility at Panchkula, Haryana.

AS-1 SINGNIFICANT ACCOUNTING POLICIES

System of Accounting

These financial statements have been prepared to comply with the Generally Accepted Accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.The financial statements have been prepared on going concern and on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

Use of estimates

The preparation of financial statements is in conformity with Indian GAAP requires judgements, estimates and assumptions to be made that affect the reported amount of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialised.

AS-2 Inventories

Inventories are valued at the lower of cost (on FIFO basis) and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges. Work-in –progress and finished goods include appropriate proportion of overhead , where applicable, excise duty.

AS-3 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Cash flow statement

Cash flows are reported using the indirect method, whereby profit/loss before extraordinary items and tax Is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

AS-6 Depreciation and amortisation

Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except otherwise mentioned. Depreciation has been provided in respect of addition to / deletions from fixed assets on prorata basis with reference to the date of addition /deletion of assets.Intangible assets are amortised 'over their estimated useful life. The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each financial year and the amortization method is revised to reflect the changed pattern.

AS-9 Revenue recognition

Sale of goods

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

Other Income

Interest and commission income is accounted on accrual basis. Dividend income is accounted for when the right to receive it is established.

AS-10 Tangible fixed assets

Tangible Assets are stated at cost net of recoverable taxes, trade discounts and rebates and include amounts added on revaluation, less accumulated depreciation and impairment loss, if any. The cost of fixed assets includes interest on borrowings attributable to acquisition of qualifying fixed assets up to the date, the asset is ready for its intended use and other incidental expenses incurred up to that date. Exchange differences arising on restatement /settlement of long-term foreign currency borrowings relating to acquisition of depreciable fixed assets are adjusted to the cost of the respective assets and depreciated over the remaining useful life of such assets.

Fixed assets retired from active use and held for sale are stated at the lower to their net book value and net realizable value and disclosed separately in the Balance Sheet.

Capital Work-In-Progress:

Projects under which assets are not ready for their intended use and other capital work-in-progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

AS-11 Foreign currency transactions and translations Initial recognition

Transactions in foreign currencies entered into by the Company and its integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate the at date of the transaction.

Measurement of foreign currency monetary items at the Balance Sheet date

Foreign currency monetary item (other than derivative contracts) of the Company and its net investment in non-integral foreign operations outstanding at the Balance Sheet date are restated at the year-end rates. In the case of integral operation, assets and liabilities (other than non-monetary items), are translated at the exchange rate prevailing on the Balance Sheet date. Non-monetary items are carried at historical cost. Revenue and expenses are translated at the average exchange rates prevailing during the year.

Treatment of exchange differences

Exchange differences arising on settlement/restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognized as income or expense in the Statement of profit and Loss. The exchange differences on restatement /settlement of loans to no-integral foreign operations that are considered as investment in such operations are accumulated in a ”Foreign currency translation reserve” until disposal /recovery of the net investment. The exchange differences arising on restatement/settlement of long-term foreign currency monetary items are capitalized as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortized on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortised balance is carried in the Balance Sheet as “ Foreign currency monetary item translation difference account” net of the tax effect thereon.

Accounting of forward contracts

Premium /discount on forward exchange contracts, which are not intended for trading or speculation purposes, are amortised over the period of the contracts if such contracts relate to monetary items as at the Balance Sheet date.

AS-12 Government grants, subsidies and export incentives

Government grants and subsidies (except mentioned otherwise) are recognized when there is reasonable assurance that the Company will comply with the conditions attached to them and the grants/subsidy will be received. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grants are recognized as income over the life of a depreciable asset by way of reduced depreciation charge.

Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

“Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof , are treated as capital reserve. Government grants In the form of non-monetary asset Is given free of cost, the grant is recorded at a nominal value, other government grants and subsidies are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis.”

Capital subsidy against purchase of eligible machinery under Tufs is recognized when there is a reasonable assurance (which generally coincides with the sanction by the Ministry) that the same will be recovered and is deducted from the block of fixed assets.

Interest subsidy under Tufs is recognized when there is a reasonable assurance (Which generally coincides with the sanction by the Ministry) that he same will be recovered and is deducted on accrued basis from the interest expense.

AS-13 Investment

Cost of investment includes acquisition charges such as brokerage, fees and duties. Current investments are carried at lower of cost and quoted/fair value, computed category-wise. “Long –term investments/ Noncurrent investments (excluding investment properties) are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary.

Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalized and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets. "

AS-15 Employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services. These benefits include performance incentive and compensated absences.

Post-Employment Benefits

Employee benefits include provident fund, superannuation fund, gratuity fund, earned leave, long service awards and post-employment medical benefits. Provident fund contribution in respect of employees are made to Government as per the Provident Fund Act. Retirement benefit as to Gratuity to its employees is accounted in accordance with Accounting Standard (AS15) on the basis of actuarial valuation. Gratuity payment scheme is funded with an insurance company.

The actuarial gains or losses are recognized immediately in the profit and loss account. Contributions towards the defined contribution plans are recognized in the profit and loss account on accrual basis.

AS-16 Borrowing costs

Borrowing costs include interest, amortization of ancillary costs incurred and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Costs in connection with the borrowing of funds to the extent not directly related to acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction/development of the qualifying asset up to the date of capitalization of such asset is added to the cost of the assets. Capitalization of borrowing costs is suspended and charged to the Statement of Profit and Loss during extended periods when active development activity on the qualifying assets is interrupted.

AS-17 Segment reporting

The company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/Loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

AS-20 Earning per share

Basic earnings per share is computed by dividing the profit/ (loss) after Tax (including the post tax effect of extraordinary item, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(Loss) after tax (including the post tax effect of extraordinary item, if any)as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse splits and bonus shares, as appropriate.

AS-22 Taxes on income

Tax expense comprises of current tax and deferred tax. Current tax is measured at the amount expected to be paid to the tax authorities, using the applicable tax rates and laws for the year as determined in accordance with the provisions of the Income Tax act, 1961.. Deferred income tax reflect the current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier years/period. Deferred tax assets are recognised only to the extent that there is a reasonable certainty that sufficient future income will be available except that deferred tax assets, in case there are unabsorbed depreciation or losses, are recognised if there is virtual certainty that sufficient future taxable income will be available to realize the same.

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to the future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it flow to the Company.

Current and deferred tax relating to item directly recognized in equity are recognized in equity and not in the Statement of Profit and Loss.

