

# 16TH ANNUAL REPORT 2008-2009



***Uniroyal***  
***Industries Limited***

A white line graphic on a black background, starting from the left edge, rising to a peak, then falling and ending on the right edge.

## BOARD OF DIRECTORS

Shri Arvind Mahajan	Managing Director
Smt. Rashmi Mahajan	Executive Director
Shri Akhil Mahajan	Executive Director
Shri Abhay Mahajan	Executive Director
Shri Pritam Chand Mahajan	Director
Shri Sanjiv Kumar	Director
Shri K.K. Malik	Director
Shri Pradeep Aggarwal	Director
Shri Anirudh Khullar	Director
Shri Sushil Gupta	Director

### AUDITOR

J R KHANNA & CO.  
Chartered Accountants  
SCO 10, 2nd Floor, Sector 17-E,  
Chandigarh  
Tel : 0172-2703802  
Fax : 0172-5075663

### REGISTERED OFFICE CUM FACTORY

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

### SHARE TRANSFER AGENTS CUM DEMAT REGISTRAR

LINK INTIME INDIA PRIVATE LTD.  
A-40, 2nd Floor, Near Batra Banquet Hall,  
Naraina Industrial Area, Phase-II,  
New Delhi-110 028

### BANKERS

State Bank of India  
Specialised Commercial Branch,  
Sector 17,  
Chandigarh - 160 017

**ANNUAL GENERAL MEETING NOTICE**

Notice is hereby given that the 16th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Wednesday, 30th September, 2009 at 10.00 a.m. at Hotel Parbhat Inn Sector 10, Panchkula to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2009 and the Profit & Loss Account for the financial year ended on that date and the Report of Board of Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Pradeep Aggarwal who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Anirudh Khullar who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. Sushil Gupta who retires by rotation and being eligible offers himself for re-appointment.
5. 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 Auditors of the Company in place of retiring auditors M/s J. R. Khanna & Co. to hold office until the conclusion of next Annual General Meeting at a remuneration to be fixed by the board."

**SPECIAL BUSINESS**

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

"**RESOLVED THAT** pursuant to Section 269, 309, 310, 311 and other provisions applicable, if any, of the Companies Act, 1956 read with Schedule XIII, approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Arvind Mahajan as Managing Director of the company for a period of 3 years w.e.f. 20<sup>th</sup> April, 2009.

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



## UNIROYAL INDUSTRIES LIMITED

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

- |     |  |   |  |
|-----|--|---|--|
| A.  | Salary   | : | Rs. 1,00,000/- (Rs. One Lac only) per month.   |
| B.  | Housing  | : | The appointee shall be provided by the company a rent free furnished accommodation with watchman and the expenditure incurred on gas, electricity and water shall be reimbursed to him by the company. |
| C.  | Medical  | : | The company shall reimburse the medical reimbursement expenses incurred for the appointee and his family.  |
| D.  | Club Fee   | : | Fee of clubs subject to maximum of two clubs, including admission and life membership fees.  |
| E.  | Personal Accident Insurance  | : | Premium not to exceed Rs. 10,000 per annum.  |
| F.  | Leave travel   | : | First class air passage for self, wife, dependent children and dependent parents of the appointee once in a year.  |
| G.  | Car  | : | Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.   |
| H.  | Telephone  | : | Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee.                                |
| I.  | Other Perquisites:   | : | The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:   |
| (a) | Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961 |   |  |
| (b) | Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and   |   |  |
| (c) | Encashment of leave at the end of the tenure."   |   |  |

Provided however that during any financial year, the sum total of salary and perquisites stated in Clause (A) to Clause (I) above shall not exceed the limit of remuneration prescribed under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956.

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

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

**"RESOLVED THAT** the company do hereby accord its consent u/s 293 (1) (a) of the companies Act, 1956 for mortgaging and/or charging by the Board of Directors of the company all or any of the movable or immovable properties both present and future or the whole of the undertaking or the undertakings of the company for securing any loan, working capital limits or any other financial facilities obtained or as may be obtained by the company from any financial institution(s), bank(s) or person(s) together with interest, costs, charges, expenses and any other money payable by the company, provided however that the total borrowing of the company should not exceed the aggregate of Rs. 20.00 crores at any time."

8. **To consider and if thought fit to pass with or without modifications, the following resolution as ordinary resolution.**

**"RESOLVED THAT** the company do hereby accord its consent to the Board of Directors of the company pursuant to Section 293(1)(d) and other provisions applicable, if any, of the Companies Act, 1956 to borrow from time to time, all such sums of money as it may deem requisite for the purpose of the business of the company, notwithstanding that moneys to be borrowed together with the moneys already borrowed by the company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided however, that the total amount so borrowed shall not exceed Rs. 20.00 crores (Rupees Twenty Crores)."

Dated: 30<sup>th</sup> July, 2009  
Place : Panchkula

By order of the Board  
Sd/-  
(Arvind Mahajan)  
Managing Director



## UNIROYAL INDUSTRIES LIMITED

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### 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. Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 6 is enclosed herewith and form part of this meeting notice.
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 27<sup>th</sup> September, 2009 to 30<sup>th</sup> September, 2009 (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 J. R Khanna & Co., Chartered Accountants, are the present Auditors of the company. Pursuant to section 224 of the Companies Act, 1956, they would retire as auditors at the forthcoming 16<sup>th</sup> Annual General Meeting of the company. **They have expressed their inability in the appointment as statutory auditor for the financial year 2009-10.**

**M/s AGPRS & Associates, Chartered Accountants have given their consent to act as Statutory Auditors of the company for the financial year 2009-2010. The members may consider and appoint M/s AGPRS & Associates, Chartered Accountants as Statutory Auditors of the company.**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.**

**ITEM NO. 6.**

The Board was informed that Mr. Arvind Mahajan was appointed as Managing Director of the company for five years w.e.f. 20<sup>th</sup> April, 2004. His tenure will expire on 19<sup>th</sup> April, 2009.

The Board was further informed that the project of manufacturing woven labels was conceptualized by Mr. Arvind Mahajan and under his leadership, management and control the woven labels and narrow fabrics manufactured by the company have become accepted by most of the renowned companies of India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time. In view of the above, it was suggested that Mr. Arvind Mahajan be re-appointed as Managing Director for another term of 3 years w.e.f. 20<sup>th</sup> April, 2009.

The Board was further informed that the Remuneration Committee in its meeting held on 17<sup>th</sup> April, 2009 has considered and recommended to re-appoint Mr. Arvind Mahajan as Managing Director and to pay the remuneration to him as mentioned.

The Board was further informed that the appointment is being made under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 because the Remuneration Committee has approved the appointment & payment of remuneration to Mr. Arvind Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

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

**ITEM NO. 7 & 8**

The company is in the process of enhancing existing manufacturing capacities and adding new line of activities. In order to meet its financial requirements, the company needs to mortgage/create charge on its movable and immovable assets and to borrow money from time to time which shall exceed the paid up capital and free reserves of the company.

In terms of the provisions of the section 293(1)(d) of the Companies Act, 1956, consent of the members of the company is required for mortgaging and/or charging the assets of the company and for borrowing moneys in excess of the paid up capital and free reserves of the company. The total amount up to which moneys may be borrowed by the Board of directors shall not exceed at any time Rs. 20.00 crores on account of the principal amount.

The proposed resolutions are, therefore, being placed before the members of the company for their consent by way of Ordinary resolutions.

None of the directors of the company is directly or indirectly concerned or interested in the proposed resolutions.



# UNIROYAL INDUSTRIES LIMITED

## REPORT ON CORPORATE GOVERNANCE

(Pursuant to clause 49 of the Listing Agreement with the Stock Exchanges)

### (1) Company's Philosophy on Corporate Governance

Your Company has set out the required practice of Corporate Governance keeping in view the size, complexity and its traditional ethical values. The accountability, integrity and responsibilities in dealings with employees, shareholders, consumers and community at large are of utmost importance. The Company believes to achieve the global standards of corporate conduct towards all stakeholders, which needs to be better managed and governed and to align its activities with national interest. The culture of transparency, new development capabilities, identifying opportunities for value creation have been embedded in each and every employee of the company.

The company has adhered to the underlying principles of Corporate Governance and has made compliance with the corporate governance as an integral part of its day to day operations. The company believes in enhancing overall shareholders' wealth over a sustained period of time.

### (2) Board of Directors

#### (a) Composition and category of Directors:

The existing strength of Board of Directors is four (4) whole time Directors including Managing Director, one (1) non -Executive Director and five (5) non executive Independent directors.

The Directors on the Board are experienced and competent persons from their respective fields. The independent Directors take active part in the Board and Committee Meeting which add value to the decision making process of the Board.

The composition of the Board of Director is in conformity with the Corporate Governance requirements.

#### (b) Attendance of Directors:

During the year 2008-09, the Company has held 8 Board Meetings as on 30<sup>th</sup> April 2008, 20<sup>th</sup> May, 2008, 30<sup>th</sup> June 2008, 30<sup>th</sup> July 2008, 3<sup>rd</sup> October, 2008, 30<sup>th</sup> October 2008, 30<sup>th</sup> January 2009 and 26<sup>th</sup> February, 2009. The following table gives details of Directors, attendance of directors at the Board Meetings and at the last annual general meeting, the number of membership held by the directors in the Board/ committees of various companies.

Name of the Director	Category	Attendance Particulars		No. of other Directorship and Committee member/Chairmanship including UIL & other public limited companies			Share holding as on 31.03.09
		Board Meetings	Last AGM	Other Directorship	Committee Membership	Committee Chairmanship	Numbers (%age)
Sh. Arvind Mahajan	E-NI (M.D.)	6	No	4	1	-	1300464 (15.73%)
Smt. Rashmi Mahajan	E-NI	6	No	1	1	-	408469 (4.94%)
Sh. Akhil Mahajan	E-NI	8	Yes	4	1	-	390125 (4.72%)
Sh. Abhay Mahajan	E-NI	7	Yes	1	-	-	452770 (5.48%)
Sh. P. C. Mahajan	NE-NI	8	No	-	-	-	NIL
Sh. Sanjiv Kumar	NE-I	-	No	5	-	-	NIL
Sh. K. K. Malik	NE-I	-	No	-	-	-	NIL
Sh. Anirudh Khullar	NE-I	8	Yes	-	-	3	500 (0.006%)
Sh. Sushil Gupta	NE-I	8	No	1	2	-	NIL
Sh. Pardeep Aggarwal	NE-I	-	No	-	2	-	3000 (0.036%)



NE: Non Executive; NI-Non –Independent; M.D- Managing Director; E: Executive I-Independent  
This includes chairmanships/memberships of audit committees, shareholders grievance committees and remuneration committees of public limited companies, whether listed or not.

None of the Directors on the Board hold office of Director in more than 15 companies or memberships in more than 10 committees or chairmanship of more than 5 committees across all companies in which he is director.

**© Particulars of the Directors seeking Appointment/Reappointment at the forthcoming Annual General Meeting**

Mr. Pradeep Aggarwal, Mr. Anirudh Khullar and Mr. Sushil Gupta are directors liable to retire by rotation. Being eligible they have offered themselves for re-appointment. The Board of Directors have recommended their re-appointment as Directors of the company.

The tenure of Mr. Arvind Mahajan as Managing Director of the company expired on 19.04.2009. He was again re-appointed as Managing Director of the company w.e.f. 20.04.2009 in the Board Meeting held on 17.04.2009. His appointment is subject to the approval of the shareholders by way of Special Resolution in the Annual General Meeting. The same is therefore being placed before the shareholders in the forthcoming Annual General Meeting.

**(3). Audit Committee**

**(a) Brief description of terms of reference**

The Broad approved terms of reference to the Audit Committee include all the matters provided in revised clause 49 of the Listing Agreement and section 292A of the Companies Act 1956 which inter alia includes:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of external auditor, fixation of audit fee.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management the annual financial statements before submission to the board for approval with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement to be included in Board's report in terms of clause (2AA) of section 217 of the company Act, 1956
  - b) Change, if any, in accounting policies and practices and reason for the same
  - c) Major accounting entries involving estimates based on the exercise of judgment by Management.
  - d) Significant adjustments made in the financial statement arising out of audit findings.
  - e) Compliance with listing and other legal requirements relating to financial statements.
  - f) Disclosure of any related party transactions.
  - g) Qualification in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
6. Reviewing with the Management, performance of statutory and internal auditors, adequacy of internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matter where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.



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10. Discussion with statutory auditors before the audit commences, about the nature and scope of audits as well as post-audit discussion to ascertain any area of concern.
11. To look into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
12. To review the functioning of the Whistle Blower mechanism, in case the same in existing.
13. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

## (b) Composition of Committee

An Audit Committee was constituted by the Board comprising three Independent and non- Executive Directors:

During the financial year ended 31<sup>st</sup> March, 2009, the Audit Committee met 5 times on 30<sup>th</sup> April 2008; 30<sup>th</sup> June 2008 ; 30<sup>th</sup> July 2008, 30<sup>th</sup> October, 2008 and 30<sup>th</sup> January, 2009. Sh. Anirudh Khullar and Sh. Sushil Gupta attended all the meetings

Name of Members	Category	Status	Number of meetings attended
Sh. Anirudh khullar	NE-I	Chairman	5
Sh. Sushil Gupta	NE-I	Director	5
Sh. Pardeep Aggarwal	NE-I	Director	-

## (4) Remuneration Committee:

This is a non-mandatory requirement of clause 49th of the listing agreement. The Board has however formed a remuneration committee in terms of Schedule XIII to the Companies Act, 1956. The Broad terms of reference of the Remuneration committee include all the matters provided in Schedule XIII to the Companies Act 1956 which inter alia includes approval of remuneration of Managing Director, Executive Directors after taking into account the financial position of the company.

A remuneration committee has been constituted by the Board of Directors. It decides the company's policy on specific remuneration package for executive directors and also has such powers as may be entrusted by the Board from time to time.

The Remuneration committee comprises of three members viz: Sh. Anirudh Khullar- Chairman, Sh. Sushil Gupta and Sh. Pradeep Aggarwal as members. All the three members are Independent and Non-Executive Directors. During the financial year 2008-09, no meeting of the committee was held as there was no change in the remuneration.

## Details of Remuneration paid

### I. Executive Directors:

Name	Salary/ Commission/ Bonus	Perquisites	Provident Fund/ Retirement Benefits	Appointed as Executive  Director from
Mr. Arvind Mahajan	1082571	882055	NIL	20.04.2009
Smt. Rashmi Mahajan	1082571	18127	NIL	01.07.2005
Mr. Akhil Mahajan	1082571	55282	NIL	01.09.2006
Mr. AbhayMahajan	962571	19568	NIL	02.04.2007

The remuneration of the managerial persons is decided by the Board of Directors subject to approval of shareholders and after recommendation from Remuneration Committee.

## II. Non-executive Directors:

The company has not paid sitting fees for attending the Board/ Committee meetings to Non executive Directors.

### (5) Share Transfer cum Investors Grievance Committee

Your company has a Share Transfer cum Investors Grievance Committee to look into the redressal of shareholders and investors grievances/complaints under the Chairmanship of Sh. Anirudh Khullar, Non Executive director of the company along with other 3 members Smt Rashmi Mahajan; Sh Arvind Mahajan and Sh. Akhil Mahajan. The share transfer committee considers share transfer approvals once in a fortnight. As on 31<sup>st</sup> March 2009 there were no equity shares pending for transfer. During the year Share Transfer cum Investors Grievance Committee met 10 times.

Name of Director	Category	Status	No. of Meetings attended
Mr. Anirudh Khullar	NE-I	Chairman	10
Mr. Akhil Mahajan	E-NI	Member	10
Mr. Arvind Mahajan	E-NI	Member	7
Mrs. Rashmi Mahajan	E-NI	Member	7

The Share Transfer cum Investors Grievance Committee *inter alia* reviews and redresses the investors' queries/grievances/ complaints on matters relating to transfer of shares, dematerialization of shares, non-receipt of balance sheet, non receipt of dividend, issue of duplicate share certificates etc. and also approves transfers, transmissions, consolidation and splitting of share certificates. All the complaints received during the financial year under review were duly redressed to the complete satisfaction of the respective shareholders expeditiously.

### (6) Code of conduct

The Board of Directors has laid down a Code of Conduct for all the Board members and senior management of the company which is widely circulated amongst members of the Board and senior management personnel. The members of the Board and senior management personnel have affirmed compliance of the said code of conduct.

### (7) Management Discussion & Analysis Report

The Management Discussion & Analysis Report (MD & A) forms part of the Annual Report.