AS-26 Intangible Assets

Intangible assets are carried at cost less accumulated amortization and impairment losses, if any. The cost of an intangible comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the taxing authorities), and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure on an intangible asset after its purchase /completion is recognized as an expense when incurred unless it is probable that such expenditure will enable the asset to generate future economic benefits in excess of its originally assessed standards of performance and such expenditure can be measured and attributed to the asset reliably, in which case such expenditure is added to the cost of the asset.

AS-27 Joint venture operations

The accounts of Company reflects its share of the Assets, Liabilities, Income and Expenditure of the Joint Venture Operations which are accounted on the basis of the audited accounts of the Joint Ventures on line-by-line basis with similar items in the Company's accounts to the extent of the participating interest of the Company as per the Joint Venture Agreements.

AS-28 Impairment of assets

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Profit and Loss Statement in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an assets in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, except in case of revalued assets.

AS-29 Provisions and contingencies

Provision is recognised in the accounts when there is a present obligation as a result of past event(s) and it is probable that an outflow of resources will be required to settle the obligation and a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes unless the possibility of outflow of resources is remote. Contingent assets are neither recognised nor disclosed in the financial statements.

2. Contingent Liabilities

	Cur. Yr	Prev. Yr.
<u>**Contingent Liabilities not Provided for**</u>		
Claims against the company not acknowledged as debt:	Nil	Nil
Uncalled Liabilities on shares partly paid up:	Nil	Nil
Arrears of Fixed Cummulative Dividend:	Nil	Nil
Estimated amount contract remaining to be executed on capital account and not provided for:	Nil	Nil
<u>Other money for which the company is contingently liable:</u>		
i. Guarantees given by banks on behalf of the company		
-to Reliance Industries ltd.	5000000	5000000
-to Deputy Commissioner of customs	715000	715000
ii. Letters of credit open by the bank	0	0

3. In the opinion of the Directors current assets loans & advances have a value on realization in ordinary course of business at least equal to the value at which they have been stated in the Balance Sheet.

4. Small Scale Creditors

Sundry Creditors includes Rs 7,69,880/- (Previous year-Rs. 15,59,669/-) due to Micro/Small/Medium enterprises . There is no undertaking from whom amount outstanding for more than 30 Days in respect of small scale undertaking where such dues exceeds Rs. 1.00 lacs (Previous year NIL)

5. Balance of sundry creditors, Sundry Debtors and other advances are subject to confirmation

6.

The amount of exchange rate differences	**Cur. Yr**	**Prev. Yr.**
a) Included in Profit & Loss account of the year on Account of receivable and payables :Net	84605	135338
b) Adjusted in carrying amount of fixed assets	0	0
c) In respect of forward exchange contract to be Recognized as an expense in the current year	0	0
d) In respect of forward exchange contract to be Recognized as an expense in the subsequent years	0	0

7.

Managerial Remuneration	**Curr.Yr**	**Prev.Yr**
(Remuneration is within the limit prescribed under schedule V to the Companies Act, 2013.)		
a) To the managing Director & Whole time Directors		
Salary/Commission/Allowance	8940000	8700000
Perquisites	1045901	1039358
Rent Free Accommodation	1200000	1200000
Total	11185901	10939358
b) To other Director	0	0

8. Foreign exchange derivates and exposures outstanding as at the Balance Sheet Date:

Nature of Instrument

A. Hedged Foreign Currency Exposure on:		
I. Payable	0	0
II. Receivable	0	0
B. Un hedged Foreign Currency Exposure on:		
I. Payable	9050USD	9446CHF
	564746 INR	605173INR
II. Receivable	12460 USD	15581USD
	826773 INR	955361INR
	107Euro	0
	8065INR	0
	329CHF	0
	22700INR	0

9. Employee Benefits

The company has adopted Accounting Standard 15(Revised) on accounting for Employee Benefits and has accounted the liability on the basis of actuarial valuation. The company has taken gratuity policy from SBI Life Insurance Co. Ltd and during the year contributed Rs. 3.00 lacs. Provision for leave salary is made by debit to profit and loss account

The necessary disclosure as per Accounting Standard 15 is as under:

Particulars	Current Year.	Previous Year.
Defined Contribution Plan:		
(i) Employer's Contribution to Provident fund		
recognized in the profit & loss Account	2057033	1845427
(ii) Employer's Contribution to Employee state		
insurance (ESI) fund recognized in the profit &		
loss Account	803917	941365
Defined Benefits Plan:		
Particulars	**Gratuity Cur. Yr.**	**Gratuity Prev. Yr.**
The amount recognized in the balance sheet::		
Present value of funded obligation		
Fair value of plan assets		
Net liability	4860900	5196374
Principal actuarial assumptions at the balance	2962810	2974860
sheet:	1898090	2221514
Discount Rate		
Salary Escalation		
Salary Considered	8% P.A	8% P.A
Mortality Table	4%	4%
Actuarial Valuation Method	Basic +DA	Basic +DA
Withdrawal rate	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Ceiling	Projected Unit Credit Method	Projected Unit Credit Method
	1% to 3% depending on age	1% to 3% depending on age
	Rs.10,00,000	Rs.10,00,000

Reconciliation of Plan Assets

PARTICULARS	AMOUNT (In RS.)
Fair Value as on 01.04.2015	2974860
Less: Bank Balance held with Uniroyal Industries Employees Gratuity Fund	100000
Add: Contributions during F.Y 2015-16	300000
Less: Benefits Paid during F.Y. 2015-16	437034
Less: Life Cover Premium Paid from Fund in F.Y.2015-16	161
Add: Actual Return on Plan Assets	225145
Fair Value as on 31.03.2016	2962810

10. Related Party disclosure as per AS-18

a. List of related & Associated parties

Name of party	Relationship
Uniroyal Builders & Developers	Partnership Investment of 50% Share of the Company
A M Textiles & Knitwears Limited	100% Subsidy

b. Key management personnel

Mr. Arvind Mahajan	Managing Director
Mrs. Rashmi Mahajan	Executive Director
Mr. Akhil Mahajan	Executive Director
Mr. Abhay Mahajan	Executive Director

c. Outstanding Balances

		Cur. Yr.	Prev. Yr.
Due to Directors	Remuneration	655582	734082
Due to Directors	Unsecured Loan	30063324	22265952
Due to (from) AM Textiles and Knitwears Ltd		303897	153965
Capital in Uniroyal Builders & Developers		2433161	3117841
Capital in AM Textiles & Knitwears Ltd		16500000	16500000

d. Transaction /consideration during the year

			Cur. Yr	Prev. Yr.
Party	Relation			
Mr. Arvind Mahajan	Mg. Director	Rent Paid	1200000	1200000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/Perquisits/Allowance	2905562	2887911
Mrs. Rashmi Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	1675388	1736681
Mr. Akhil Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	2492594	2508390
Mr. Abhay Ma hajan	Executive Director	Salary/Commission/Perquisits/Allowance	2912357	2606376
Uniroyal Builders & Developer	Partnership	Share of Profit/(Loss) Received	(109680)	(112056)
Uniroyal Builders & Developer	Partnership	Investment during the year	(575000)	(686000)
AM Textiles & Knitwears Ltd	Subsidiary Company	Rent Received	42150	42720
AM Textiles & Knitwears Ltd	Subsidiary Company	Purchase of Yarn	1401755	910237
AM Textiles & Knitwears Ltd	Subsidiary Company	Sale of yarn	0	259805
Mr. Arvind Mahajan	Mg. Director	Interest Paid	2570820	2242254
Mrs. Rashmi Mahajan	Executive Director	Interest Paid	605829	523239
Mr. Akhil Mahajan	Executive Director	Interest Paid	0	23776
Mr. Abhay Mahajan	Executive Director	Interest Paid	108192	93988
Arvind Mahajan HUF	Directr's Concern	Interest Paid	0	11378
Mr. Aryan Mahajan	Directr's Relative	Interest Paid	0	5671
Mrs. Dimple Mahajan	Directr's Relative	Interest Paid	0	3215
Mr. Manohar Lal Saggar	Directr's Relative	Interest Paid	0	41389
Mrs Santosh Saggar	Directr's Relative	Interest Paid	0	40094
Mrs Hena Mahajan	Directr's Relative	Interest Paid	0	12658
Uniroyal Builders & Promoter	Partnership	Share of Profit/(Loss) Received	0	(158570)
Uniroyal Builders & Promoter	Partnership	Investment during the year	0	(141430)

11. Auditor's Remuneration

	Cur. Yr.	Prev. Yr.
Auditor's Expenses	25713	30710
Payment to Auditors -Certification Etc	29151	46068
Audit Fee	48090	47191
Total	**102954**	**123969**

12. Value of Raw Material, Stores and Spare Parts consumed.

		Current Yr. % age	Current Yr. Value	Prev. Yr. & % age	Prev Yr. Value
I.	Stores & Spares				
	Imported	27.31	1197208	12.22	1361910
	Indigenous	72.69	3186622	87.78	9781725
II.	Raw Material Consumed	**Qty. Kg**	**Value**	**Qty. Kg**	**Value**
	Polyester Yarn	132714	34953911	122952	34446530

13. Sale of Raw Material

	Qty. Kg	Value	Qty. Kg	Value
Polyester Yarn	207.000	54931	5094.000	259805

14. Value of Imports Calculated on CIF

	Current Yr.	Pre Yr.
Import of Machinery	0	0

15. Expenditure in Foreign Currencies during the financial Year

Raw Material/Store	INR	596467	57729
	Euro	7532	740
	INR	0	0
	US$	0	0
	INR	380631	790503
	Swiss Franks	5469	12062

16. **Amount remitted in foreign currencies on account of**

Dividend	Nil	Nil
Expenditure Travelling	2153596	2717601
Earning in foreign exchange -Exports of Goods FOB Value	15306049	13298572

17. Previous Years Figures

Previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification/ disclosure.

III Balance Sheet abstract and company's general business profile

III Balance Sheet abstract and company's general business profile

I.	Registration Details:	
	Registration No.	L18101HR1993PLC033167
	Balance Sheet Date	03/31/2016
II.	Capital raised during the year (amount in thousand	
	Public Issue	Nil
	Right Issue	Nil
	Bonus Issue	Nil
	Private Placement	Nil
III.	Position of mobilization and deployment of funds (amounts in thousands)	
	Source of Funds	
	Total Liabilities	344156
	Paid up Capital	82687
	Reserve & Surplus	66851
	Share Application Money	0
	Non Current Liabilities	150079
	Current Liabilities	44539
	Application for Funds	
	Total assets	344156
	Non current Assets	261007
	Current assets	83149
IV.	Peformance of Company (Amount in thousands)	
	Turnover	224339
	Total Expenditure	213218
	Profit/Loss before Tax	11121
	Profit/Loss after Tax	7491
	(+for profit, ()for loss)	
	Earning Per Share	0.91
	Dividend rate%	0
	V.Generic Names of Three Principal Products/Services of Company (as per Monetary terms	
	Product Description	(ITC Code)
	Labels	58071020
	Plastic Seals	39269099
	As per our report of even date attached	

For A G P R S & Associates
Chartered Accountants

For Uniroyal Industries Limited

sd-
Pankaj Khullar
Partner
FirmRegn. No. 006943N

sd/-
(Akhil Mahajan)
Executive Director

sd/-
(Abhay Mahajan)
Executive Director

Place : Panchkula
Dated: 30th May, 2016

INDEPENDENT AUDITOR'S REPORT

Uniroyal Industries Limited

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Uniroyal Industries Limited ("the Holding Company"), & its subsidiary company A M Textiles & Knitwears Ltd. (Hereinafter collectively referred as "The Group") which comprise the Balance Sheet as at 31st March 2016, the statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Group as at 31st March 2016, and its profit and its cash flows for the year ended on that date.