### (8) General Body Meetings :

(a) The last three Annual General Meetings were held as under:-

Year	Location	Time	Date
2005-06	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	29.09.2006
2006-07	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	27.09.2007
2007-08	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	30.09.2008

(a) There was no special resolution required to be approved by way of postal ballot in respect of any subject placed before the shareholders in the last Annual General Meeting. All the resolutions passed in the General Meeting were passed through show of hands.



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## (9) Disclosures:

- a) Disclosures on related party transactions are given as per Para 14 of Schedule 'U' Notes of Accounts to Balance sheet. The company has entered into transactions with inter related parties for sale & purchases of materials. The terms & conditions and prices at which these transactions were made are reasonable having regard to prevailing market prices at the relevant times. Adequate care was taken to ensure that the potential conflict of interests did not harm the interests of the Company at large.
- b) No penalty of strictures has been imposed on the company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market, for non-compliance by the company during the last three years.
- c) The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. No person has been denied access to the Audit committee during the year under report.
- d) The company has complied with all mandatory requirements laid down by the clauses 49. The non mandatory requirements complied with have been disclosed at the relevant places.

## (10) Means of Communication:

- The annual, half-yearly and quarterly results are displayed on website namely [www.sebiedifar.nic.in](http://www.sebiedifar.nic.in) as requires by the SEBI and pursuant to clause 51 of the Listing Agreement. These are also submitted to the stock exchanges immediately after these are taken on record by the Board in accordance with the Listing Agreement and normally published in newspapers like Financial Express (English) & Dainik Tribune (Hindi).
- Management Discussion & Analysis forms a part of Annual Report.

## (11) General Shareholder Information:

(a) 16<sup>th</sup> Annual General Meeting to be held on 30<sup>th</sup> September, 2009

### (b) Financial Calander (Tentative)

S No.	Particulars	Date
1	Financial year ending	31 <sup>st</sup> March 2010
2	1 <sup>st</sup> Quarter Results	On or before 31 <sup>st</sup> July, 2009
3	2nd Quarter Results and half yearly results	On or before 31 <sup>st</sup> October, 2009
4	3 <sup>rd</sup> Quarter Results	On or before 31 <sup>st</sup> January, 2010
5	4th Quarter Results	On or before 30 <sup>th</sup> April, 2010
6	AGM for the period ending 31.03.2010	On or before 30th September, 2010

### (c) Date of Book Closure :

From 26<sup>th</sup> September, 2009 to 30<sup>th</sup> September, 2009 (Both days inclusive)

### (d) Dividend payment date :

Due to deployment of funds in the business operations of the Company no dividend was recommended by the Board of Directors of the company.

**(e) Listing at Stock Exchanges:**

The Stock Exchange, Mumbai,  
The Delhi Stock Exchange Assn. Ltd.

**(f) Stock Code**

BSE Code

521226

ISIN number for NSDL/ CDSL

INE 980D01019

**(g) Market Price Data and Comparison to broad based indices :**

MONTH	MARKET PRICE (RS.)		BSE INDEX	
	High	Low	High	Low
April, 2008	5.93	4.50	17480.74	15297.96
May, 2008	5.85	4.51	17735.70	16196.02
June, 2008	6.25	3.95	16632.72	13405.54
July, 2008	7.10	3.70	15130.09	12514.02
August, 2008	7.18	4.25	15579.78	14002.43
September, 2008	7.29	3.65	15107.01	12153.55
October, 2008	5.90	2.41	13203.86	7697.39
November, 2008	4.92	2.75	10945.41	8316.39
December, 2008	5.40	2.94	10188.54	8467.43
January, 2009	6.51	3.21	10469.72	8631.60
February, 2009	6.24	4.25	9724.87	8619.22
March, 2009	5.38	3.29	10127.09	8047.17

**(h) Registrar & Transfer Agents:**

M/s Link Intime India Private Ltd.

A-40, 2<sup>nd</sup> Floor, Near Batra Banquet Hall,

Naraina Industrial Area, Phase -II, New Delhi-110028

**(i) Share Transfer System:**

The Company has appointed M/s Link Intime India Private Ltd. as share transfer agents for handling the share registry work in both the physical and demat segments. The Share Transfer cum Investors Grievance Committee of the Company approves the transfer of shares on fortnightly basis and share certificates are dispatched within a period of 30 days from the date of receipt, if the documents are found complete in all respects.

**(j) Distribution of Shareholding:**

**(a) Distribution of equity Shareholding as on 31.03.2009 is as below:**

Shareholding of Nominal value (Rs.)	No. of Shareholders	%	No. of Shares	%
Upto 2500	6774	78.960	742372	8.978
2501-5000	756	8.812	321629	3.890
5001-10000	526	6.131	465022	5.624
10001-20000	254	2.961	416898	5.042
20001-30000	86	1.002	234183	2.832
30001-40000	39	0.455	140353	1.697
40001-50000	33	0.385	156616	1.894
50001-100000	66	0.769	483058	5.842
100001 & above	45	0.525	5308589	64.201
<b>Total</b>	<b>8579</b>	<b>100.00</b>	<b>8268720</b>	<b>100.00</b>



# UNIROYAL INDUSTRIES LIMITED

(b) Pattern of Shareholding as on 31.03.2009 is given below:

Category of Shareholders	No. of Shares Held	%
Promoters	2956303	35.75
Financial Institutions, Banks and Mutual funds	9000	0.11
Private Bodies Corporate	1659286	20.07
NRIs, Foreign Nationals, OCBs, And FIIs	131943	1.59
Indian Public	3512188	42.48
<b>Total</b>	<b>8268720</b>	<b>100.00</b>

**(k) Dematerialisation of Shares & Liquidity:**

The shares of the company are in compulsory demat segment and are available for trading in the depository system of both National Securities Depository Limited and Central Depository Services (India) limited. As on 31<sup>st</sup> March, 2009, 42,04,070 equity shares of the company forming 50.84 percent of the share capital of the company, stand dematerialized.

**(l) The Company has never issued any GDRs/ADRs or warrants or any other Convertible instruments.**

- (m) **Location of Plant:** 365, Industrial Estate, Phase II  
Panchkula (Haryana)-134113
- (n) **Address for Correspondence:** 365, Industrial Estate, Phase II  
Panchkula (Haryana)-134113

**12. Compliance Certificate from Auditors of the Company:**

To,

The Members of Uniroyal Industries Limited,

We have examined the compliance of conditions of Corporate Governance by M/s Uniroyal Industries Limited for the year ended on 31<sup>st</sup> March, 2009 as stipulated in clause 49 of the Listing Agreement of the said Company with stock exchange(s).

The compliance of conditions of the Corporate Governance is the responsibility of the management. Our Examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned clause 49 of the Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per record maintained by the Share Transfer cum Investors Grievance Committee

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

For Manish Aggarwal

Prop.

Practising Company Secretary

Place: Chandigarh

Date: 30<sup>th</sup> June, 2009

**DECLARATION UNDER CLAUSE 49 I (D)**

As per requirement of clause 49 of the listing agreement with the Stock Exchanges, the company has laid down a code of conduct for its Board of Directors and Senior Management.

I Arvind Mahajan Managing Director of the company confirm compliance of the code of conduct by myself and other members of the Board of Directors and Senior Management Personnel as affirmed by them individually.

Place : Panchkula  
Date : 30<sup>th</sup> June, 2009

Sd/-  
(Arvind Mahajan)  
Managing Director

**CERTIFICATE**

To  
The Board of Directors,  
I, Arvind Mahajan, Managing Director, Certify that :

(a) I have reviewed financial statements and the cash flow statement for the year ended March 31st, 2009 and that to best of my knowledge and belief :

- i. these statement donot 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 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 :

- i. there has not been any significant changes in internal control over financial reporting during the year under reference
- ii. There has not been significant changes in accounting policies during the year requiring disclosure in the notes to the financial statement ;
- iii. there has not been any instances during the year of significant fraud of which we had become aware and involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place : Panchkula  
Date : 30<sup>th</sup> June, 2009

Sd/-  
(Arvind Mahajan)  
Managing Director



# UNIROYAL INDUSTRIES LIMITED

## Management Discussion and Analysis

### ❖ Industry Structure and development:

The Government has set up a target of textile and apparel exports at US \$50 billion by 2010. Textiles contribute 37% of the country's gross export earnings in foreign exchange and 4% to the GDP of India. With the advent of globalization and elimination of quota from textile sector w.e.f. 1<sup>st</sup> January, 2005, there has been a tremendous increase in demand on suppliers to provide value added products and services. This has resulted into host of opportunities for the Indian textile and garment industry. The competition has been 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 labour, 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:

The market trend of readymade and fashion garments is changing every year. Elimination of quota from textile sector leads 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:

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.

### ❖ Risks and concerns:

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 doubtful debtors 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:

Already 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.

### ❖ About the company:

The Company is engaged in the business of manufacturing of computerized Woven Labels and Narrow Fabrics in 'Taffeta' & 'Satin' weaves with capabilities of weaving upto eight colours in the weft. The company meets the demands of garment manufacturers and exporters, shoe industry and toy industry. It has a good number of customers in India and abroad.



## DIRECTORS REPORT

(Pursuant to Section 217 of the Companies Act, 1956)

The Members

Uniroyal Industries Limited,

The Board of directors of Company are pleased to present their 16<sup>th</sup> Annual Report together with Audited accounts of the company for the Financial Year ended 31<sup>st</sup> March, 2009 and the Auditor's Report thereon.

### FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	Consolidated		Standalone	
	Financial Year Ended 31.03.2009	Financial Year Ended 31.03.2008	Financial Year Ended 31.03.2009	Financial Year Ended 31.03.2008
Sales/Income from operations	3138.20	2598.37	928.46	2574.34
Other operating Income	36.33	30.38	32.13	30.38
Total Income	3174.53	2628.75	960.59	2604.72
Total Expenditure				
Interest	113.42	96.46	85.66	96.46
Gross Profit after interest but before Depreciation & Tax				
Depreciation	149.90	154.72	149.38	154.72
Profit Before Tax	16.72	44.03	11.27	44.55
Provision for Tax				
-Income Tax	15.79	25.79	15.44	25.80
-FBT	5.03	3.92	4.56	3.92
-Deferred Tax Liability	-7.62	-26.33	-9.12	-26.17
Net Profit	3.52	40.65	0.39	42.00
Proposed Dividend	0.00	0.00	0.00	0.00
Carried to Balance Sheet	3.52	40.65	0.39	42.00
Paid up equity share capital	826.87	826.87	826.87	826.87
Reserves & Surplus	93.44	89.92	90.67	90.28

### REVIEW OF OPERATIONS

During the year under review trading activity in yarn/cloth of the company was transferred to the 100% subsidiary A M Textiles & Knitwears Ltd due to which standalone sale of the company decreased from Rs. 2604.72 lacs to Rs.960.58 lacs. However the consolidated total income showed an increase of 20.76 % and increased from Rs. 2628.75 lacs to Rs.3174.53 lacs. Profitability however declined from Rs. 40.65 lacs to Rs. 3.52 lacs due to recessionary conditions that prevailed throughout in local and foreign markets. However your directors are confident and would like to assure to continue to take required steps when and wherever required to sustain the growth of the company. With the recovery seen in the international markets, your company expects to do better in the ensuing year.

### LISTING STATUS OF SHARES

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



# UNIROYAL INDUSTRIES LIMITED

## DIRECTORATE

The Board consists of Executive and Non –executive Directors including independent Directors who have varied experience in different disciplines of corporate functioning

Mr. Pardeep Aggarwal, Mr. Anirudh Khullar and Mr. Sushil Gupta would retire by rotation as directors of the company at the forthcoming Annual General Meeting and being eligible they offered themselves for re-appointment as directors of the company.

The Board recommends the appointment of Mr. Pardeep Aggarwal, Mr. Anirudh Khullar and Mr. Sushil Gupta as directors of the company liable to retire by rotation.

The tenure of Mr. Arvind Mahajan as Managing Director of the company expired on 19.04.2009. He was again re-appointed as Managing Director of the company w.e.f.20.04.2009 in the Board Meeting held on 17.04.2009. His appointment is subject to the approval of the shareholders by way of Special Resolution in the Annual General Meeting. The same is therefore being placed before the shareholders in the forthcoming Annual General Meeting.

## AUDITORS' REPORT

The notes on Accounts referred in the Auditor's Report are self explanatory and therefore do not call for any further comments.

## AUDITORS

M/s J. R Khanna & Co., Chartered Accountants, are the present Auditors of the company. Pursuant to section 224 of the Companies Act, 1956, they would retire as auditors at the forthcoming 16th Annual General Meeting of the company. They have expressed their in ability in the appointment as statutory auditor for the financial year 2009-10.

M/s AGPRS & Associates, Chartered Accountants have given their consent to act as Statutory Auditors of the company for the financial year 2009-2010. The board recommends the appointment of M/s AGPRS & Associates, Chartered Accountants as Statutory Auditors of the company.

## CORPORATE GOVERNANCE

As required under clause 49 of the Listing Agreement with the Stock Exchanges, a report on Corporate Governance together with Auditor's Certificate on Corporate Governance is appended to the Annual report.

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under clause 49 of the Listing Agreement with the Stock Exchanges, Management Discussion and Analysis Report is appended to the Annual report.

Management Discussion and Analysis Report as required under clause 49 of the Listing agreement with the stock exchanges forms a part of this Directors' Report.

## PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT 1956

During the year under report, none of the employees was in receipt of remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act 1956 read with Companies (Particulars of employees) Rules, 1975 as amended.

## ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION

Pursuant of the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, the particulars of energy conservation and technology absorption are enclosed herewith as Annexure A forming integral part of this Directors' Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to section 217 (2AA) of the Companies Act, 1956, it is hereby stated

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) That the directors have prepared the annual accounts on a going concern basis.

### **PERSONNEL AND INDUSTRIAL RELATIONS**

The Industrial relations continued to be cordial. The Directors thank all the employees for their sincere efforts, active involvement and devoted services rendered at all levels.

### **ACKNOWLEDGEMENT**

The Directors wish to place on record the unstinted efforts and dedicated services extended by the employees at all levels and the support received at all times from customers, suppliers, agents, and general public for their support and confidence reposed in the management. Your Directors are also grateful to the Central and State Government Authorities and Company's Bankers for their continued assistance and support. The Directors also express their sincere thanks to all the Shareholders for the continued support and trust they have reposed in the management.

For and on behalf of the Board

Sd/-

(Arvind Mahajan)

Managing Director

Dated : 30.06.2009

Place : Panchkula

### **ANNEXURE-A**

### **DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

#### **A. POWER AND FUEL CONSUMPTION**

Particulars	Current Year 2008-09	Previous Year 2007-08
<b>1. Electricity</b>		
(a) Purchased		
Unit	11,74,737 Units	11,45,160 Units
Total Amount	Rs. 53,44,523	Rs. 54,54,030
Rate/Unit	Rs. 4.55	Rs. 4.76
(b) Own Generation		
(i) Through Diesel Generator		
Unit	2,39,680 Units	2,74,400 Units
Units Per Ltr. of Diesel	2.80	2.80
Cost/Unit	Rs. 11.60	Rs. 11.00



# UNIROYAL INDUSTRIES LIMITED

(ii) Through Steam Turbine	NIL	NIL
<b>2. Coal (specify Quality and where used)</b>		
Quantity (Tonnes)	NIL	NIL
Total Cost	NIL	NIL
Average Rate	NIL	NIL
<b>3. Furnance Oil</b>		
Quantity (K.Ltr.)	NIL	NIL
Total Amount	NIL	NIL
Average Rate	NIL	NIL
<b>4. Others Internal Generation</b>		
(Please Give Details)		
Quantity	NIL	NIL
Total Cost	NIL	NIL
Rate/Unit	NIL	NIL

## B.CONSUMPTION PER UNIT OF PRODUCTION

Particulars	Standards (if any)	Current Year	Previous Year
		2008-09	2007-08
Production	Narrow Fabrics/ Woven Lables (in Pieces)	1511.59 lacs	1632.20 lacs
Electricity	None	9.36 Units/1000 pcs	8.70 Unit/1000 pcs
Furnance Oil	N.A.		N.A.
Coal	N.A.		N.A.
(Specify Quality)			
Others (Specify)	N.A.		N.A.

## C.TECHNOLOGY ABSORPTION

Not applicable because the company has neither entered into any collaboration with the foreign or domestic company nor it has spent any amount on research and development.