For A G P R S & Associates
Chartered Accountants

sd-
Pankaj Khullar
Partner
FirmRegn. No. 006943N

Place : Panchkula
Dated: 30th May, 2016

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2016

	Particulars	Note No.	31st March, 2016	31st March, 2015
A.	**EQUITY AND LIABILITIES**			
1.	**Shareholders' funds**			
	- Share Capital	1	82687200	82687200
	- Reserves & Surplus	2	69632064	62028603
	Subtotal Shareholders' funds		152319264	144715803
2.	**Share application Money pending allotment**		0	0
3.	**Non-current Liabilities**			
	- Long-Term borrowings	3	136320787	147129723
	- Deferred Tax Liabilities		16781294	15653440
	- Long term provisions	4	4172584	4236301
	Subtotal- Non-current liabilties		157274665	167019464
4.	**Current Liabilities**			
	- Short-Term borrowings	5	65829421	72046776
	- Trade Payables	6	23032614	22610569
	- Other current liabilities	7	10241322	8644702
	- Short term provisions	8	2517000	4201000
	Subtotal- Current liabilties		101620357	107503047
	Total :- Equity and Liabilties.		411214286	419238314
B.	**ASSETS**			
	1. Non-current assets			
	- Fixed assets			
	(i) Tangible assets	9	204533034	202699187
	(ii) Capital Work In Progress		0	0
	Subtotal- Fixed assets		204533034	202699187
	- Non-current investments	10	41392813	39826384
	- Deferred tax assets		62518	132915
	- Long-term loans and advances	11	4879044	2138624
	- Other non-current assets	12	2130931	2401024
	Subtotal- Non-current assets		252998340	247198134
2.	**Current assets**			
	- Current investments	13	2433161	3117841
	- Inventories	14	64437692	59394059
	- Trade receivables	15	79859735	97389755
	- Cash and cash equivalents	16	2983237	2954019
	- Short-term loans and advances	17	5689423	7201781
	- Other current assets	18	2812698	1982725
	Subtotal- Current assets		158215946	172040180
	Total :- Assets		**411214286**	**419238314**
	Notes to Accounts	**28**		

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar, Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board of Directors

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH , 2016

	Particulars	Note No.	31st March, 2016	31st March, 2015
(i)	Revenue from operations	19	506261208	564513568
(II)	Other Income	20	1335634	1194216
(III)	**Total Revenue (I+II)**		507596842	565707784
(IV)	Expenses			
	- Cost of Materials consumed	21	47473644	45798803
	- Purchase of Stock-in-Trade	22	285834577	310153801
	- Changes in inventory of finished goods, work-in-progress and stock-in-trade	23	(3055905)	18117387
	- Employee benefit expenses	24	52114010	48524283
	- Finance Cost	25	19541943	24306291
	- Depreciation and amortization expenses	26	20125951	22076035
	- Other Expenses	27	74065999	82193560
	- Inter Unit (Income)/ Expenses		0	0
	Total expenses		496100219	551170160
(V)	Profit before exceptional and extraordinary items and tax (III-IV)		11496623	14537624
(VI)	Exceptional items		0	0
(VII)	Profit before extraordinary items and tax (V-VI)		11496623	14537624
(VIII)	Extraordinary items		0	0
(IX)	Profit before tax (VII-VIII)		11496623	14537624
(X)	Tax expense			
	Current tax		2517000	4201000
	Deferred tax		1198251	679498
	Tax adjustments earlier years		177911	727999
(XI)	Profit/(Loss) for the period from continuing operations (IX-X)		7603461	8929127
(XII)	Profit/(Loss) from discontinuing operations		0	0
(XIII)	Tax expenses of discontinuing operations		0	0
(XIV)	Profit/(Loss) from discontinuing operations after tax (XII-XIII)		0	0
(XV)	Profit/(Loss) for the period (XI+XIV)		7603461	8929127
	Notes to Accounts	**28**		
(XVI)	Earning Per Equity Share		Rs. Per share	Rs. Per share
	Basic		0.92	1.08
	Diluted		0.92	1.08
	Number of Shares used in computing earning per share			
	Basic		8268720	8268720
	Diluted		8268720	8268720

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar
Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board of Directors

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

	Current Yr.	Previous Yr.
NOTE "1" SHARE CAPITAL		
Authorised Capital Uniroyal Industries Ltd.		
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Authorised Capital AM Textiles and Knitwear Ltd		
17,50,000 (P.Y 17,50,000) Equity Shares of Rs. 10/- each	17500000	17500000
Total Rs.	105000000	105000000
Issued, Subscribed And Paid Up Capital Uniroyal Industries Ltd		
82,68,720 (Previous year-82,68,720) Equity shares of Rs. 10/- each	82687200	82687200
-22,33,200 Shares of Rs. 10/- each fully paid up have been allotted pursuant to a scheme of Amalgamation, without payments being received in cash in 2006		
Issued, Subscribed And Paid Up Capital AM Textiles & Knitwear Ltd		
16,50,000(Previous Year 16,50,000) Equity	0	0
Shares of Rs. 10/- each - 100% held by Holding Company Uniroyal Industries Ltd.		

Details of shares held by each shareholder holding more than 5% shares

Equity Shares with voting right

Name of shareholder	As at 31.03.16		As at 31.03.15	
	No. of shares	%age holding	No. of shares	%age holding
Mr. Arvind Mahajan	2309131	27.93	2277848	27.55
Mr. Abhay Mahajan	713475	8.63	713475	8.63
Uniroyal Industries Limited	1650000	100.00	1650000	100.00

	Current Yr.	Previous Yr.
Total Rs.	**82687200**	**82687200**
NOTE :2" RESERVES AND SURPLUS		
General Reserve		
Opening balance	15136901	16383058
Addition : Transfer from profit and loss account	0	(1246157)
Closing balance	15136901	15136901
Surplus /Profit and Loss Account	46741702	37920946
Addition during the year	7603461	8929127
Less : Transfer to general reserve	0	108371
Closing balance	54345163	46741702
Securities Premium Account	150000	150000
Total Rs.	69632064	62028603

NOTE "3" LONG TERM BORROWINGS

	Installment	Frequency	Up to	Current Yr.	Previous Yr.
(a) Term Loans from banks-Secured					
- Secured by 'mortgage of 'immovable & moveable properties both present 'and future and personal guarantees of the promoter directors.				56478930	75594856
HDFC Term Loan 91 lacs	455000	Quarterly	07.06.2018	4027006	5900384
HDFC Term Loan 490 lacs	2458981	Quarterly	07.04.2020	38588508	45391798
HDFC Term Loan 50 lacs	311978	Quarterly	07.04.2017	1386177	2429973
HDFC Term Loan 480 lacs	2808186	Quarterly	07.04.2017	12477239	21872701
- Secured by hypotecation of vehicles				**14974142**	**3181522**
HDFC-Hypothecation of Amaze	11514	Monthly	05.05.2020	467842	0
ICICI-Hypothecation of Ford	24763	Monthly	01.08.2016	117568	389355

HDFC-Hypothecation of Excent	13438	Monthly	07.11.2016	432740	542167
HDFC Hypothecation of BMW 7 Series	109715	Monthly	07.01.2021	4874989	0
HDFC-Hypothecation of CRV	47822	Monthly	07.03.2020	1885012	2250000
HDFC Bank-Hypothecation of Volvo	159075	Monthly	07.11.202 0	7195991	0
Subtotal : Term loans from banks-secured				**71453072**	**78776378**
(b) Term Loans NBFC's-Secured				**34804391**	**37087393**
Tata Capital Housing Finance Ltd- Flat	274769	Monthly	09.09.2029	23893970	24697982
BMW India Finanacial Services Pvt Ltd Hyp BMW	116910	Monthly	16.11.2018	3239205	4234621
Volkswagen Finance Pvt Ltd- Hyp. of Passat	47783	Monthly	03.05.2016	94277	627548
PNB Housing Fiance Ltd-Against Flat				5687385	5260189
Toyata Financial Services India Ltd	48760	Monthly	20.02.2020	1889554	2267053
Subtotal : Term loans -secured				**106257463**	**115863771**
(c) Deposits-Un secured					
from related parties					
Deposits From Directors				30063324	31265952
Deposits From Director's relatives				0	0
from others					
Deposits From Public				0	0
Subtotal : Deposits-un secured				**30063324**	**31265952**
Total Rs.				**136320787**	**147129723**

The company has not defaulted in the repayment of principal and interest on loans and deposits

NOTE "4" LONG TERM PROVISIONS

Provision for Leave Encashment	2274494	2014787
Provision for Gratuity	1898090	2221514
Total Rs.	**4172584**	**4236301**

NOTE "5" SHORT TERM BORROWINGS

(a) Cash Credit from banks- secured	**65829421**	**72046776**
Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of promoter directors		
Loans and advances from related parties-unsecured		
A M Textiles and Knitwears Limited	0	0
Total Rs.	**65829421**	**72046776**

NOTE "6" TRADE PAYABLES

Sundry Creditors for		
- Goods/Expenses	20085285	19350096
- Advances received from customers	2947329	3260473
Total Rs.	**23032614**	**22610569**

NOTE "7" OTHER CURRENT LIABILITIES

Other Liabilities	3024653	2323539
Expenses Payable	7216669	6321163
Total Rs.	**10241322**	**8644702**

NOTE "8" SHORT TERM PROVISIONS

Provision for Taxation		
- Income Tax	2517000	4201000
Total Rs.	**2517000**	**4201000**

NOTE '9' FIXED ASSETS

UNIROYAL INDUSTRIES LTD. PANCHKULA
(Consolidated)

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1.04.2015	Additions during the year	Sale/ Adjustments during the year	As at 31.03.2016	As at 1.04.2015	During the year	Deduction / Adjustments during the year	As at 31.03.2016	As at 31.03.2016	As at 31.03.2015
Land	3339199	0	0	3339199	0	0	0	0	3339199	3339199
Buiding										
- Factory	36519840	0	0	36519840	8859441	1155838	0	10015279	26504561	27660399
- Office	3508476	0	0	3508476	1139745	58256	0	1198001	2310475	2368731
Furniture & Fixtures	3230116	151800	0	3381916	1187444	438948	0	1626392	1755524	2042672
Plant & Machinery	314120812	6775275	0	320896087	164867577	14466919	0	179334496	141561591	149253235
Electric Installations	1550895	0	0	1550895	1395593	74524	0	1470117	80778	155302
Office Equipment	1647108	278837	0	1925945	1158065	204332	0	1362397	563548	489043
Computers	1062747	803190	0	1865937	764888	204320	0	969208	896729	297859
Miscellaneous Assets	0	0	0	0	0	0	0	0	0	0
Vehicles	31969847	15478056	10869292	36578611	14877100	3522814	9341932	9057982	27520629	17092747
Total	396949040	23487158	10869292	409566906	194249853	20125951	9341932	205033872	204533034	202699187
Figures for the previous year	318126181	8744286	0	326870467	140973541	19992467	0	160966008	165904459	177152640

NOTE "10" NON CURRENT INVESTMENTS

Long term trade		
- Investments in equity instruments of subsidiary companies-Unquoted		
16,50,000 Equity Shares of Rs. 10/- each fully paid up in A M Textiles & Knitwears Ltd	0	0
Long term non trade		
- Investments in Immovable property(Net of accumulated depreciation & impairment, if any)		
Part payment to ACME Builders Pvt Ltd for Flat at Sector 91 Mohali	8773903	8345940
- Investments in Immovable property (Net of accumulated depreciation & impairment, if any)		
Flat at Goa	3469216	3469216
Flat at Baddi	0	1355000
Flat at Chandigarh	29149694	26656228
- In Associates concerns	0	0
Total Rs.	**41392813**	**39826384**

NOTE "11" LONG TERM LOANS AND ADVANCES

Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
- With parties for Capital Goods	315000	0
Securities & Deposits with Government Departments & other Agencies	4564044	2138624
Total Rs.	**4879044**	**2138624**

NOTE "12" OTHER NON-CURRENT ASSETS

Balances with banks held as margin money/against commitments	2130931	2401024
Preliminary expenses to the extent not written off	0	0
Total Rs.	**2130931**	**2401024**

NOTE "13" CURRENT INVESTMENTS

Investments in Mutual Funds-Unquoted	0	0
Capital in partnership firms		
- Uniroyal Builders & Developers	2433161	3117841

Details of Partners in Uniroyal Builders & Developers

Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	50.00%	2433161
Sh. Saurabh Gupta	50.00%	1099162
Total	100%	3532323

Total Rs.	**2433161**	**3117841**

NOTE "14" INVENTORIES

- (As prepared, valued & certified by the management)		
Stock in Trade		
- Raw Materials	15772996	13996739
- Semi Finished Products	891000	847350
- Finished Goods	614508	374220
- Yarn Trading (Including stock in transit)	45743174	43164473
- Cloth Trading	0	0
- Labels/Seal Trading	476506	283240
- Packing Materials	357799	316878

- Stores & Spares	434697	264821
- Fuel	133812	122508
- Printing & Stationery	13200	23830
Total Rs.	**64437692**	**59394059**

NOTE "15" TRADE RECEIVABLES

(Unconfirmed and unsecured but considered good)		
Outstanding for exceeding six months from the date they were due for payment	2205100	3741176
Others	77654635	93648579
Total Rs.	**79859735**	**97389755**

NOTE "16" CASH AND CASH EQUIVALENTS

Cash in hand	1469012	1591236
Imprest balances with staff	78128	69835
Balances with banks	387169	231394
Cheques, drafts on hand	1048928	1061554
Total Rs.	**2983237**	**2954019**