## D. FOREIGN EXCHANGE EARNINGS AND OUTGO

- Activities relating to export, initiative taken to increase exports, development of new export markets for products and services and export plans.

The company is continuously exploring avenues to increase exports to neighboring countries.

- Total foreign exchange dealing

	<u>Current Year</u>	<u>Previous Year</u>
	2008-09	2007-08
	(Rs.)	(Rs.)
CIF value of imports/consumables	4,36,975	10,55,152
CIF value of imports/capital goods	NIL	10,00,125
Expenditure in foreign Currency	8,97,365	9,99,081
Earning in foreign currency	10,29,864	31,32,598

**AUDITOR'S REPORT**

The Members,

Uniroyal Industries Limited.

We have audited the attached Balance Sheet of UNIROYAL INDUSTRIES LIMITED as at 31st March, 2009, the Profit and Loss Account of the company for the year ended on that date and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Sub-Section 4A of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in Paragraph 4 and 5 of the said order. On the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.  
Further to our comments in the annexure referred to above, we report that:
2. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
3. In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
4. The Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.
5. In our opinion, the Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956.
6. On the basis of the written representations received from the directors of the company as on March 31, 2009 and taken on record by the Board of Directors of the company, we report that none of the director is disqualified as on 31<sup>st</sup> March 2009 from being appointed as a director of the company under clause (g) of sub-section (1) of Section 274 of the Companies, 1956.
7. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit and Loss account read together with notes there on in Schedule 'U', give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
  - a) in so far as it relates to the Balance Sheet of the state of affairs of the Company as at 31st March, 2009 and
  - b) in so far as it relates to the Profit and Loss Account of the profits of the Company for the year ended on that date.
  - c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Chandigarh  
Dated: June 30, 2009

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.,  
Chartered Accountants.



# UNIROYAL INDUSTRIES LIMITED

## ANNEXURE

### **Referred to in paragraph 1 of our report of even date.**

- (i) a) The company records showing full particulars including the quantitative details of Fixed Assets requires update. There are some vehicles in name of director and erstwhile company i.e Sidhartha Textiles Mills Limited which was subsequently merged with the company. These vehicles have not yet been transferred in the name of company.
- b) As explained to us that the management has verified the major fixed assets of the company in a phased manner, designed to cover all assets over a period of three years, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.
- c) As per the information and explanations given to us no substantial part of the fixed assets have been disposed off during the year, which affect the ability of the company to continue as a going concern.
- (ii) a) 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 /at the year-end. In our opinion and according to information and explanations given to us the frequency of physical verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of the physical verification of stock followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of its inventories and the discrepancies noticed on such physical verification between the physical and book stock were not material and have been adequately dealt with in the books of accounts.
- (iii) a) The company had accepted deposits from eleven persons covered in register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 200.66 lacs and the year end balance of loans taken from such parties was Rs. 200.66 lacs.
- b) In our opinion and according to the information and explanations given to us the rate of interest and other terms and conditions on which loans have been taken from / granted to companies firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prime facie prejudicial to the interests of the company.
- c) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest. The parties have repaid the principal amounts as stipulated and have been regular in the payment of interest.
- d) As per the information and explanations given to us, there is no overdue loan amount taken from or granted to companies firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business

with regard to the purchases of Inventories, Fixed Assets and for the Sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls.

- (v) a) According to the information and explanations given to us, we are of the opinion that the transactions that needed to be entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, there are transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 which are exceeding the value of Rs 5 lacs and these transactions have made at price which are reasonable having regard to the prevailing market price at the relevant time.
- (vi) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 with regard to the deposits accepted from the public. As per information given to us, no order has been passed by the Company Law Board which requires compliance by the company.
- (vii) The company has its own internal audit system which in our opinion is commensurate with its size and nature of the business.
- (viii) In our opinion and according to information and explanations given to us Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) a) The company is regular in depositing with appropriate authorities the undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty & Cess were in arrears, as at 31<sup>st</sup> March, 2009 for a period of more than six months from the date they become payable.
- c) According to information and explanations given to us, the dues of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Cess, Excise Duty & Service Tax which have not been deposited on account of disputes are as under :

<u>Sr. No.</u>	<u>Name of the Statute</u>	<u>Nature of dues</u>	<u>Amount Rupees in Lacs</u>	<u>Forum where dispute is pending</u>
1	Punjab Sales Tax Act.	Sale Tax Demand	56.65	DETC (Appeals) Patiala

- (x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to the banks or financial institutions. There are no debentures issued by the company.
- (xii) The company has not granted loans and advances on the basis of the security by way of pledge of Share, Debentures and other Securities.



## UNIROYAL INDUSTRIES LIMITED

- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion, the terms and conditions on which company have given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the company.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to information and explanation given to us and on an overall examination of the balance sheet and cash flow statement of the company, we report that no fund raised on short term basis have been used for long term investments.
- (xviii) According to information and explanations given to us, the company has not made any preferential allotment of shares to the parties and companies covered in register maintained under section 301 of the Companies Act, 1956.
- (xix) According to information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xx) According to information and explanations given to us, during the period covered by our audit report, the company has not made any public issue.
- (xxi) According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Chandigarh  
Dated: June 30, 2009

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.,  
Chartered Accountants.



**BALANCE SHEET AS AT 31ST MARCH, 2009**

Particulars	Schedule	31st March, 2009	31st March, 2008
<b>SOURCES OF FUNDS</b>			
<b>1. SHARE HOLDERS FUND</b>			
(a) Share Capital	A	82687200	82687200
(b) Reserves & Surplus	B	9066655	9027796
Total Rs.		91753855	91714996
<b>2. LOAN FUND</b>			
a.) Secured Loans	C	50587645	62836621
b) Unsecured Loans	D	20337322	20502396
Total Rs.		70924967	83339017
<b>3. DEFERRED TAX LIABILITY/(ASSET)</b>		16897590	17809177
Grand Total Rs.		179576412	192863190
<b>APPLICATION OF FUNDS</b>			
<b>1. FIXED ASSETS</b>	E		
a. Gross Block		222817657	219337640
b. Less: Depreciation		90289125	76724056
c. Net Block		132528532	142613584
d. Capital Work in Progress		816131	0
Total Rs.		133344663	142613584
<b>2. INVESTMENTS</b>	F	23094017	4393477
<b>3. CURRENT ASSETS, LOANS AND ADVANCES</b>			
a. Inventories	G	8502540	13753224
b. Sundry Debtors	H	17794344	44794624
c. Cash and Bank Balances	I	5250352	2771866
d. Other Current Assets	J	2603860	4925716
e. Loans & Advances	K	6611976	5526310
		40763072	71771740
<b>Less: CURRENT LIABILITIES AND PROVISIONS</b>			
(a) Liabilities	L	14264867	21397141
(b) Provisions	M	3360473	4518470
		17625340	25915611
<b>Net Current Assets Rs.</b>		23137732	45856129
Grand Total Rs.		179576412	192863190
Notes to Accounts	U		

Sd/-  
(ARVIND MAHAJAN)  
Managing Director

Sd/-  
(Abhay Mahajan)  
Executive Director

As per our attached report of even date

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.  
Chartered Accountants

Chandigarh  
30th June 2009



# UNIROYAL INDUSTRIES LIMITED

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	Schedule	31st March, 2009	31st March, 2008
<b>INCOME</b>			
Sales of Products (Gross)	N	92846130	257434766
Less: Excise Duty and Education Cess		0	0
Sales of Products (Net)		92846130	257434766
Other Income	O	3212997	3037830
Increase/(Decrease) in Stock	P	(5409194)	2328826
Total Rs.		90649933	262801422
<b>EXPENDITURE</b>			
Manufacturing Expenses	Q	38825040	204564774
Administrative & Other Expenses	R	24299925	24179879
Selling & Distribution Expenses	T	3314831	4466652
Total Rs.		66439796	233211305
Profit before Interest & Depreciation		24210137	29590117
Financial Expenses	S	8566314	9645884
Profit before Depreciation		15643823	19944233
Depreciation		14937718	15472259
Profit/(Loss) for the year before taxation		706105	4471974
Prior Period Adjustment - Income / (Expense)			
Depreciation		447110	0
Others		(25952)	(16968)
Profit/(Loss) before taxation		1127263	4455006
Provision for tax in earlier years		(359292)	(183610)
Provision for Fringe Benefit Tax		(455700)	(391660)
Provision for taxation		(1185000)	(2396100)
Deferred Tax Adjustment - Current Year		911587	2616889
Profits after tax		38858	4100525
Profit / (Loss) Brought Forward		(7505261)	(11605787)
Dividend - Interim & Final		0	0
Tax on Dividend		0	0
Profit and Loss account carried over		(7466403)	(7505262)

### Notes to Accounts

U

### Earning Per Share

Rs. Per share

Rs. Per share

Basic

0.00

0.50

Diluted

0.00

0.50

### Number of Shares used in computing earning per share

Basic

8268720

8268720

Diluted

8268720

8268720

Sd/-

Sd/-

(ARVIND MAHAJAN)

(Abhay Mahajan)

Managing Director

Executive Director

As per our attached report of even date

Sd/-

Anil Khanna

Proprietor

J.R.Khanna & Co.

Chartered Accountants

Chandigarh

30th June 2009

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE A SHARE CAPITAL</b>		
<b>Authorised Capital</b>		
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Total Rs.	105000000	105000000
<b>Issued, Subscribed And Paid Up Capital</b>		
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		
Total Rs.	82687200	82687200
<b>SCHEDULE B RESERVES AND SURPLUS</b>		
<b>General Reserve</b>		
Opening balance	16383058	16383058
Addition during the year	0	0
Securities Premium Account	150000	150000
Profit and Loss Account	(7466403)	(7505262)
Total Rs.	9066655	9027796
<b>SCHEDULE C SECURED LOANS</b>		
<b>(a) Term Loans</b>		
<b>For Plant &amp; Machinery</b>		
- From State Bank of India	25996724	34316376
Secured by 'mortgage of 'immovable & moveable properties both present and future and personal guarantees of the five directors.		
<b>For Vehicles</b>		
- From ICICI Ltd	5592624	7261087
secured by way of hypothecation of Cars		
- From Tata Capital	482686	0
Secured by way of hypothecation of Car - Logan		
<b>(b) Cash Credit</b>		
- From State Bank of India	18515611	21259158
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 five directors. Cash Credit includes WCDL of USD 350000.		
Total Rs.	50587645	62836621
<b>SCHEDULE D UNSECURED LOANS</b>		
Deposits From Public	3169167	3564774
Deposits From Directors	17168155	16937622
Total Rs.	20337322	20502396

**SCHEDULE E: FIXED ASSETS**

Description	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K	
	As at 1.04.2008	Additions during the year	Adjustments during the year	As at 31.03.2009	As at 1.04.2008	During the year	Adjustments during the year	As at 31.03.2009	As at 31.03.2009	As at 31.03.2008
Land	3339199	0	0	3339199	0	0	0	0	3339199	3339199
Building										
-Factory	14327707	0	0	14327707	2902502	478546	0	3381048	10946659	11425205
-Office	3203876	0	0	3203876	761474	52223	0	813697	2390179	2442402
Furniture & Fixtures	1649955	171392	0	1821347	652381	95084	-7512	739953	1081394	997574
Plant & Machinery	177569045	3306768	0	180875813	66023684	12709429	0	78733113	102142700	111545361
Electric Installations	1615581	0	0	1615581	942042	85338	0	1027380	588201	673539
Office Equipments	3225812	112500	-364643	2973669	2509610	145701	-705596	1949715	1023954	716202
Computers	0	186181	364623	550824	0	8324	293360	301684	249140	0
Miscellaneous Assets	11250	0	0	11250	9203	712	0	9915	1335	2047
Vehicles	14395215	1202024	-1498848	14098391	2923160	1362361	-952901	3332620	10765771	11472055
Total	219337640	4978865	-1498848	222817657	76724056	14937718	-1372649	90289125	132528532	142613584

Figures for the Previous year 212664124 9473516 2800000 219337640 62049798 15250592 576333 76724057 142613583 150614326



**UNIROYAL INDUSTRIES LIMITED**

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE F INVESTMENTS</b>		
<b>LONG TERM</b>		
<b>1. IN SHARES (OTHER THEN TRADE)</b>		
Quoted	1510404	1510404
<b>2. IN SUBSIDIARY COMPANIES (Trade)</b>		
Unquoted		
16,50,000 Equity Shares of Rs. 10/- each fully paid up in A M Textiles & Knitwears Ltd	16500000	500000
<b>3. IN MUTUAL FUND (Non Trading)</b>		
Unquoted		
18782.87 Units of DSP ML Tiger Fund	500000	500000
9558.93 Units of Prudential ICICI Dynamic Plan	500000	500000
<b>4. INVESTMENTS IN IMMOVABLE PROPERTY (Non Trading)</b>		
Flat at Baddi	1375000	0
<b>5. INVESTMENTS IN ASSOCIATED FIRMS (Non Trading)</b>		
Uniroyal Builders & Developers	2408613	1083073
Uniroyal Builders & Promoters	300000	300000
<b>Notes:-</b>		
<b>1. Aggregate of quoted investments</b>		
Cost	1510404	
Market price	5503601	
<b>2. Aggregate of Un quoted investments</b>		
a. Mutual Funds		
Cost	1000000	
Market Value	946677	
b. Subsidiary Companies	16500000	
c. Associates	2708613	
<b>3. Details of Partners in Uniroyal Builders &amp; Developers</b>		
As per Audited Financial Statements as on 31st March, 2008		
Name of Partners	Profit/(Loss)	Capital
Sharing Ratio Rs.		
Uniroyal Industries Ltd	50.00%	1116179
Sh. Saurabh Gupta	50.00%	-883821
<b>Total</b>	<b>100%</b>	<b>232358</b>
<b>4. Details of Partners in Uniroyal Builders &amp; Promoters</b>		
As per Audited Financial Statements as on 31st March, 2007		
Name of Partners	Profit/(Loss)	Capital
Sharing Ratio Rs.		
Uniroyal Industries Ltd	25.00%	3800000
Sh. Gurcharan Singh Khurana	12.50%	3800000
Sh. Deepak Singh Khurana	12.50%	5000
Sh. Sanjiv Bhasin	25.00%	4000000
Sh. Saurabh Gupta	25.00%	3800000
<b>Total</b>	<b>100%</b>	<b>15405000</b>
<b>5. The company has not pledged any shares</b>		
Total Rs.	23094017	4393477



# UNIROYAL INDUSTRIES LIMITED

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE G INVENTORIES</b>		
(As prepared, valued & certified by the management)		
1. Stock in Trade		
(a) Raw Materials	7088699	6650402
(b) Semi Finished Products	655250	661750
(c) Finished Goods	216973	653877
(d) Yarn Trading (Including stock in transit)	0	4552755
(e) Cloth Trading	0	393320
(f) Labels Trading	0	19715
2. Packing Materials	49647	26932
3. Stores & Spares	407394	732635
4. Fuel	59700	37968
5. Printing & Stationery	24877	23870
Total Rs.	8502540	13753224
<b>SCHEDULE H SUNDRY DEBTORS</b>		
(Unconfirmed and unsecured but considered good)		
Due for over six months	5842726	3928167
Others	11951618	40866457
Total Rs.	17794344	44794624
<b>SCHEDULE I CASH &amp; BANK BALANCES</b>		
(a) Cash/Imprest Balance	508838	119150
(b) Bank Balance	4741514	2652716
with schedule banks		
Total Rs.	5250352	2771866
<b>SCHEDULE J OTHER CURRENT ASSETS</b>		
Commission Receivable	1533026	837597
Claim Under Technology Up gradation Fund Scheme (TUFS)	977810	4001164
Interest Receivable	35105	4640
Rent	22000	18400
Duty Drawback Receivable	26840	0
Tata Capital Ltd	9079	0
Quantity Discount and Rate Difference Receivable	0	63915
Total Rs.	2603860	4925716
<b>SCHEDULE K LOANS &amp; ADVANCES</b>		
Loans and Advances		
(Unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	107606	196103
- Staff	188941	264847
- Capital Goods	859815	0
- Others	0	0
Pre-paid Expenses	465602	245094
With Income Tax Department	2907113	3865978
Securities & Deposits with Government	2082899	954288
Departments & Other Agencies		
Total Rs.	6611976	5526310

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE L: CURRENT LIABILITIES</b>		
Sundry Creditors for		
- Goods/Expenses	8139533	15701516
Others	1024517	639434
Other Liabilities	2895955	2760981
Expenses Payable	2204862	2295210
Total Rs.	14264867	21397141
<b>SCHEDULE M: PROVISIONS</b>		
Provision for Leave Encashment	469776	461840
Provision for Gratuity	1249997	1268870
Provision for Taxation		
- Income Tax	1185000	2396100
Fringe Benefit Tax	455700	391660
Total Rs.	3360473	4518470
<b>SCHEDULE N: SALES</b>		
Sales	92846130	257434766
Total Rs.	92846130	257434766
<b>SCHEDULE O: OTHER INCOME</b>		
Other Income	3212997	3037830
Total Rs.	3212997	3037830
<b>SCHEDULE - P: (INCREASE)/DECREASE IN STOCKS</b>		
<b>Stock at Close</b>		
Finished Goods	216973	653877
Semi Finished Goods	655250	661750
Traded Goods	0	4965790
Total Rs.	872223	6281417
<b>Opening Stock</b>		
Finished Goods	653877	208116
Semi Finished Goods	661750	399500
Traded Goods	4965790	3344975
Total Rs.	6281417	3952591
<b>Increase / (Decrease)</b>	(5409194)	2328826
<b>SCHEDULE - 'Q' MANUFACTURING EXPENSES</b>		
<b>Raw Material Consumed</b>		
Opening Stock	6650402	5509236
Add : Purchases	19000611	16119759
Less: Closing Stock	(7088699)	(6650402)
Total Rs.	18562314	14978593
Purchase of Traded Goods	8634724	177212214
Stores & Spares Consumed	1917868	1716850
Power & Fuel	8105095	8458339
Repairs - Plant & Machinery	846583	770131
Repairs - Building & Others	153366	1009823
Other Manufacturing Expenses	605090	418824
Total Rs.	38825040	204564774



# UNIROYAL INDUSTRIES LIMITED

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE - R ADMINISTRATIVE &amp; OTHER EXPENSES</b>		
Salaries, Wages & Bonus	10780669	9846131
Contribution to Provident & Other Funds	987732	948169
Retirement Benefits	194828	627729
Workmen & Staff Welfare Expenses	371083	681638
Rent	1068000	974087
Director's Remuneration	4549320	4524096
Rates & Taxes	99350	149031
Insurance	431520	553399
Auditor's Remuneration	54946	104078
Travelling & Conveyance		
- Director's Travelling	715033	1457589
- Other's Travelling	601338	608033
Other Administrative Expenses	4446106	3705899
Total Rs.	24299925	24179879
<b>SCHEDULE - 'S' FINANCIAL EXPENSES</b>		
Bank Charges	218666	366829
Interest		
- Term Loans	3671875	4370770
Working Capital	2197685	2001141
- Others	2220680	2294508
Hedging Premium	257408	515484
Exchange Rate Fluctuation	0	97152
Total Rs.	8566314	9645884
<b>SCHEDULE 'T': SELLING EXPENSES &amp; DISTRIBUTION EXPENSES</b>		
Freight & Forwarding	1670858	1848423
Advertisement & Publicity	10011	67049
Packing Expenses	861929	867220
Discount & Commission	638776	1428812
Sales Promotion	133257	255148
Total Rs.	3314831	4466652



## **SCHEDULE –“U” NOTES FORMING PART OF ACCOUNTS**

### **NOTES ON ACCOUNTS**

#### **1. ACCOUNTING STANDARDS COMPLIANCE**

##### **a) System of Accounting**

- i) Financial statements are prepared under the historical cost convention, in accordance with Accounting Standards applicable in India on a going concern basis.
- ii) The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis.

##### **b) Inventories**

- i) Raw Materials, Stores and Spares and Packing Materials are valued at cost.
- ii) Finished goods, Traded Goods and Semi-finished goods are valued at lower of cost or market value.
- iii) While determining the cost, the direct material cost is assigned on the basis of weighted average cost and the conversion cost is determined on the basis of systematic allocation of relatable fixed and variable production overheads and the element of excise duty, in accordance with the revised Accounting Standards (AS-2) "Valuation of inventories" issued by the ICAI.

##### **c) Fixed Assets & Depreciation**

###### **Fixed Assets**

- i) Fixed Assets are stated at cost less depreciation/amortisation.
- ii) Cost of major civil works required for plant & machinery support, is capitalised as Plant & Machinery.
- iii) In case of new projects including major expansion, the related identifiable expenses like interest on borrowings for specific project, employees related expenses, travelling expenses, trial run costs and other preoperative expenses etc. up to its commissioning are capitalised.
- iv) Capital Assets under erection/installation are reflected in the Balance Sheet as "Capital Work in Progress".

###### **Depreciation**

- v) The Company has provided depreciation on the straight line method as per the provisions of Schedule XIV of the Companies Act 1956.
- vi) 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 the assets.

##### **d) Accounting for effects of changes in foreign exchange rates.**

- a. Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- b. Year end foreign currency denominated liabilities and receivable are translated at year end market exchange rates the difference being charged/credited to revenue account.

##### **e) Accounting for Government Grants**

- i) Grant related to Depreciable assets are treated as Deferred Income which is recognised in the Profit and Loss Statement on a systematic and rational basis over the useful life of the Asset.
- ii) Grants relating to revenue items are recognised in the Profit and Loss Account after matching them with the related costs which they are intended to compensate.

##### **f) Accounting for investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.



# UNIROYAL INDUSTRIES LIMITED

## g) Accounting for Retirement benefits

- Provident Fund contribution in respect of employees are made to Government as per the Provident Fund Act.
- Retirement benefits as to Gratuity and encashment of leave to its employees, other than leave encashed by the employees during the period are accounted in accordance with Accounting Standard (AS 15) issued by the Institute of Chartered Accountants of India on the basis of actuarial valuation.

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

## h) Borrowing cost

All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets which are capitalized.

## i) Segment reporting

Company operates in two segments labels and yarn/cloth.

Yarn cloth segment within the company has been discontinued during the year and the same is being operated by the 100% Subsidiary.

## j) Accounting for taxes on income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act 1961.

Deferred tax resulting from timing differences between book and taxable profit is accounted for using the tax rates in force as on the balance sheet date. The deferred tax liability/asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.

## 2. Contingent Liabilities

### Contingent Liabilities Not Provided for

	Current Year	Previous Year
Claims against the company not acknowledged as debt :	Nil	Nil
Uncalled Liabilities on shares partly paid up :	Nil	Nil
Arrears of Fixed Cumulative Dividend :	Nil	Nil
Estimated amount of contracts 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.	50 Lakhs	Nil
ii) Letters of Credit opened by the Bank	0	0
iii) There is a contingent liability of Rs. 138.02 lacs in respect of closed pharma division merged with the company on account of sales tax exemption availed by it. The erstwhile Company was granted Sale Tax Exemption for Rs. 506.85 lacs to be availed in 120 months by AETC Patiala based on the eligibility certificate issued by the DIC Patiala on the basis of the unit being considered as EOUE. Later on due to inadequate exports the category of the company was shifted from Category A to B i.e. General Category vide letter dated 26/09/2002. The sales tax exemption claimed by the erstwhile company was within the eligibility limits of category B granted to the company. However as mentioned by DETC (Appeals) the afore mentioned letter was withdrawn by the department. This suo motto withdrawal of the eligibility of exemption is illegal and unjustified and the company is making efforts to restore the exemption. However while framing assessment for the year 2004-05 a demand notice of Rs. 56.65 lacs was raised by The Excise & Taxation Officer on the basis of the erstwhile company being ineligible for sales tax exemption. The company has preferred an appeal before the Deputy Excise and Taxation Commissioner, Appeals, Patiala and the decision of which is still awaited. The company has not recognised this liability in the books being hopeful of the favourable decision.		

- 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 104518/- (Previous year- Rs. NIL ) due to Micro/Small/Medium enterprises. There is no undertaking from whom amount outstanding for more than 30 days in respect of small scale undertakings where such dues exceeds Rs.1 lac. ( Previous year-Nil)
5. Balances of sundry creditors, Sundry debtors and other advances are subject to confirmation.
6. The amount of exchange differences
- |   | Current Year | Previous Year |
|---|--------------|---------------|
| a) Included in Profit & Loss account of the year on account of receivable and payables : Net      | 10313        | 97152         |
| b) Adjusted in carrying amount of fixed assets  | 0            | 0             |
| c) In respect of forward exchange contract to be recognised as an expense in the current year     | 257408       | 515484        |
| d) In respect of forward exchange contract to be recognised as an expense in the subsequent years | 7849         | 26632         |
7. The prior period adjustments include the write back of depreciation due to calculation error in the earlier years.
8. Following items are being carried in the name of the erstwhile company i.e. Sidharta Textile Mills Ltd. which was subsequently merged with the company :  
Fixed Assets - Vehicles included in the fixed assets schedule 'E' having WDV as on 31.3.2009 amounting to Rs. 16.55 lacs Investment in Mutual Funds amounting to Rs. 10 lacs considered in Investments Schedule 'F'.  
Following items are being carried in the name of directors of the company  
Fixed Assets - Vehicles included in the fixed assets schedule 'E' having WDV as on 31.3.2009 amounting to Rs. 6.56 lacs
9. The effect of profit / loss (if any) in case of investment in the following Partnership Firms for the period from the availability of the audited financial statements upto the date of the Annual Accounts i.e. 31.3.2009 have not been considered in these financial statements as the same are not available with the company: In case of Uniroyal Builders & Developers w.e.f. 1.4.2008 & in case of Uniroyal Builders & Promoters w.e.f 1.4.2007.
10. Managerial Remuneration  
(Remuneration is within the limit prescribed under Schedule XIII to the Companies Act, 1956.)
- |  | Current Year | Previous Year |
|--|--------------|---------------|
| a) To the Managing Director & Whole time Directors |              |               |
| Salary/Commission/Allowances                       | 4196288      | 4145256       |
| Perquisites  | 353032       | 378840        |
| Rent Free Accomodation                             | 622000       | 572087        |
| Total  | 5171320      | 5096183       |
| b) To other Directors                              | 0            | 0             |
11. Foreign exchange derivatives and exposures outstanding as at the Balance Sheet date :  
Nature of Instrument
- A) Hedged Foreign Currency Exposure on:
- |                |                |                |
|----------------|----------------|----------------|
| i) Payable     | 350000 USD     | 350000 USD     |
|                | (INR 14754470) | (INR 14548514) |
| ii) Receivable | NIL            | NIL            |



# UNIROYAL INDUSTRIES LIMITED

## B) Unhedged Foreign Currency Exposure on:

i) Payable	NIL	SFR 3711 (INR 146617)
ii) Receivable	359 USD (INR 18040)	468 USD (INR 27946)

## 12. Amounts capitalised in the respective project cost and excluded from :

Administrative & Other Expenses	816131
Interest	6537
Net Value Capitalised	822668

## 13. Employee Benefits

The Company has adopted Accounting Standard 15 (Revised) on accounting for Employee Benefits issued by the Institute of Chartered Accountants of India and has accounted the liability and planned assets on the basis of actuarial valuation which was hitherto accounted for on estimated basis calculated on actual liability basis on the balance sheet date.

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

### Defined Contribution Plan :

Employer's Contribution to Provident Fund is recognised in the Profit and Loss Account - Rs.

Current Year	Previous Yr.
632124	592027

### Defined Benefit Plan:

Particulars

Gratuity	Leave Encashment
Current Year	Current Yr.

### The amounts recognised in the balance sheet :

Present value of funded obligations	1249997	469776
Fair value of plan assets	0	0
Net liability	1249997	469776

### The amounts recognised in the statement of profit and loss :

Current service cost	176407	94646
Interest on obligation	0	0
Expected return on plan assets	0	0
Net actuarial loss (gain)	(73838)	(2387)
Expenses recognised in statement of profit & loss	102569	92259

### Change in present value of defined benefit obligation representing

reconciliation of opening and closing balances thereof:

Opening defined benefit obligation	1268870	461840
Service cost	176407	94646
Interest cost	0	0
Benefits paid	(121442)	(84323)
Actuarial (gains)/loss on obligation	(73838)	(2387)
Closing defined benefit obligation	1249997	469776

Change in the fair value of plan assets representing reconciliation of the opening and closing balances thereof:

N.A.	N.A.
------	------

### Principal actuarial assumptions at the balance sheet date :

Discount rate	8% P.A	8% P.A
Salary Escalation	6%	6%
Mortality table	LIC (1994-96) ultimate	LIC (94-96) ultimate
Withdrawal rate	1% to 3%	1% to 3%

depending on age depending on age

Ceiling

Rs. 3,50,000	Rs. 1,00,000
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#### 14. Related Party disclosures 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
Uniroyal Builders & Promoters	Partnership Investment 25% Share of the Company
A M Textiles & Knitwears Ltd.	100% subsidiary 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
Mr. Pritam Chand Mahajan	Director

c) Outstanding Balances	Current Year	Previous Year
Due to Directors (Remuneration)	199592	477095
Due to Directors (Unsecured Loan)	17168155	16937622
Due to Uniroyal Builders & Developers	675000	0
Capital in Uniroyal Builders & Developers	2408613	1083073
Capital in Uniroyal Builders & Promoters	300000	300000
Capital in A M Textiles & Knitwears Ltd	16500000	500000

(d) Transactions/consideration during the year			Current Year	Previous Year
Party	Relation	Nature of Transaction		
Mr. P.C. Mahajan	Director	Rent Paid	622000	572087
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/ Perquisites/Allowance	1353923	1684721
Mrs. Rashmi Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1097199	1087696
Mr. Akhil Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1121803	1069813
Mr. Abhay Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	976395	946314
Uniroyal Builders & Developers	Partnership	Rent Received	106800	120000
Uniroyal Builders & Developers	Partnership	Share of Profit received	15539	33073
Uniroyal Builders & Developers	Partnership	Investment during the year	1310000	-150000
Uniroyal Builders & Developers	Partnership	Purchase of Flat	1375000	0
A M Textiles & Knitwears Ltd	Subsidiary Co.	Rent Received	48000	4000
A M Textiles & Knitwears Ltd	Subsidiary Co.	Investment in Shares	16000000	500000
A M Textiles & Knitwears Ltd	Subsidiary Co.	Purchase of Yarn	870503	0



# **UNIROYAL INDUSTRIES LIMITED**

15. Auditor's Remuneration	Current Year	Previous Year
Auditors Expenses	12409	24646
Payment to Auditors - Certification Etc	3932	45724
Audit Fee	38605	33708
Total	54946	104078

## 16. Value of Raw Material, Stores and Spare Parts consumed.

	Current Yr. %age	Value	Prev. Yr. %age	Value
Imported	0	0	0	0
Indigenous	100	18801484	100	14978593
17. Raw Material Consumed	Qty. KG.	Value	Qty. KG.	Value
Polyster Yarn	98991.12	18801484	100833.00	14978593
Sale of Raw Material				
Polyster Yarn	462.24	102687.00	248.12	43268.00

	Current Yr.	Prev. Yr.
18. Value of Imports calculated on CIF		
Import of Machinery	0	0
Import of Raw Material, Stores and Spares	603426	1415514

19. Expenditure in Foreign Currencies during the financial year.			
Stores	in Rupee	148346	4849
	Euro	2327	837
	in Rupee	244987	128449
	US\$	5394	2774
	in Rupee	43642	878207
	Swis Franks	1051	23762

## 20. Amount remitted in foreign currencies on account of :-

Dividends.	Nil	Nil
Travelling	21064	999081
Earnings in foreign exchange - Exports of Goods FOB Value	1029864	3132598

21. Information required by paragraph 3,4 (C) and 4(D) of part-II of schedule VI of Companies Act, 1956.

**i) CAPACITY AND PRODUCTION**

Licensed Capacity	NA			NA
Installed Capacity in Sq. Mt	602880			602880
Actual Production at Panchkula	Current Yr.	Prev. Yr.		
	Qty	Value	Qty	Value
Labels (Qty in Pcs.)	151158606	51219021	163219940	76579185
Printed Labels (Qty in Pcs.)	4657806	1583654		

**ii) PURCHASE**

a) Panchkula				
Labels Qty (Pcs.)	1683905	643760	1135852	781414.00
Printed Labels Qty (Pcs.)	1074310	1130577		
b) Ludhiana				
Yarn (Trading in KG)	40278.365	3975658.00		
Knited Cloth (in KG)	18945.81	2350206.00		
Labels Qty (Pcs.)	1104141	520982.00		

**iii) TURNOVER OF GOODS PRODUCED**

Labels Qty (Pcs.)	153597907	80406915	163436692	78215416
Printed Labels Qty (Pcs.)	5732116	3408682		

**iv) TURNOVER OF TRADED GOODS**

(From Ludhiana)				
Yarn (Trading in KG)	90128	8455181		
Knited Cloth (in KG)	22318	2795807		
Labels Qty (Pcs.)	1178771	821308		

**iii) OPENING STOCK**

a) at Panchkula				
Labels Qty (Pcs.)	1393600	653587	474500	2098116
b) at Ludhiana				
Yarn (Trading in KG)	49850	4552755	35862	3344975
Knited Cloth (in KG)	3372	393320	0	0
Labels Qty (Pcs.)	74630	19715	0	0

**iv) CLOSING STOCK**

a) at Panchkula				
Labels Qty (Pcs.)	638204	216989	1393600	653877
b) at Ludhiana				
Yarn (Trading in KG)	0	0	49850	4552755
Knited Cloth (in KG)	0	0	3372	393320
Labels Qty (Pcs.)	0	0	74630	19715



# UNIROYAL INDUSTRIES LIMITED

## 22. Previous Years Figures

Previous Year's figures have been rearranged where ever necessary.