NOTE " 17" SHORT TERM LOANS AND ADVANCES

Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	64940	113041
- Staff	84500	65500
- With related parties:		
Uniroyal Industries Limited	0	0
A M Textiles and Knitwears Limited	0	0
Pre-paid Expenses	696581	437699
Input VAT Recoverable	46338	55160
With Income Tax Department	4546017	6285806
With Central Excise (PLA)	251047	244575
Total Rs.	**5689423**	**7201781**

NOTE "18" OTHER CURRENT ASSETS

Claim receivable under TUFS	1726958	1422274
Interest receivable	210764	133546
Rent receivable	0	0
BMW India Finanacial Services Pvt Ltd	40752	50862
Tata Capital Ltd	250717	145913
PNB Housing Finance Ltd	60899	0
Toyata Finance Services India Ltd	20762	1581
Volkswagen Finance Pvt Ltd	7924	14280
Quantity Discount and Rate Difference Receivable	493922	214269
Total	**2812698**	**1982725**

NOTE "19" REVENUE FROM OPERATIONS

Sales (Gross)	504992162	563078249
Less : Excise Duty	**4990861**	**5851003**
Net sales	500001301	557227246
Other Income from operations		

Cartage Recovered	5910	3310
Amount Written Back	0	0
Duty Drawback	196667	65288
Exchange Rate Fluctuation	84605	135338
Share of Profit from partnership firm Uniroyal Builders & Developers	(109680)	(112056)
Commission received	6082405	7194442
Sub total : other income from operations	**6259907**	**7286322**
Total Rs.	**506261208**	**564513568**

NOTE "20" OTHER INCOME

Rent received	104150	27720
Interest received	1152277	804128
Dividend received	0	0
Misc Income	79207	362368
Total Rs.	**1335634**	**1194216**

NOTE "21" COST OF MATERIALS CONSUMED

Raw Material Consumed		
Opening stock	13996739	16170585
Add : Purchases	49249901	43624957
Less: Closing stock	(15772996)	(13996739)
Total Rs.	**47473644**	**45798803**

NOTE "22" PURCHASE OF STOCK IN TRADE

Purchase for trading	285834577	310153801
Total Rs.	**285834577**	**310153801**

NOTE "23" CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

Stock at Close		
Finished Goods	614508	374220
Semi Finished Goods	891000	847350
Traded Goods	46219680	43447713
Total Rs	**47725188**	**44669283**
Opening Stock		
Finished Goods	374220	1013090
Semi Finished Goods	847350	618500
Traded Goods	43447713	61155080
Total Rs.	**44669283**	**62786670**
Increase / (Decrease)	3055905	(18117387)

NOTE "24" EMPLOYEE BENEFIT EXPENSES

Salaries, Wages & Bonus	35614365	32466440
Contribution to Provident & Other Funds	2860950	2786792
Retirement Benefits	1421866	1310984
Workmen & Staff Welfare Expenses	1030928	1020709
Director's Remuneration	11185901	10939358
Total Rs.	**52114010**	**48524283**

NOTE "25" FINANCE COST

Interest expense on		
- Borrowings	19309428	23691561
- Trade payables	84620	418677
- Others	0	0
Other Borrowing cost	147895	196053
Hedging Premium	0	0
Exchange Rate Fluctuation	0	0
Total Rs.	**19541943**	**24306291**

NOTE "26" DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation	20125951	22076035
Preliminary Expenses Written off	0	0
Total	**20125951**	**22076035**

NOTE "27" OTHER EXPENSES

Manufacturing expenses		
Stores & Spares consumed	4213954	11124349
Power & fuel	25949428	24654541
Repairs - Plant & Machinery	5470726	3246299
Repairs - Building & Others	1283545	2241581
Other Manufacturing Expenses	1159702	1603207
Sub total	**38077355**	**42869977**
Administrative expenses		
Rent	413075	833259
Rates & Taxes	196663	164401
Insurance	691747	692075
Auditor's Remuneration	125854	146441
Travelling & Conveyance		
- Director's Travelling	4387349	3527165
- Other's Travelling	1035873	947591
Legal & Professional Charges	1202892	1214362
Loss on sale of Fixed Assets	(490684)	205150
Vehicle Running & Maintaince	1393898	2029592
Telephone Expenses	740692	836442
Festival Expenses	1025089	1043063
Guest House Expenses	0	414136
Repair & Maintenance	13595	29464
Share Department expenses	787894	658894
Other Administrative expenses	1330397	1236234
Sub total	**12854334**	**13978269**
Selling and distribution expenses		
Freight & forwarding	4703712	3845916
Advertisement & publicity	3680	62940
Packing expenses	5141413	4922085
Discount & commission	12706434	15813202
Sales promotion	579071	701171
Sub total	**23134310**	**25345314**
Total	**74065999**	**82193560**

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016			(Amount in Rs.)
			CONSOLIDATED
	PARTICULARS	**Figs for the Current Yr.**	**Figs. for the Previous Yr.**
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ACTIVITIES	11,496,623	14,537,624
	ADJUSTMENTS FOR :-		
	Depreciation	20,125,951	22,076,035
	Loss on Fixed Assets	(490,684)	205,150
	Misc. Exp. Written Off	-	-
	Sundry Balance Written Off/Written Back	(68,049)	(194,634)
	Dividend Received	-	-
	Profit Transfer from Uniroyal Developers & Builder	109,680	112,056
	Financial Expenses	19,541,943	24,306,291
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	50,715,464	61,042,522
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	(5,043,633)	20,034,582
	Trade receivables	17,598,069	(14,851,889)
	Short term loans and advances	1,512,358	3,531,616
	Long term loans and advances	(2,740,420)	141,000
	Other Current Assets	(829,973)	98,387
	Other Non current assets	270,093	539,804
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	422,045	(23,405,480)
	Other current liabilities	1,596,620	1,200,945
	Other long term liabilities	-	-
	Short term provisions	(1,684,000)	(5,228,000)
	Long term provisions	(63,717)	(81,738)
		61,752,906	43,021,749
	Less:- Current Taxes	(2,517,000)	(4,201,000)
	Income Tax Paid	(177,911)	(727,999)
	Total (A)	**59,057,995**	**38,092,750**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed assets	(23,487,158)	(12,202,530)
	Disposal of Assets	2,018,044	1,050,000
	Dividend Received	-	-
	Share of Profit from Uniroyal Builders & Developers	(109,680)	(112,056)
	Investments	(881,749)	(26,940,563)
	Total (B)	**(22,460,543)**	**(38,205,149)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short Term Capital Loan		
	- Working Capital & Adhoc Limit	(6,217,355)	4,321,020
	Long Term borrowings	(10,808,936)	20,404,663
	Issue of Share Capital	-	-
	Less :- Cash outflow from the financing activities		
	Financial Expenses	(19,541,943)	(24,306,291)
	Total (C)	**(36,568,234)**	**419,392**
	Total Cash Inflow During The Year(A) + (B) + (C)	29,218	306,993
	Opening Cash Balance	2,954,019	2,647,026
	Total Cash Inflow During The Year	29,218	306,993
	Net Cash & Cash Equivalent as on 31.03.2016	2,983,237	2,954,019