## 23. Segment Reporting

### Segmentwise Revenue, Results and Capital Employed

RUPEES IN LACS

SL. No.	Particulars	Year ended 31.03.09	Year ended 31.03.08
(1)	(2)	(3)	(4)
1	<u>Segment Revenue</u>		
	A. Lables	827.57	853.53
	B. Yarn/Cloth	133.02	1751.19
	Intersegment Revenue	3.42	23.97
	Total	964.01	2628.69
	Elimination	3.42	23.97
	Sales / Income from operations	960.59	2604.72
2	<u>Segment Results (Profit before tax and interest )</u>		
	A. Lables	81.74	90.56
	B. Yarn/Cloth	15.19	50.45
	Total	96.93	141.01
	Less Interest	85.66	96.46
	Other un-allocable expenditure net of income	0	0
	Total Profit before tax	11.27	44.55
3	<u>Capital Employed (Segment Assets - Segment Liabilities)</u>		
	A. Lables	917.54	708.54
	B. Yarn/Cloth	0	208.61
	Capital Employed (including unallocable common)	917.54	917.15



iii) Balance sheet abstract and company's general business profile as per Part IV of Schedule VI of the Companies Act, 1956 :

I. Registration Details :

Registration No. 33167 State Code 05

Balance Sheet Date 31/3/2009

II. Capital raised during the year (amount in thousands) :

Public Issue NIL Rights Issue NIL Bonus Issue NIL Private placement NIL

III. Position of mobilisation and deployment of funds (amounts in thousands)

Total liabilities	179576	Total Assets	179576
<b>Sources of Funds</b>			
Paid up Capital	82687	Reserves & Surplus	9067
Share Application Money	0	Secured Loans	50588
Unsecured Loans	20337	Deferred Tax Liability	16898
<b>Application of Funds</b>			
Net Fixed Assets	133345	Investments	23094
Net Current Assets	23138	Misc. Expenditure	0
Profit & Loss Account	0		

IV. Performance of Company (Amount in thousands)

Turnover	90650	Total Expenditure	89523
Profit/Loss before Tax	1127	Profit/Loss After Tax	39
(+ for Profit, () for loss)			
Earning Per Share	0	Dividend rate %	0

V. Generic Names of Three Principal Products / Services of Company (as per monetary terms)

Product Description	(ITC Code)
	58071009

Lables

Yarn

Knited Cloth

As per our report of even date attached

For J.R.KHANNA & COMPANY

Chartered Accountants

Sd/-

(ANIL KHANNA)

PROPRIETOR

Place : Chandigarh

30th June 2009

Sd/-

(ARVIND MAHAJAN)

Managing Director

Sd/-

(ABHAY MAHAJAN)

Executive Director



# UNIROYAL INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009

(Amount in Rs.)

		Uniroyal Industries Limited	
PARTICULARS		31st March, 2009	31st March, 2008
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ACTIVITIES	1127263	4455006
	ADJUSTMENTS FOR :-		
	Depreciation	14937718	15472259
	Prior Period Adjustments- Depreciation Written Back	-447110	0
	Loss on Fixed Assets	123309	202000
	Misc. Expenses Written Off	0	0
	Sundry Balance Written Off/Written Back	950086	0
	Dividend Received	-60402	-39594
	VAT Adjustable	-53899	0
	Profit Transfer from Uniroyal Developers & Builder	-15539	-33073
	Financial Expenses	8566314	9645884
	<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE</b>	<b>25127740</b>	<b>29702482</b>
	<b>ADJUSTMENT FOR :-</b>		
	Debtors	26050194	-17936621
	Inventories	5250684	-3488218
	Other Current Assets	2321856	-2401977
	Loans & Advances	-1031766	-1356077
	Trade Payable	-8290271	11199047
		49428437	15718636
	Less:- Current Taxes	-1640700	-2787760
	Income Tax Paid	-359292	-183610
	<b>Total (A)</b>	<b>47428445</b>	<b>12747266</b>
	<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed assets	-5794996	-9473516
	Disposal of Assets	450000	1800000
	Misc. Expenses Incurred	0	0
	Dividend Received	60402	39594
	Share of Profit from Uniroyal Builders & Developers	15539	33073
	Investments	-18700540	2098358
	<b>Total (B)</b>	<b>-23969595</b>	<b>-5502491</b>
	<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Short Term Capital Loan - Working Capital & Adhoc Limit	-2743547	11333760
	Long Term Capital Loan	-9505429	-9246864
	Unsecured Loans	-165074	-4489526
	Issue of Share Capital	0	0
	Less :- Cash outflow from the financing activities		
	Financial Expenses	-8566314	-9645884
	<b>Total (C)</b>	<b>-20980364</b>	<b>-12048514</b>
	<b>Total Cash Inflow During The Year (A) + (B) + (C)</b>	<b>2478486</b>	<b>-4803739</b>
	Opening Cash Balance	2771866	7575605
	<b>Total Cash Inflow During The Year</b>	<b>2478486</b>	<b>-4803739</b>
	<b>Net Cash &amp; Cash Equivalent as on 31.03.2009</b>	<b>5250352</b>	<b>277186</b>

For J.R. KHANNA & COMPANY  
(Chartered Accountants)

Sd/-  
(ANIL KHANNA)  
Proprietor  
Place : Chandigarh  
30th June 2009

For and on behalf of the Board of Directors

Sd/-  
(ARVIND MAHAJAN)  
Managing Director

Sd/-  
(ABHAY MAHAJAN)  
Executive Director

# A M TEXTILES AND KNITWEARS LIMITED

**16th Annual Report**  
**2008-2009**

## DIRECTORS' REPORT

(Pursuant to Section 217 of the Companies Act, 1956)

The Members

**A M Textiles and Knitwears Limited,**

Your directors have pleasure in presenting their 2<sup>nd</sup> Annual Report together with Audited accounts of the company for the Financial Year ended 31<sup>st</sup> March, 2009 and the Auditor's Report thereon.

### FINANCIAL RESULTS

(Rs. in Lacs)

Particulars	Financial Year Ended 31.03.2009	Financial Year Ended 31.03.2008
Sales	2218.44	0.06
Other Income	4.68	0.00
Total Income	2223.12	0.06
Total Expenditure	2217.67	0.58
Profit/(Loss) Before Tax	5.45	0.52
Provision for Tax		
-Current Year	0.82	0.00
-Deferred Tax Liability	1.50	(0.16)
Net Profit/(Loss)	3.13	0.36
Appropriations		
Carried to Balance Sheet	3.13	0.36
Paid up equity share capital	165.00	5.00

### REVIEW OF OPERATIONS

The company has started full commercial activity and has achieved turnover of Rs. 2218.44 lacs and net profit after tax of Rs. 3.13 lacs during the year. The company expects to do better in the ensuing year.

### DIRECTORATE

The Board consists of three directors Mr. Arvind Mahajan, Mr. Akhil Mahajan and Mr. Abhay Mahajan who have varied experience in different disciplines of corporate functioning

Mr. Akhil Mahajan would retire by rotation as director of the company at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment as directors of the company.

The Board recommends the appointment of Mr. Akhil Mahajan as director of the company liable to retire by rotation.

### AUDITORS' REPORT

The notes on Accounts referred in the Auditor's Report are self explanatory and therefore do not call for any further comments.

### AUDITORS

M/s J. R Khanna & Co., Chartered Accountants, are the present Auditors of the company. Pursuant to section 224 of the Companies Act, 1956, they would retire as auditors at the forthcoming 2<sup>nd</sup> Annual General Meeting of the company. They have expressed their inability in the appointment as statutory auditor for the financial year 2009-10.



## A M TEXTILES AND KNITWEARS LIMITED

M/s AGPRS & Associates, Chartered Accountants have given their consent to act as Statutory Auditors of the company for the financial year 2009-2010. The board recommends the appointment of M/s AGPRS & Associates, Chartered Accountants as Statutory Auditors of the company.

### PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 217(2A) OF THE COMPANIES ACT, 1956

During the year under report, none of the employees was in receipt of remuneration exceeding the limits prescribed under section 217(2A) of the Companies Act 1956 read with Companies (Particulars of employees) Rules, 1975 as amended.

### ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION

Pursuant of the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988, the particulars of energy conservation and technology absorption are enclosed herewith as Annexure A forming integral part of this Directors' Report.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 217 (2AA) of the Companies Act, 1956, it is hereby stated

- (i) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- (ii) That the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period.
- (iii) That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) That the directors have prepared the annual accounts on a going concern basis.

### PERSONNEL AND INDUSTRIAL RELATIONS

The Industrial relations continued to be cordial. The Directors thank all the employees for their sincere efforts, active involvement and devoted services rendered at all levels.

### ACKNOWLEDGEMENT

The board expresses its appreciation and place on record their gratitude for cooperation extended by the Banks, customers, suppliers and Government agencies. The Board is also thankful to the shareholders of the company for the confidence reposed in the management of the company.

For and on behalf of the Board

Dated : 30.06.2009  
Place : Panchkula

Sd/-  
(Arvind Mahajan)  
Director

**ANNEXURE-A**

**FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION**

**A. Power and Fuel consumption**

Particulars	Current Year	Previous Year
1.Electricity	NIL	NIL
2.Coal (specify Quality and where used)	NIL	NIL
3.Furnance Oil	NIL	NIL
4.Others Internal Generation	NIL	NIL
B.Consumption per unit of production	NIL	NIL
C.Technology absorption	NIL	NIL

**D. FOREIGN EXCHANGE EARNINGS AND OUTGO**

1.Activities relating to export, initiative taken to increase exports, development of new export markets for products and services and export plans.

Company is looking for export opportunity.

**Total foreign exchange dealing**

Particulars	Current Year	Previous Year
CIF value of imports/consumables	NIL	NIL
CIF value of imports/capital goods	NIL	NIL
Expenditure in foreign Currency	NIL	NIL
Earning in foreign currency	NIL	NIL



# A M TEXTILES AND KNITWEAVES LIMITED

## AUDITOR'S REPORT

To  
The members,  
Uniroyal Industries Limited.

We have audited the attached Balance Sheet of A M TEXTILES & KNITWEAVES LIMITED as at 31st March, 2009, the Profit and Loss Account of the company for the year ended on that date and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Sub-Section 4A of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in Paragraph 4 and 5 of the said order. On the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.  
Further to our comments in the annexure referred to above, we report that:
2. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
3. In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
4. The Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.
5. In our opinion, the Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956.
6. On the basis of the written representations received from the directors of the company as on March 31, 2009 and taken on record by the Board of Directors of the company, we report that none of the director is disqualified as on 31<sup>st</sup> March 2009 from being appointed as a director of the company under clause (g) of sub-section (1) of Section 274 of the Companies, 1956.
7. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit and Loss account read together with notes there on in Schedule 'U', give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
  - a) in so far as it relates to the Balance Sheet of the state of affairs of the Company as at 31st March, 2009 and
  - b) in so far as it relates to the Profit and Loss Account of the 'profits of the Company for the year ended on that date.
  - c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Chandigarh  
Dated: June 30, 2009

Sd/-  
Anil Khanna  
Proprietor  
J.R. Khanna & Co.,  
Chartered Accountants

**ANNEXURE**

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

- (i) a) The company has maintained proper records showing full particulars including the quantitative details and situation of Fixed Assets.
- b) As explained to us that the management has verified the major fixed assets of the company in a phased manner, designed to cover all assets over a period of three years, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.
- c) As per the information and explanations given to us no substantial part of the fixed assets have been disposed off during the year, which affect the ability of the company to continue as a going concern.
- (ii) a) Inventories have been Physically verified by the management during /at the year-end. In our opinion and according to information and explanations given to us the frequency of physical verification is reasonable.
- b) In our opinion and according to the information and explanations given to us, the procedures of the physical verification of stock followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of its inventories and the discrepancies noticed on such physical verification between the physical and book stock were not material and have been adequately dealt with in the books of accounts.
- (iii) a) The company has not granted or taken any loans, secured or unsecured to/from the companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. In view of clause (iii) (a) above, clause (iii) (b), (iii) (c) and (iii) (d) are not applicable.
- (iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to the purchases of Inventories, Fixed Assets and for the Sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal controls.
- (v) a) According to the information and explanations given to us, we are of the opinion that the transactions that needed to be entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, there are transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 which are exceeding the value of Rs 5 lacs and these transactions have been made at price which are reasonable having regard to the prevailing market price at the relevant time.
- (vi) In our opinion and according to information and explanations given to us, the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 are not applicable to the company as there are no deposits covered within the relevant provisions. As per information given to us, no order has been passed by the Company Law Board which requires compliance by the company.
- (vii) The company has its own internal audit system which in our opinion is commensurate with its size and nature of the business.



## A M TEXTILES AND KNITWEARS LIMITED

- (viii) In our opinion and according to information and explanations given to us Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) a) The company is regular in depositing with appropriate authorities the undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
  - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty & Cess were in arrears, as at 31<sup>st</sup> March, 2009 for a period of more than six months from the date they become payable.
  - c) According to information and explanations given to us, there were no disputed amounts pending deposit in respect of Excise duty, Service Tax, Sales Tax, Income Tax, Custom Duty, Wealth Tax or Cess during the year.
- (x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to the banks or financial institutions. There are no debentures issued by the company.
- (xii) The company has not granted loans and advances on the basis of the security by way of pledge of Share, Debentures and other Securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to information and explanation given to us and on an overall examination of the balance sheet and cash flow statement of the company, we report that no fund raised on short term basis have been used for long term investments.
- (xviii) According to information and explanations given to us, the company has issued capital of Rs. 160 lacs to the Holding Company – Uniroyal Industries Ltd.
- (xix) According to information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xx) According to information and explanations given to us, during the period covered by our audit report, the company has not made any public issue except issue of capital to holding company –Uniroyal Industries Ltd.
- (xxi) According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Chandigarh  
Dated: June 30, 2009

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.,  
Chartered Accountants.