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar
Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board of Directors

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

NOTE-"28" NOTES FORMING PART OF CONSOLIDATED ACCOUNTS

1. **A. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS**

These consolidated financial statements have been prepared to comply with the Generally Accepted Accountingprinciples in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013.

B. PRINCIPLES OF CONSOLIDATION

The consolidated financial statements relate to Uniroyal Industries Limited ('the Company') and its subsidiary company "A M Textiles and Knitwears Limited". The consolidated financial statements have been prepared on the following basis:

a) The financial statements of the Company and its subsidiary company are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with Accounting Standard (AS)21 - "Consolidated Financial Statements"

b) The difference between the cost of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve, as the case may be.

c) The difference between the proceeds from disposal of investment in subsidiaries and the carrying amount of its assets less liabilities as of the date of disposal is recognized in the consolidated Profit and Loss Statement being the profit or loss on disposal of investment in subsidiary.

d) Investment in Associate Companies has been accounted under the equity method as per Accounting Standard (AS) 23 - "Accounting for Investments in Associates in Consolidated Financial Statements".

e) The Company accounts for its share of post acquisition changes in net assets of associates, after eliminating unrealised profits and losses resulting from transactions between the Company and its associates to the extent of its share, through its Consolidated Profit and Loss Statement, to the extent such change is attributable to the associates' Profit and Loss Statement and through its reserves for the balance based on available information.

f) The difference between the cost of investment in the associates and the share of net assets at the time of acquisition of shares in the associates is identified in the financial statements as Goodwill or Capital Reserve as the case may be.

g) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Company's separate financial statements.

C. Investments other than in subsidiaries and associates have been accounted as per Accounting Standard (AS) 13 on "Accounting for Investments".

D. Other significant accounting policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

2. **Contingent Liabilities**

	Cur. Yr .	Prev. Yr.
Contingent Liabilities not Provided for		
Claims against the company not acknowledged as debt:	Nil	Nil
Uncalled Liabilities on shares partly paid up:	Nil	Nil
Arrears of Fixed Cummulative Dividend:	Nil	Nil
Estimated amount contract remaining to be executed on capital account and not provided for:	Nil	Nil
Other money for which the company is contingently liable:		
i. Guarantees given by banks on behalf of the company		
-to Reliance Industries ltd.	5000000	5000000
-to Deputy Commissioner of customs	715000	715000
ii. Letters of credit open by the bank	0	0

3. In the opinion of the Directors current assets loans & advances have a value on realization in ordinary course of business at least equal to the value at which they have been stated in the Balance Sheet.

4. Balance of sundry creditors, Sundry Debtors and other advances are subject to confirmation

5.

The amount of exchange rate differences	Cur. Yr .	Prev. Yr.
a) Included in Profit & Loss account of the year on Account of receivable and payables :Net	84605	135338
b) Adjusted in carrying amount of fixed assets	0	0
c) In respect of forward exchange contract to be Recognized as an expense in the current year	0	0
d) In respect of forward exchange contract to be Recognized as an expense in the subsequent years	0	0

6.

Managerial Remuneration	Curr.Yr	Prev.Yr
(Remuneration is within the limit prescribed under schedule V to the Companies Act, 2013.)		
a) To the managing Director & Whole time Directors		
Salary/Commission/Allowance	8940000	8700000
Perquisites	1045901	1039358
Rent Free Accommodation	1200000	1200000
Total	11185901	10939358
b) To other Director	0	0

7. Foreign exchange derivates and exposures outstanding as at the Balance Sheet Date:
Nature of Instrument

A. Hedged Foreign Currency Exposure on:		
I. Payable	0	0
II. Receivable	0	0
B. Un hedged Foreign Currency Exposure on:		
I. Payable	9050USD	9446 CHF
	564746INR	605173 INR
II. Receivable	12460USD	15581 USD
	826773INR	955361 INR
	107EURO	0
	8065INR	0
	329CHF	0
	22700INR	0

8. Employee Benefits

The company has adopted Accounting Standard 15(Revised) on accounting for Employee Benefits and has accounted the liability on the basis of actuarial valuation. The company has taken gratuity policy from SBI Life Insurance Co. Ltd and during the year contributed Rs. 3 Lacs. Provision for leave salary is made by debit to profit and loss account.

The necessary disclosure as per Accounting Standard 15 is as under:

Defined Contribution Plan	Cur. Yr.	Prev. Yr.
(I) Employer's Contribution to Provident fund is recognized in the profit & loss Account-Rs	2057033	1845427
(II) Employer's Contribution to Employee state insurance (ESI) fund recognized in the profit & loss account	803917	941365
Defined Benefits Plan:	**Gratuity Cur. Yr.**	**Gratuity Prev. Yr.**
Particulars		
The amount recognised in the balance sheet::	4860900	5196374
Present value of funded obligation	2962810	2974860
Fair value of plan assets	1898090	22221514
Net liability		
Principal actuarial assumptions at the balance sheet:	8% P.A	8% P.A
Discount Rate	4%	4%
Salary Escalation	Basic +DA	Basic +DA
Salary Considered	LIC (1994-96) Ultimate	LIC (1994-96) Ultimate
Mortality Table	Projected Unit Credit Method	Projected Unit Credit Method
Acturial Valuation Method	1% to 3% depending on age	1% to 3% depending on age
Withdrawal rate	Rs.10,00,000	Rs.10,00,000
Ceiling		

Reconciliation of Plan Assests

PARTICULARS	AMOUNT (In Rs.)
Fair Value as on 01-04-2015	2974860
Less: Bank Balance held with Uniroyal Industries Employees Gratuity Fund	100000
Add: Contributions during F.Y. 2015-16	300000
Less: Benefits Paid during F.Y. 2015-16	437034
Less: Life Cover Premium Paid from Fund in F.Y. 2015-16	161
Add: Actual Return on Plan Assets	225145
Fair Value as on 31-03-2016	2962810

9. Related Party disclosure as per AS-18

a. List of related & Associated parties

Name of party	Relationship
Uniroyal Builders & Developers	Partnership Investment of 50% Share of the Company

b. Key management personnel

Mr. Arvind Mahajan	Managing Director
Mrs. Rashmi Mahajan	Executive Director
Mr. Akhil Mahajan	Executive Director
Mr. Abhay Mahajan	Executive Director

c. Outstanding Balances

		Cur. Yr.	Prev. Yr.
Due to Directors	Remuneration	655582	734082
Due to Directors	Unsecured Loan	30063324	22265952
Capital in Uniroyal Builders & Developers		2433161	3117841

d. **Transaction /consideration during the year**

			Cur. Yr	Prev. Yr.
Party	Relation			
Mr. Arvind Mahajan	Mg. Director	Rent Paid	1200000	1200000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/Perquisits/Allowance	2905562	2887911
Mrs. Rashmi Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	1675388	1736681
Mr. Akhil Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	2492594	2508390
Mr. Abhay Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	2912357	2606376
Uniroyal Builders & Developer	Partnership	Share of Profit(Loss) Received	(109680)	(112056)
Uniroyal Builders & Developer	Partnership	Investment during the year	(575000)	(686000)
Mr. Arvind Mahajan	Mg. Director	Interest Paid	2570820	2522905
Mrs. Rashmi Mahajan	Executive Director	Interest Paid	605829	523239
Mr. Akhil Mahajan	Executive Director	Interest Paid	0	23776
Mr. Abhay Mahajan	Executive Director	Interest Paid	108192	93988
Arvind Mahajan HUF	Directr's Concern	Interest Paid	0	11378
Mr. Aryan Mahajan	Directr's Relative	Interest Paid	0	5671
Mrs. Dimple Mahajan	Directr's Relative	Interest Paid	0	3215
Mr. Manohar Lal Saggar	Directr's Relative	Interest Paid	0	41389
Mrs Santosh Saggar	Directr's Relative	Interest Paid	0	40094
Mrs Hena Mahajan	Directr's Relative	Interest Paid	0	12658
Uniroyal Builders & Promoter	Partnership	Share of Profit/(Loss) Received	0	(158570)
Uniroyal Builders & Promoter	Partnership	Investment during the year	0	(141430)

10. Auditor's Remuneration

	Cur. Yr.	Prev. Yr.
Auditor's Expenses	25713	30710
Payment to Auditors -Certification Etc	29151	46068
Audit Fee	70990	69663
Total	**125854**	146441

11. Value of Imports Calculated on CIF

	Current Yr.	Pre Yr.
Import of Machinery	0	0

12. Expenditure in Foreign Currencies during the financial Year

Raw Material/Store	INR	596467	57729
	Euro	7532	740
	INR	380631	790503
	Swiss Franks	5469	12062

13. **Amount remitted in foreign currencies on account of**

Dividend	Nil	Nil
Expenditure Travelling	3419749	2717601
Earning in foreign exchange -Exports of Goods FOB Value	15306049	13298572

14. Previous Years Figures

Previous year's figures have been regrouped /reclassified wherever necessary to correspond with the current year's classification/ disclosure.

As per our report of even date attached

A G P R S & Associates.
Chartered Accountants
sd-
Pankaj Khullar
Partner
Firm registration No.006943N
Place : Panchkula
Date : 30th May 2016

For and on behalf of the Board of Directors

sd/
Akhil Mahajan
Executive Director

sd/
Abhay Mahajan
Executive Director

Uniroyal Industries Limited
CIN: L18101HR1993PLC033167
Registered Office:365, Indl 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	

I hereby record my presence at the 23rd ANNUAL GENERAL MEETING of the Company held on Friday, September 30, 2016 at 10.00am at Hotel Prabhat Inn, Sector -10, Panchkula

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

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, Indl Area, Phase II, Panchkula

Name of the member (s) Registered address		Email Id: Folio No/*Client Id: *DP Id:	

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 23rd ANNUAL GENERAL MEETING of the Company held on Friday, September 30, 2016 at 10.00am at Hotel Prabhat Inn, Sector -10, Panchkula 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	FOR	AGAINST
1. Consider and adopt:		
a. Audited Financial Statement, Reports of the Board of Directors and Auditors		
b. Audited Consolidated Financial Statement		
2. Re-appointment of Mr. Akhil Mahajan, Director, retiring by rotation:		
3. Re-appointment of Mr. Abhay Mahajan, Director, retiring by rotation:		
4. Appointment of Auditors and fixing their remuneration		
5. Appointment of Mrs. Rashmi Mahajan as whole time Director and fixing remuneration		
6. Approval of payment of commission to Mr. Akhil Mahajan, Executive Director		
7. Approval of payment of commission to Mr. Abhay Mahajan, Executive Director		

Signed this………………day of…………………2016

Affix a 15 paise Revenue Stamp

Signature of first proxy holder Signature of second proxy holder Signature of third proxy holder

Notes:

1. 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.
2. A Proxy need not be a member of the Company.
3. 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.
4. 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.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signatures of any one holder will be sufficient, but names of all joint holders should be stated.

FORM A

(Pursuant to clause 31(a) of the Listing Agreement)

1.	Name of the Company	Uniroyal Industries Limited
2.	Annual Financial Statement for the year ended	31st March, 2016
3.	Type of Audit Observation	Un-Qualified
4.	Frequency of Observation	Not Applicable
5.	**CEO/Mg. Director**	sd/- Arvind Mahajan
	CFO	sd/- Akhil Mahajan
	Auditors	sd/- Pankaj Khullar (Partner)
	Chairman Audit Committee	sd/- Anirudh Khullar

Dated : 30th May, 2016
Place : Panchkula

BOOK POST

Uniroyal Industries Limited
365, PHASE-II, INDUSTRIAL ESTATE, PANCHKULA - 134 113 (HARYANA)

Prime Offset Printer Pvt. Ltd. 145 Indl. Area Phase-1 CHD. Ph. : 93161 30186, 0172-4612 807