**BALANCE SHEET AS AT ON 31ST MARCH, 2009**

Particulars	Schedule	31st March, 2009	31st March, 2008
<b>SOURCES OF FUNDS</b>			
<b>1. SHARE HOLDERS FUND</b>			
(a) Share Capital	A	16500000	500000
(b) Reserves & Surplus	B	277234	0
Total Rs.		<u>16777234</u>	<u>500000</u>
<b>2. LOAN FUND</b>			
a.) Secured Loans	C	30193559	0
b) Unsecured Loans	D	0	0
Total Rs.		<u>30193559</u>	<u>0</u>
<b>3. DEFERRED TAX LIABILITY/(ASSET)</b>		133940	(15931)
Grand Total Rs.		<u>47104733</u>	<u>484069</u>
<b>APPLICATION OF FUNDS</b>			
<b>1. FIXED ASSETS</b>	E		
a. Gross Block		6331688	0
b. Less: Depreciation		52413	0
c. Net Block		6279275	0
d. Capital Work in Progress		0	0
Total Rs.		<u>6279275</u>	<u>0</u>
<b>2. INVESTMENTS</b>	F	0	0
<b>3. CURRENT ASSETS LOANS AND ADVANCES</b>			
a. Inventories	G	25707000	1897315
b. Sundry Debtors	H	26401962	0
c. Cash and Bank Balances	I	93391	448131
d. Other Current Assets	J	423588	0
e. Loans & Advances	K	828464	75724
		<u>53454405</u>	<u>2421170</u>
<b>Less: CURRENT LIABILITIES AND PROVISIONS</b>			
(a) Liabilities	L	12695347	1995207
(b) Provisions	M	82700	0
		<u>12778047</u>	<u>1995207</u>
<b>Net Current Assets Rs.</b>		<u>40676358</u>	<u>425963</u>
<b>4. (a) Miscellaneous expenditure</b>			
(to the extent not written off or adjusted )		149100	22480
(b) Profit and Loss Account		0	35626
Total Rs.		<u>149100</u>	<u>58106</u>
Grand Total Rs.		<u>47104733</u>	<u>484069</u>

Notes to Accounts

U  
Sd/-  
(ARVIND MAHAJAN)  
Director

Sd/-  
(ABHAY MAHAJAN)  
Director

As per our attached report of even date

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.  
Chartered Accountants

Chandigarh  
30th June 2009



# A M TEXTILES AND KNITWEAVES LIMITED

## PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	Schedule	31st March, 2009	31st March, 2008
<b>INCOME</b>			
Sales of Products (Gross)	N	221844348	5603
Less: Excise Duty and Education Cess		0	0
Sales of Products (Net)		221844348	5603
Other Income	O	468044	0
Increase/(Decrease) in Stock	P	23809685	1897315
Total Rs.		<u>246122077</u>	<u>1902918</u>
<b>EXPENDITURE</b>			
Manufacturing Expenses	Q	241975653	1903026
Administrative & Other Expenses	R	610529	45829
Selling & Distribution Expenses	T	123985	0
Total Rs.		<u>242710167</u>	<u>1948855</u>
Profit before Interest & Depreciation		3411910	(45937)
Financial Expenses	S	2775386	0
Misc. Expenses Written Off		38680	5620
Profit before Depreciation		597844	(51557)
Depreciation		52413	0
Profit/(Loss) for the year before taxation		545431	(51557)
Prior Period Adjustment - Income / (Expense)			
Depreciation			
Others		0	0
Profit/(Loss) before taxation		545431	(51557)
		0	0
Provision for tax in earlier years		0	
Provision for Fringe Benefit Tax		(47700)	0
Provision for taxation		(35000)	0
Deferred Tax Adjustment - Current Year		(149871)	15931
Profits after tax		312860	(35626)
Profit / (Loss) Brought Forward		(35626)	0
Dividend - Interim & Final		0	0
Tax on Dividend		0	0
Profit and Loss account carried over		<u>277234</u>	<u>(35626)</u>
<b>Notes to Accounts</b>			
U			
Earning Per Share		Rs. Per share	Rs. Per share
Basic		0.34	(0.71)
Diluted		0.34	(0.71)
Number of Shares used in computing earning per share			
Basic		913014	50000
Diluted		913014	50000

Sd/-  
(ARVIND MAHAJAN)  
Director

Sd/-  
(ABHAY MAHAJAN)  
Director

As per our attached report of even date

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.  
Chartered Accountants

Chandigarh  
30th June 2009

Particulars	31st March, 2009	31st March, 2008
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#### SCHEDULE A SHARE CAPITAL

Authorised Capital		
17,50,000 (P.Y 50,000) Equity Shares of Rs. 10/- each	17500000	500000
Total Rs.	17500000	500000
Issued, Subscribed And Paid Up Capital		
16,50,000( Previous Year 50,000) Equity	16500000	500000
Shares of Rs. 10/- each - 100% held by Holding		
Company Uniroyal Industries Ltd.		
Total Rs.	16500000	500000

#### SCHEDULE B RESERVES AND SURPLUS

Profit and Loss Account	277234	0
Total Rs.	277234	0

#### SCHEDULE C SECURED LOANS

<b>(a) Term Loans</b>		
For Vehicles	5312532	0
- From Axis Bank		
Secured by way of hypothecation of Car - Audi		
<b>(b) Cash Credit</b>		
- From State Bank of India	24881027	0
Secured by way of first charge on debtors arising		
out of trade transactions & stocks of raw materials		
and consumable stores stocks inprocess finished		
goods and packing materials and by way of charge		
onthe immovable assets of the company and personal		
guarantees of three directors.		
Total Rs.	30193559	0

#### SCHEDULE D UNSECURED LOANS

Total Rs.	0	0
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#### SCHEDULE F INVESTMENTS

Total Rs.	0	0
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#### SCHEDULE G INVENTORIES

(As prepared, valued & certified by the management)

(d) Yarn Trading (Including stock in transit)	25707000	1897315
Total Rs.	25707000	1897315

#### SCHEDULE H SUNDRY DEBTORS

(Unconfirmed and unsecured but considered good)

Due for over six months	1515861	0
Others	24886101	0
Total Rs.	26401962	0

**SCHEDULE 'E' FIXED ASSETS**

Description	<u>GROSS BLOCK</u>			<u>DEPRECIATION NET BLOCK</u>						
	As at 01.04.08	Addition	Adjustment	As at 31.03.09	As at 01.04.08	During the Year	Adjustment	W/OFF UPTO 31.03.09	As at 31.03.09	As at 31.03.08
Office Equipment - Computer	0	20950	0	20950	0	2264	0	2264	18686	0
-Mobile Phone Vehicles	0	1890	0	1890	0	204	0	204	1686	0
Car	0	6308848	0	6308848	0	49945	0	49945	6258903	0
Total	0	6331688	0	6331688	0	52413	0	52413	6279275	0



Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE I CASH &amp; BANK BALANCES</b>		
(a) Cash/Imprest Balance	58302	414131
(b) Bank Balance	35089	34000
with schedule banks		
Total Rs.	<u>93391</u>	<u>448131</u>
<b>SCHEDULE J OTHER CURRENT ASSETS</b>		
Quantity Discount and Rate Difference Receivable	423588	0
Total	<u>423588</u>	<u>0</u>
<b>SCHEDULE K LOANS &amp; ADVANCES</b>		
Loans and Advances		
(Unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	0	0
- Staff	0	0
- Capital Goods	0	0
- Others	10000	0
Pre-paid Expenses	18078	75724
Input VAT Recoverable	462809	0
With Income Tax Department	337577	0
Total Rs.	<u>828464</u>	<u>75724</u>
<b>SCHEDULE L: CURRENT LIABILITIES</b>		
Sundry Creditors for		
- Goods/Expenses	11793035	1973207
- Others	334832	22000
Other Liabilities	57653	0
Expenses Payable	509827	0
Total Rs.	<u>12695347</u>	<u>1995207</u>
<b>SCHEDULE M: PROVISIONS</b>		
Provision for Taxation		
- Income Tax	35000	0
- Fringe Benefit Tax	47700	0
Total Rs.	<u>82700</u>	<u>0</u>
<b>SCHEDULE N: SALES</b>		
Sales	221844348	5603
Total Rs.	<u>221844348</u>	<u>5603</u>
<b>SCHEDULE O: OTHER INCOME</b>		
Other Income	468044	0
Total Rs.	<u>468044</u>	<u>0</u>



# A M TEXTILES AND KNITWEARS LIMITED

Particulars

31st March, 2009

31st March, 2008

## SCHEDULE - P: (INCREASE)/DECREASE IN STOCKS

Stock at Close		
Traded Goods	25707000	1897315
Total Rs	25707000	1897315
Opening Stock		
Traded Goods	1897315	0
Total Rs.	1897315	0
Increase / (Decrease)	23809685	1897315

## SCHEDULE - 'Q' MANUFACTURING EXPENSES

Purchase of Traded Goods	241972129	1903026
Repairs - Building & Others	3524	0
Total	241975653	1903026

## SCHEDULE - R ADMINISTRATIVE & OTHER EXPENSES

Salaries, Wages & Bonus	270000	17735
Workmen & Staff Welfare Expenses	9645	0
Rent	144000	0
Rates & Taxes	3576	0
Insurance	69590	0
Auditor's Remuneration	16545	10000
Travelling & Conveyance		
- Director's Travelling	1000	0
- Other's Travelling	168	0
Other Administrative Expenses	96005	18094
Total Rs.	610529	45829

## SCHEDULE - 'S' FINANCIAL EXPENSES

Bank Charges	230832	0
Interest		
- Term Loans	95781	0
- Working Capital	2288241	0
- Others	160532	0
Total Rs.	2775386	0

## SCHEDULE 'T': SELLING EXPENSES & DISTRIBUTION EXPENSES

Discount & Commission	112680	0
Sales Promotion	11305	0
Total Rs.	123985	0

**SCHEDULE - "U" NOTES FORMING PART OF ACCOUNTS**

**NOTES ON ACCOUNTS**

**1. ACCOUNTING STANDARDS COMPLIANCE**

**(a) System of Accounting**

- (i) Financial statements are prepared under the historical cost convention, in accordance with Accounting Standards applicable in India on a going concern basis.
- (ii) The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis.

**(b) Inventories**

- (i) Traded Goods are valued at lower of cost or market value which ever is lower.

**(c) Fixed Assets & Depreciation**

**Fixed Assets**

- (i) Fixed Assets are stated at cost less depreciation/amortisation.
- (ii) Cost of major civil works required for plant & machinery support, is capitalised as Plant & Machinery.
- (iii) In case of new projects including major expansion, the related identifiable expenses like interest on borrowings for specific project, employees related expenses, travelling expenses, trial run costs and other preoperative expenses etc. up to its commissioning are capitalised.
- (iv) Capital Assets under erection/installation are reflected in the Balance Sheet as "Capital Work in Progress".

**Depreciation**

- (v) The Company has provided depreciation on the straight line method as per the provisions of Schedule XIV of the Companies Act 1956.
- (vi) 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 the assets.

**(d) Accounting for Retirement benefits**

- a. Provident Fund Act is not applicable to the company.
- b. Since this is the second year of operation, retirement benefits as to Gratuity is not applicable to the company.

**(e) Borrowing cost**

All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets which are capitalized.

**(f) Accounting for taxes on income**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act 1961.

Deferred tax resulting from timing differences between book and taxable profit is accounted for using the tax rates in force as on the balance sheet date. The deferred tax liability/asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.



# A M TEXTILES AND KNITWEAVES LIMITED

## 2. Contingent Liabilities

	Curr. Yr.	Prev. Yr
<b>Contingent Liabilities Not Provided for</b>		
Claims against the company not acknowledged as debt :	Nil	Nil
Uncalled Liabilities on shares partly paid up :	Nil	Nil
Arrears of Fixed Cumulative Dividend :	Nil	Nil
Estimated amount of contracts 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.	Nil	Nil
ii) Letters of Credit opened by the Bank	2522288	0

## 3. Valuation

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 NIL- (Previous year- Rs. NIL ) due to Micro/Small/Medium enterprises. There is no undertaking from whom amount outstanding for more than 30 days in respect of small scale undertakings where such dues exceeds Rs.1 lac. ( Previous year-Nil)

## 5. Balances of sundry creditors Sundry debtors and other advances are subject to confirmation

6. The amount of exchange differences	NIL	NIL
---------------------------------------	-----	-----

## 7. Related Party disclosures as per AS-18

### a. List of related & Associated parties

<u>Name of Party</u>	<u>Relationship</u>
Uniroyal Industries Ltd.	Holding Company

### b. Key management personnel

Mr. Arvind Mahajan	Director
Mr. Akhil Mahajan	Director
Mr. Abhay Mahajan	Director

c. Outstanding Balances	Curr. Year	Prev. Year
Capital From Uniroyal Industries Ltd	16500000	500000
Due to Uniroyal Industries Ltd.	26047	12000
d. Transactions/consideration during the year		

Party	Relation	Nature of Transaction		
Uniroyal Industries Ltd.	Holding Company	Rent Paid	48000	4000
Uniroyal Industries Ltd.	Holding Company	Capital Received	16000000	50000
Uniroyal Industries Ltd.	Holding Company	Sale of yarn	870503	0



# 8. Auditor's Remuneration

Audit Fee	16545	10000
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# 9. Director Remuneration

NIL	NIL
-----	-----

Value of Imports on CIF basis.

NIL	NIL
-----	-----

# 10. Information required by paragraph 3,4 (C) and 4(D) of part-II of schedule VI of Companies Act, 1956.

## i) CAPACITY AND PRODUCTION

Licensed Capacity	NA	NA	NA	NA
Installed Capacity in Sq. Mt	NA	NA	NA	NA
Actual Production	NA	NA	NA	NA

## ii) PURCHASE

	Qty	Value	Qty	Value
Yarn (Trading in KG)	2718938	235022158.00	23303.755	1903026
Knited Cloth (in KG)	23223	3071643.00	0	0

## iii) TURNOVER OF GOODS PRODUCED

NA	NA	NA	NA
----	----	----	----

## iv) TURNOVER OF TRADED GOODS

Yarn (Trading in KG)	2435017	218726307	39710	5603
Knited Cloth (in KG)	23223	3118041	0	0

## iii OPENING STOCK

	Qty	Value	Qty	Value
Yarn (Trading in KG)	23264	1897315	0	0
Knited Cloth (in KG)	0	0	0	0

## iv CLOSING STOCK

Yarn (Trading in KG)	307184.92	25707000.00	23264.045	1897315.00
Knited Cloth (in KG)	0	0	0	0

Previous Year's figures have been rearranged where ever necessary.

Balance sheet abstract and company's general business profile as per Part IV of Schedule VI of the Companies Act, 1956 :

## I. Registration Details :

Registration No.	31538
Balance Sheet Date	31/3/2009

## II. Capital raised during the year (amount in thousands) :

Public Issue	Rights Issue
NIL	NIL
Bonus Issue	Private placement
NIL	16000



## A M TEXTILES AND KNITWEARS LIMITED

### III. Position of mobilisation and deployment of funds (amounts in thousands)

	Total liabilities	Total Assets
	47105	47105
Sources of Funds		
	Paid up Capital	Reserves & Surplus
	16500	277
	Share Application Money	Secured Loans
	0	30194
	Unsecured Loans	Deferred Tax Liability
	0	134

#### Application of Funds

Net Fixed Assets	Investments
6279	0
Net Current Assets	Misc. Expenditure
40676	149
Profit & Loss Account	
0	

### IV. Performance of Company (Amount in thousands)

Turnover	Total Expenditure
246122	245577
Profit/Loss before Tax	Profit/Loss After Tax
545	313
(+ for Profit, () for loss)	
Earning Per Share	Dividend rate %
0.34	0

### V. Generic Names of Three Principal Products / Services of Company (as per monetary terms)

Product Description (ITC Code)

Yarn

Knited Cloth

As per our report of even date attached

For J.R.KHANNA & COMPANY  
Chartered Accountants

For A.M. Textiles & Knitwears Ltd.

Sd/-  
(ANIL KHANNA)  
Proprietor

Sd/-  
(ARVIND MAHAJAN)  
Director

Sd/-  
(ABHAY MAHAJAN)  
Director

Place : Chandigarh  
30th June 2009

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009**

(Amount in Rs.)

		AM Textile & Knitwears Limited	
PARTICULARS		Figs for the Current Yr.	Figs. for the Prev. Yr.
<b>A</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ACTIVITIES	545431	-51557
	ADJUSTMENTS FOR :-		
	Depreciation	52413	0
	Prior Period Adjustments- Depreciation Written Back	0	0
	Loss on Fixed Assets	0	0
	Misc. Exp. Written Off	38680	5620
	Sundry Balance Written Off/Written Back		
	Dividend Received		
	VAT Adjustable		
	Profit Transfer from Uniroyal Developers & Builder		
	Financial Expenses	2775386	0
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	3411910	-45937
	ADJUSTMENT FOR :-		
	Debtors	-26401962	0
	Inventories	-23809685	-1897315
	Other Current Assets	-423588	0
	Loans & Advances	-752740	-75724
	Trade Payable	10782840	1995207
		-37193225	-23769
	Less:- Current Taxes	-82700	0
	Income Tax Paid	0	0
	<b>Total (A)</b>	<b>-37275925</b>	<b>-23769</b>
<b>B</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed assets	-6331688	0
	Disposal of Assets	0	0
	Misc. Expenses Incurred	-165300	-28100
	Dividend Received	0	0
	Share of Profit from Uniroyal Builders & Developers	0	0
	Investments	0	0
	<b>Total (B)</b>	<b>-6496988</b>	<b>-28100</b>
<b>C</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
	Short Term Capital Loan - Working Capital & Adhoc Limit	24881027	0
	Long Term Capital Loan	5312532	0
	Unsecured Loans	0	0
	Issue of Share Capital	16000000	500000
	Less :- Cash outflow from the financing activities		
	Financial Expenses	-2775386	0
	<b>Total (C)</b>	<b>43418173</b>	<b>500000</b>
	<b>Total Cash Inflow During The Year (A) + (B) + (C)</b>	<b>-354740</b>	<b>448131</b>
	Opening Cash Balance	448131	0
	Total Cash Inflow During The Year	-354740	448131
	<b>Net Cash &amp; Cash Equivalent as on 31.03.2009</b>	<b>93391</b>	<b>448131</b>

For J.R. KHANNA & COMPANY

(Chartered Accountants)

Sd/-

(ANIL KHANNA)

Proprietor

Place : Chandigarh

30th June 2009

For and on behalf of the Board of Directors.

Sd/-

(ARVIND MAHAJAN)

Director

Sd/-

(ABHAY MAHAJAN)

Director.



# UNIROYAL INDUSTRIES LIMITED

## AUDITOR'S REPORT

The members,  
Uniroyal Industries Limited.

We have audited the attached Consolidated Balance Sheet of UNIROYAL INDUSTRIES LIMITED ('the holding company') and its subsidiary company A M TEXTILES & KNITWEARS LIMITED (hereinafter collectively referred as "the group") as at 31st March, 2009, the Consolidated Profit and Loss Account for the year ended on that date and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto.

1. These financial statements are the responsibility of the Uniroyal Industries Limited's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We have relied on the certificates given by the management in respect of goods lying in stock as on 31st March 2009 out of intergroup transactions.
4. We report that consolidated financial statements have been prepared by the management of Uniroyal Industries Limited are in accordance with the requirements of Accounting Standard (AS) 21, 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of the Uniroyal Industries Limited and its subsidiary company A M Textiles & Knitwears Limited.
5. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit and Loss account read together with notes there on in Schedule 'U', give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
  - a) in so far as it relates to the Consolidated Balance Sheet of the state of affairs of the group as at 31st March, 2009 and
  - b) in so far as it relates to the Consolidated Profit and Loss Account of the 'profits of the group for the year ended on that date.
  - c) in the case of the Consolidated Cash Flow statement, of the cash flows for the year ended on that date.

Chandigarh  
30th June 2009

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.  
Chartered Accountants

**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2009**

Particulars	Schedule	31st March, 2009	31st March, 2008
<b>SOURCES OF FUNDS</b>			
<b>1. SHARE HOLDERS FUND</b>			
(a) Share Capital	A	82687200	82687200
(b) Reserves & Surplus	B	9343889	9027796
Total Rs.		92031089	91714996
<b>2. LOAN FUND</b>			
a.) Secured Loans	C	80781204	62836621
b) Unsecured Loans	D	20337322	20502396
Total Rs.		101118526	83339017
<b>3. DEFERRED TAX LIABILITY/(ASSET)</b>		<b>17031530</b>	<b>17793246</b>
Grand Total Rs.		210181145	192847259
<b>APPLICATION OF FUNDS</b>			
<b>1. FIXED ASSETS</b>	E		
a. Gross Block		229149345	219337640
b. Less: Depreciation		90341538	76724056
c. Net Block		138807807	142613584
d. Capital Work in Progress		816131	0
Total Rs.		139623938	142613584
<b>2. INVESTMENTS</b>	F	6594017	3893477
<b>3. CURRENT ASSETS LOANS AND ADVANCES</b>			
a. Inventories	G	34209540	15650539
b. Sundry Debtors	H	44182259	44794624
c. Cash and Bank Balances	I	5343743	3219997
d. Other Current Assets	J	3015448	4925716
e. Loans & Advances	K	7440440	5602034
		94191430	74192910
<b>Less: CURRENT LIABILITIES AND PROVISIONS</b>			
(a) Liabilities	L	26934167	23392348
(b) Provisions	M	3443173	4518470
		30377340	27910818
Net Current Assets Rs.		63814090	46282092
<b>4. (a) Miscellaneous expenditure</b>			
(to the extent not written off or adjusted)		149100	22480
(b) Profit and Loss Account		0	35626
Total Rs.		149100	58106
Grand Total Rs.		210181145	192847259
Notes to Accounts	U		

Sd/-

(ARVIND MAHAJAN)

Managing Director

As per our attached report of even date

Sd/-

Anil Khanna

Proprietor

J.R.Khanna &amp; Co.

Chartered Accountants

Sd/-

(ABHAY MAHAJAN)

Executive Director



# UNIROYAL INDUSTRIES LIMITED

## CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

Particulars	Schedule	31st March, 2009	31st March, 2008
<b>INCOME</b>			
Sales of Products (Gross)	N	313819975	257440369
Less: Excise Duty and Education Cess		0	0
Sales of Products (Net)		313819975	257440369
Other Income	O	3633041	3037830
Increase/(Decrease) in Stock	P	18400491	4226141
Total Rs.		335853507	264704340
<b>EXPENDITURE</b>			
Manufacturing Expenses	Q	279930190	206467800
Administrative & Other Expenses	R	24862454	24225708
Selling & Distribution Expenses	T	3438816	4466652
Total Rs.		308231460	235160160
Profit before Interest & Depreciation		27622047	29544180
Financial Expenses	S	11341700	9645884
Misc. Expenses Written Off		38680	5620
Profit before Depreciation		16241667	19892676
Depreciation		14990131	15472259
Profit/(Loss) for the year before taxation		1251536	4420417
Prior Period Adjustment - Income / (Expense)			
Depreciation		447110	0
Others		(25952)	(16968)
Profit/(Loss) before taxation		1672694	4403449
Provision for tax in earlier years		(359292)	(183610)
Provision for Fringe Benefit Tax		(503400)	(391660)
Provision for taxation		(1220000)	(2396100)
Deferred Tax Adjustment - Current Year		761716	2632820
Profits after tax		351718	4064899
Profit / (Loss) Brought Forward		(7540887)	(11605787)
Dividend - Interim & Final		0	0
Tax on Dividend		0	0
Profit and Loss account carried over		(7189169)	(7540888)
Notes to Accounts	U		
Earning Per Share		Rs. Per share	Rs. Per share
Basic		0.04	0.49
Diluted		0.04	0.49
Number of Shares used in computing earning per share			
Basic		8268720	8268720
Diluted		8268720	8268720

Sd/-  
(ARVIND MAHAJAN)  
Managing Director

Sd/-  
(ABHAY MAHAJAN)  
Executive Director

As per our attached report of even date

Sd/-  
Anil Khanna  
Proprietor  
J.R.Khanna & Co.  
Chartered Accountants

Chandigarh  
30th June 2009

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE A SHARE CAPITAL</b>		
<b>Authorised Capital Uniroyal Industries Ltd.</b>		
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Total Rs.	<u>105000000</u>	<u>105000000</u>
<b>Issued, Subscribed And Paid Up</b>		
Capital Uniroyal Industries Ltd	82687200	82687200
82,68,720 ( Previous year-82,68,720) Equity shares of Rs. 10/- each		
-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		
Total Rs.	<u>82687200</u>	<u>82687200</u>
<b>SCHEDULE B RESERVES AND SURPLUS</b>		
<b>General Reserve</b>		
Opening balance	16383058	16383058
Addition during the year	0	0
Securities Premium Account	150000	150000
Profit and Loss Account	(7189169)	(7540888)
Total Rs.	<u>9343889</u>	<u>8992170</u>
<b>SCHEDULE C SECURED LOANS</b>		
<b>(a) Term Loans</b>		
<b>For Plant &amp; Machinery</b>		
- From State Bank of India	25996724	34316376
Secured by 'mortgage of 'immovable & moveable properties both present and future and personal guarantees of the five directors.		
<b>For Vehicles</b>		
- From ICICI Ltd	5592624	7261087
secured by way of hypothecation of Cars		
- From Tata Capital	482686	0
Secured by way of hypothecation of Car - Logan		
- From Axis Bank	5312532	0
Secured by way of hypothecation of Car - Audi		
<b>(b) Cash Credit</b>		
- From State Bank of India	43396638	21259158
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 five directors. Cash Credit includes WCDL of USD 350000.		
Total Rs.	<u>80781204</u>	<u>62836621</u>
<b>SCHEDULE D UNSECURED LOANS</b>		
Deposits From Public	3169167	3564774
Deposits From Directors	17168155	16937622
Total Rs.	<u>20337322</u>	<u>20502396</u>

**SCHEDULE 'E' FIXED ASSETS**

Description	G R O S S B L O C K				D E P R E C I A T I O N				N E T B L O C K	
	As at 1.04.2008	Additions during the year	Adjustments during the year	As at 31.03.2009	As at 1.04.2008	During the year	Adjustments during the year	As at 31.03.2009	As at 31.03.2009	As at 31.03.2008
Land	3339199	0	0	3339199	0	0	0	0	3339199	3339199
Building										
-Factory	14327707	0	0	14327707	2902502	478546	0	3381048	10946659	11425205
-Office	3203876	0	0	3203876	761474	52223	0	813697	2390179	2442402
Furniture & Fixtures	1649955	171392	0	1821347	652381	95084	-7512	739953	1081394	997574
Plant & Machinery	177569045	3306768	0	180875813	66023684	12709429	0	78733113	102142700	111545361
Electric Installations	1615581	0	0	1615581	942042	85338	0	1027380	588201	673539
Office Equipments	3225812	114390	-364623	2975559	2509610	145905	-705596	1949919	1025640	716202
Computers	0	207131	364623	571774	0	10588	293360	303948	267826	0
Miscellaneous Assets	11250	0	0	11250	9203	712	0	9915	1335	2047
Vehicles	14395215	7510872	-1498848	20407239	2923160	1412306	-952901	3382565	17024674	11472055
<b>Total</b>	<b>219337640</b>	<b>11310553</b>	<b>-1498848</b>	<b>229149345</b>	<b>76724056</b>	<b>14990131</b>	<b>-1372649</b>	<b>90341538</b>	<b>138807807</b>	<b>142613584</b>

Figures for the Previous year 212664124 9473516 2800000 219337640 62049798 15250592 576333 76724057 142613583 150614326



**UNIROYAL INDUSTRIES LIMITED**



Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE F INVESTMENTS</b>		
<b>LONG TERM</b>		
<b>1. IN SHARES (OTHER THEN TRADE)</b>	1510404	1510404
Quoted		
<b>2. IN SUBSIDIARY COMPANIES (Trade)</b>		
Unquoted		
16,50,000 Equity Shares of	0	0
Rs. 10/- each fully paid up in A.M Textiles & Knitwears Ltd		
<b>3. IN MUTUAL FUND (Non Trading)</b>		
Unquoted		
18782.87 Units of DSP ML Tiger Fund	500000	500000
9558.93 Units of Prudential ICICI Dynamic Plan	500000	500000
<b>4. INVESTMENTS IN IMMOVABLE PROPERTY (Non Trading)</b>		
Flat at Baddi	1375000	0
<b>5. INVESTMENTS IN ASSOCIATED FIRMS (Non Trading)</b>		
Uniroyal Builders & Developers	2408613	1083073
Uniroyal Builders & Promoters	300000	300000
Notes:-		
1. Aggregate of quoted investments		
Cost	1510404	
*Market price	5503601	
2. Aggregate of Un quoted investments		
a. Mutual Funds		
Cost	1000000	
Market Value	946677	
b. Subsidiary Companies	16500000	
c. Associates	2708613	
3. Details of Partners in Uniroyal Builders & Developers		
As per Audited Financial Statements as on 31st March, 2008		
Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	50.00%	1116179
Sh. Saurabh Gupta	50.00%	-883821
Total	100%	232358
4. Details of Partners in Uniroyal Builders & Promoters		
As per Audited Financial Statements as on 31st March, 2007		
Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	25.00%	3800000
Sh. Gurcharan Singh Khurana	12.50%	3800000
Sh. Deepak Singh Khurana	12.50%	5000
Sh. Sanjiv Bhasin	25.00%	4000000
Sh. Saurabh Gupta	25.00%	3800000
Total	100%	15405000
5. The company has not pledged any shares		
Total Rs.	6594017	3893477



# UNIROYAL INDUSTRIES LIMITED

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE G INVENTORIES</b>		
(As prepared, valued & certified by the management)		
1. Stock in Trade		
(a) Raw Materials	7088699	6650402
(b) Semi Finished Products	655250	661750
(c ) Finished Goods	216973	653877
(d) Yarn Trading (Including stock in transit)	25707000	6450070
(e) Cloth Trading	0	393320
(f) Labels Trading	0	19715
2. Packing Materials	49647	26932
3. Stores & Spares	407394	732635
4. Fuel	59700	37968
5. Printing & Stationery	24877	23870
Total Rs.	34209540	15650539
<b>SCHEDULE H SUNDRY DEBTORS</b>		
(Unconfirmed and unsecured but considered good)		
Due for over six months	7344540	3928167
Others	36837719	40866457
Total Rs.	44182259	44794624
<b>SCHEDULE I CASH &amp; BANK BALANCES</b>		
(a) Cash/Imprest Balance	567140	533281
(b) Bank Balance	4776603	2686716
with schedule banks		
Total Rs.	5343743	3219997
<b>SCHEDULE J OTHER CURRENT ASSETS</b>		
Commission Receivable	1533026	837597
Claim Under Technology	977810	4001164
Up gradation Fund Scheme (TUFS)		
Interest Receivable	35105	4640
Rent	10000	18400
Duty Drawback Receivable	26840	0
Tata Capital Ltd	9079	0
Quantity Discount and Rate Difference Receivable	423588	63915
Total Rs.	3015448	4925716
<b>SCHEDULE K LOANS &amp; ADVANCES</b>		
Loans and Advances		
(Unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	107606	196103
- Staff	188941	264847
- Capital Goods	859815	0
- Others	10000	0
Pre-paid Expenses	483680	320818
Input VAT Recoverable	462809	0
With Income Tax Department	3244690	3865978
Securities & Deposits with Government	2082899	954288
Departments & Other Agencies		
Total Rs.	7440440	5602034

Particulars	31st March, 2009	31st March, 2008
<b>SCHEDULE L: CURRENT LIABILITIES</b>		
Sundry Creditors for		
- Goods/Expenses	19243521	17674723
- Others	2034349	661434
Other Liabilities	2953608	2760981
Expenses Payable	2702689	2295210
Total Rs.	<u>26934167</u>	<u>23392348</u>
<b>SCHEDULE M: PROVISIONS</b>		
Provision for Leave Encashment	469776	461840
Provision for Gratuity	1249997	1268870
Provision for Taxation		
- Income Tax	1220000	2396100
- Fringe Benefit Tax	503400	391660
Total Rs.	<u>3443173</u>	<u>4518470</u>
<b>SCHEDULE N: SALES</b>		
Sales	313819975	257440369
Total Rs.	<u>313819975</u>	<u>257440369</u>
<b>SCHEDULE O: OTHER INCOME</b>		
Other Income	3633041	3037830
Total Rs.	<u>3633041</u>	<u>3037830</u>
<b>SCHEDULE - P: (INCREASE)/DECREASE IN STOCKS</b>		
<b>Stock at Close</b>		
Finished Goods	216973	653877
Semi Finished Goods	655250	661750
Traded Goods	25707000	6863105
Total Rs.	<u>26579223</u>	<u>8178732</u>
<b>Opening Stock</b>		
Finished Goods	653877	208116
Semi Finished Goods	661750	399500
Traded Goods	6863105	3344975
Total Rs.	<u>8178732</u>	<u>3952591</u>
Increase / (Decrease)	<u>18400491</u>	<u>4226141</u>
<b>SCHEDULE - 'Q' MANUFACTURING EXPENSES</b>		
<b>Raw Material Consumed</b>		
Opening Stock	6650402	5509236
Add : Purchases	18130108	16119759
Less: Closing Stock	(7088699)	(6650402)
Total Rs.	<u>17691811</u>	<u>14978593</u>
Purchase of Traded Goods	250606853	179115240
Stores & Spares Consumed	1917868	1716850
Power & Fuel	8105095	8458339
Repairs - Plant & Machinery	846583	770131
Repairs - Building & Others	156890	1009823
Other Manufacturing Expenses	605090	418824
Total	<u>279930190</u>	<u>206467800</u>



# UNIROYAL INDUSTRIES LIMITED

Particulars	31st March, 2009	31st March, 2008
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## SCHEDULE - R ADMINISTRATIVE & OTHER EXPENSES

Salaries, Wages & Bonus	11050669	9863866
Contribution to Provident & Other Funds	987732	948169
Retirement Benefits	194828	627729
Workmen & Staff Welfare Expenses	380728	681638
Rent	1164000	974087
Director's Remuneration	4549320	4524096
Rates & Taxes	102926	149031
Insurance	501110	553399
Auditor's Remuneration	71491	114078
Travelling & Conveyance		
- Director's Travelling	716033	1457589
- Other's Travelling	601506	608033
Other Administrative Expenses	4542111	3723993
Total Rs.	<u>24862454</u>	<u>24225708</u>

## SCHEDULE - 'S' FINANCIAL EXPENSES

Bank Charges	449498	366829
Interest		
- Term Loans	3767656	4370770
- Working Capital	4485926	2001141
- Others	2381212	2294508
Hedging Premium	257408	515484
Exchange Rate Fluctuation	0	97152
Total Rs.	<u>11341700</u>	<u>9645884</u>

## SCHEDULE 'T': SELLING EXPENSES & DISTRIBUTION EXPENSES

Freight & Forwarding	1670858	1848423
Advertisement & Publicity	10011	67049
Packing Expenses	861929	867220
Discount & Commission	751456	1428812
Sales Promotion	144562	255148
Total Rs.	<u>3438816</u>	<u>4466652</u>

**SCHDULE –“U” NOTES FORMING PART OF CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31ST MARCH 2009**

**NOTES ON CONSOLIDATED FINANCIAL STATEMENTS**

**1. CONSOLIDATION**

The consolidated financial statements comprise of the financial statements of Uniroyal Industries Limited ("the holding company") and its subsidiary company AM Textiles & Knitwears Limited.

**a. System of Accounting**

- i. Financial statements are prepared under the historical cost convention, in accordance with Accounting Standards applicable in India on a going concern basis.
- ii. The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis.

**b. Inventories**

- i. Raw Materials, Stores and Spares and Packing Materials are valued at cost.
- ii. Finished goods, Traded Goods and Semi-finished goods are valued at lower of cost or market value.
- iii. While determining the cost, the direct material cost is assigned on the basis of weighted average cost and the conversion cost is determined on the basis of systematic allocation of relatable fixed and variable production overheads and the element of excise duty, in accordance with the revised Accounting Standards (AS-2) "Valuation of inventories" issued by the ICAI.

**c. Fixed Assets & Depreciation**

**Fixed Assets**

- i. Fixed Assets are stated at cost less depreciation/amortisation.
  - ii. Cost of major civil works required for plant & machinery support, is capitalised as Plant & Machinery.
  - iii. In case of new projects including major expansion, the related identifiable expenses like interest on borrowings for specific project, employees related expenses, travelling expenses, trial run costs and other preoperative expenses etc. up to its commissioning are capitalised.
  - iv. Capital Assets under erection/installation are reflected in the Balance Sheet as "Capital Work in Progress".
- Depreciation**
- v. The Company has provided depreciation on the straight line method as per the provisions of Schedule XIV of the Companies Act 1956.
  - vi. 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 the assets.

**d. Accounting for effects of changes in foreign exchange rates.**

- a) Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- b) Year end foreign currency denominated liabilities and receivable are translated at year end market exchange rates the difference being charged/credited to revenue account.

**e. Accounting for Government Grants**

- i. Grant related to Depreciable assets are treated as Deferred Income which is recognised in the Profit and Loss Statement on a systematic and rational basis over the useful life of the Asset.
- ii. Grants relating to revenue items are recognised in the Profit and Loss Account after matching them with the related costs which they are intended to compensate.

**f. Accounting for investments**

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.

**g. Accounting for Retirement benefits**

- a) Provident Fund contribution in respect of employees are made to Government as per the Provident Fund Act.
- b) Retirement benefits as to Gratuity and encashment of leave to its employees, other than leave encashed by the employees during the period are accounted in accordance with Accounting Standard (AS 15) issued by the Institute of Chartered Accountants of India on the basis of actuarial valuation.



# UNIROYAL INDUSTRIES LIMITED

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

## h. Borrowing cost

All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets which are capitalized.

## i. Segment reporting

Company operates in two segments lables and yarn cloth.

*Yarn cloth segment within the company has been discontinued during the year and the same is being operated by the 100% Subsidiary.*

## j. Accounting for taxes on income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act 1961.

Deferred tax resulting from timing differences between book and taxable profit is accounted for using the tax rates in force as on the balance sheet date. The deferred tax liability/asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.

## 2. Contingent Liabilities

	Curr. 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 Cumulative Dividend :	Nil	Nil
Estimated amount of contracts 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.	50 Lakhs	Nil
ii) Letters of Credit opened by the Bank	0	0
iii) There is a contingent liability of Rs. 138.02 lacs in respect of closed pharma divison merged with the company on account of sales tax exemption availed by it. The erstwhile Company was granted Sale Tax Exemption for Rs. 506.85 lacs to be availed in 120 months by AETC Patiala based on th eligibility certificate issued by the DIC Patiala on the basis of the unit being considered as EOU. Later on due to inadequate exports the category of the company was shifted from Category A to B i.e. General Category vide letter dated 26/09/2002. The sales tax exemption claimed by the erstwhile company was within the eligibility limits of category B granted to the company. However as mentioned by DETC (Appeals) the afore mentioned letter was withdrawn by the department. This suo motto withdrawal of the eligibility of exemption is illegal and unjustified and the company is making efforts to restore the exemption. How ever while framing assessment for the year 2004-05 a demand notice of Rs. 56.65 lacs was raised by The Excise & Taxation Officer on the basis of the erstwhile company being ineligible for sales tax exemption. The company has preferred an appeal before the Deputy Excise and Taxation Commis sioner, Appeals, Patiala and the decision of which is still awaited. The company has not recognised this liability in the books being hopeful of the favourable decision.		
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. Balances of sundry creditors Sundry debtors and other advances are subject to confirmation		
5. The amount of exchange differences		
a) Included in Profit & Loss account of the year on account of receivable and payables : Net	10313	97152
b) Adjusted in carrying amount of fixed assets	0	
c) In respect of forward exchange contract to be recognised as an expense in the current year	257408	515484
d) In respect of forward exchange contract to be recognised as an expense in the subsequent years	7849	26632

6. The prior period adjustments include the write back of depreciation due to calculation error in the earlier years.  
7. Following items are being carried in the name of the erstwhile company i.e. Sidharta Textile Mills Ltd. which was subsequently merged with the company :

Fixed Assets - Vehicles included in the fixed assets schedule 'E' having WDV as on 31.3.2009 amounting to Rs. 16.55 lacs

Investment in Mutual Funds amounting to Rs. 10 lacs considered in Investments Schedule 'F'.

Following items are being carried in the name of directors of the company

Fixed Assets - Vehicles included in the fixed assets schedule 'E' having WDV as on 31.3.2009 amounting to Rs. 6.56 lacs

8. The effect of profit / loss (if any) in case of investment in the following Partnership Firms for the period from the availability of the audited financial statements upto the date of the Annual Accounts i.e. 31.3.2009 have not been considered in these financial statements as the same are not available with the company: In case of Uniroyal Builders & Developers w.e.f. 1.4.2008 & in case of Uniroyal Builders & Promoters w.e.f 1.4.2007.

9. Managerial Remuneration

(Remuneration is within the limit prescribed under Schedule XIII to the Companies Act, 1956.)

- a. To the Managing Director & Whole time Directors

Salary/Commission/Allowances	4196288	4145256
Perquisites	353032	378840
Rent Free Accomodation	622000	572087
Total	<u>5171320</u>	<u>5096183</u>

- b. To other Directors

0                      0

10. Foreign exchange derivatives and exposures outstanding as at the Balance Sheet date :

Nature of Instrument

- (A) Hedged Foreign Currency Exposure on:

i. Payable	350000 USD (INR 14754470)	350000 USD (INR 14548514)
ii. Receivable	NIL	NIL

- (B) Unhedged Foreign Currency Exposure on:

i. Payable	NIL	SFR 3711 (INR 146617)
ii. Receivable	359 USD (INR 18040)	468 USD (INR 27946)

11. Amounts capitalised in the respective project cost and excluded from :

Administrative & Other Expenses	816131
Interest	<u>6537</u>
Net Value Capitalised	<u>822668</u>

12. Employee Benefits

The Company has adopted Accounting Standard 15 (Revised) on accounting for Employee Benefits issued by the Institute of Chartered Accountants of India and has accounted the liability and planned assets on the basis of actuarial valuation which was hitherto accounted for on estimated basis calculated on actual liability basis on the balance sheet date.

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

**Defined Contribution Plan :**

Employer's Contribution to Provident Fund is recognised in the Profit and Loss Account - Rs.

Current Year	Previous Year
632124	592027

**Defined Benefit Plan:**

Particulars

Gratuity	Leave Encashment
Current Year	Current Year

The amounts recognised in the balance sheet :

Present value of funded obligations	1249997	469776
Fair value of plan assets	0	0
Net liability	1249997	469776



# UNIROYAL INDUSTRIES LIMITED

## The amounts recognised in the statement of profit and loss :

Current service cost	176407	94646
Interest on obligation	0	0
Expected return on plan assets	0	0
Net actuarial loss (gain)	(73838)	(2387)
Expenses recognised in statement of profit & loss	102569	92259

## Change in present value of defined benefit obligation representing reconciliation of opening and closing balances thereof:

Opening defined benefit obligation	1268870	461840
Service cost	176407	94646
Interest cost	0	0
Benefits paid	(121442)	(84323)
Actuarial (gains)/loss on obligation	(73838)	(2387)
Closing defined benefit obligation	1249997	469776

## Change in the fair value of plan assets representing

reconciliation of the opening and closing balances thereof:

N.A. N.A.

## Principal actuarial assumptions at the balance sheet date:

Discount rate	8% P.A	8% P.A
Salary Escalation	6%	6%
Mortality table	LIC (1994-96)	LIC (1994-96)

	ultimate	ultimate
Withdrawal rate	1% to 3%	1% to 3%
	depending on age	depending on age
	Rs. 3,50,000	Rs. 1,00,000

Ceiling

## 13. Related Party disclosures 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
Uniroyal Builders & Promoters	Partnership Investment 25% 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
Mr. Pritam Chand Mahajan	Director

### (c) Outstanding Balances

Due to Directors (Remuneration)	199592	477095
Due to Directors (Unsecured Loan)	17168155	16937622
Due to Uniroyal Builders & Developers	675000	0
Capital in Uniroyal Builders & Developers	2408613	1083073
Capital in Uniroyal Builders & Promoters	300000	300000

### d) Transactions/consideration during the year

Party	Relation	Nature of Transaction		
Mr. P.C. Mahajan	Director	Rent Paid	622000	572087
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/ Perquisites/Allowance	1353923	1684721
Mrs Rashmi Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1097199	1087696
Mr. Akhil Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1121803	1069813
Mr. Abhay Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	976395	946314
Uniroyal Builders	Partnership	Rent Received	106800	120000



& Developers				
Uniroyal Builders & Developers	Partnership	Share of Profit received	15539	33073
Uniroyal Builders & Developers	Partnership	Investment during the yr.	1310000	-150000
Uniroyal Builders & Developers	Partnership	Purchase of Flat	1375000	0

As per our report of even date attached

For J.R.KHANNA & COMPANY  
Chartered Accountants

Sd/-  
(ANIL KHANNA)  
PROPRIETOR  
Place : Chandigarh  
30th June 2009

Sd/-  
(ARVIND MAHAJAN)  
Managing Director

Sd/-  
(ABHAY MAHAJAN)  
Executive Director



# UNIROYAL INDUSTRIES LIMITED

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2009 (Amount in Rs. )

PARTICULARS		Figs for the Current Yr.	Figs. for the Previous Yr.
A	CASH FLOW FROM OPERATING ACTIVITIES		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ACTIVITIES	1672694	4403449
	ADJUSTMENTS FOR :-		
	Depreciation	14990131	15472259
	Prior Period Adjustments- Depreciation Written Back	-447110	0
	Loss on Fixed Assets	123309	202000
	Misc. Expenses Written Off	38680	5620
	Sundry Balance Written Off/Written Back	950086	0
	Dividend Received	-60402	-39594
	VAT Adjustable	-53899	0
	Profit Transfer from Uniroyal Developers & Builder	-15539	-33073
	Financial Expenses	11341700	9645884
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	28539650	29656545
	ADJUSTMENT FOR :-		
	Debtors	-337721	-17936621
B	Inventories	-18559001	-5385533
	Other Current Assets	1910268	-2401977
	Loans & Advances	-1784506	-1431801
	Trade Payable	2466522	13194254
		12235212	15694867
	Less:- Current Taxes	-1723400	-2787760
	Income Tax Paid	-359292	-183610
	Total (A)	10152520	12723497
	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed assets	-12126684	-9473516
C	Disposal of Assets	450000	1800000
	Misc. Expenses Incurred	-165300	-28100
	Dividend Received	60402	39594
	Share of Profit from Uniroyal Builders & Developers	15539	33073
	Investments	-2700540	2598358
	Total (B)	-14466583	-5030591
	CASH FLOW FROM FINANCING ACTIVITIES		
	Short Term Capital Loan - Working Capital & Adhoc Limit	22137480	11333760
	Long Term Capital Loan	-4192897	-9246864
	Unsecured Loans	-165074	-4489526
	Issue of Share Capital	0	0
	Less :- Cash outflow from the financing activities		
	Financial Expenses	-11341700	-9645884
	Total (C)	6437809	-12048514
	Total Cash Inflow During The Year (A) + (B) + (C)	2123746	-4355608
	Opening Cash Balance	3219997	7575605
	Total Cash Inflow During The Year	2123746	-4355608
	Net Cash & Cash Equivalent as on 31.03.2009	5343743	3219997

For J.R. KHANNA & COMPANY  
(Chartered Accountants)

Sd/-  
(ANIL KHANNA)  
PROPRIETOR

Place : Chandigarh

Dated : 30th June, 2009

For and on behalf of the Board of Directors

Sd/-  
(ARVIND MAHAJAN)  
Managing Director

Sd/-  
(ABHAY MAHAJAN)  
Executive Director

# STATEMENT PURSUANT TO SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO SUBSIDIARY COMPANIES

							For financial year of the Subsidiary		For the previous financial years since it became the subsidiary	
Sr. No.	Name of the Subsidiary Company	Date from which the company become subsidiary	Financial ending of the subsidiary	Number of equity shares held	Face Value	Extent holding	Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company (except to the extent dealt with in col. 6)	Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company	Profit / (losses) so far it concerns members of the holding company and not dealt with in books of account of the holding company (except to the extent dealt with in col. 8)	Profit / (losses) so far it concerns members of the holding company and dealt with in books of account of the holding company
1	2	3	4	5	6	7	8	9	10	11
1	AM Textiles & Knitwears Ltd.	24.12.2007	31.3.2009	1650000 (50000)	Rs. 10 each	100% (100%)	312860	0	-35626	0

Change in the interest of Uniroyal Industries Ltd. in the subsidiary companies between the end of financial year of the subsidiary companies and 31st March, 2009

NIL

Note :

- Figures in parenthesis in column 5 & 7 pertains to previous year.

Sd/-  
Arvind Mahajan  
Managing Director

Sd/-  
Abhay Mahajan  
Executive Director

Sd/-  
Anil Khanna  
Proprietor  
J.R. Khanna & Co.,  
Chartered Accountants.

Place : Panchkula  
Dated : June 30, 2009

**16th Annual Report**  
**2008-2009**

## **UNIROYAL INDUSTRIES LIMITED**

**Registered Office : 365, Phase-II, Industrial Estate, Panchkula-134113**

I/We \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ being a member/members of the above named company hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday, 30<sup>th</sup> September, 2009 at 10.00 a.m. and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_

Folio No. \_\_\_\_\_

Signature \_\_\_\_\_

**Affix  
15 paise  
Revenue  
Stamp Here**

NOTE : PROXY FORM MUST REACH THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING

.....Cut here.....

## **UNIROYAL INDUSTRIES LIMITED**

**Registered Office : 365, Phase-II, Industrial Estate, Panchkula-134113**

DP ID No.	
Client ID No.	

**ADMISSION SLIP**

L / F No.	
No. of Shares Held	

**(To be handed over at the entrance of the Meeting Hall)**

Member's Folio  
Number

Name of the Attending Member  
(in Block Letters)

No. of Shares  
Held

Name of Proxy (in Block Letters)  
To be filled in by the Proxy  
instead of the member

Signature of the

Attending Member/Proxy

I hereby record my presence at the Annual General Meeting at Hotel-Parbhat Inn, Sector 10, Panchkula, Haryana on Wednesday, 30<sup>th</sup> September, 2009 at 10.00 A.M.

**BOOK POST**



***Uniroyal***  
***Industries Limited***

**365, PHASE-II, INDUSTRIAL ESTATE,  
PANCHKULA - 134 113 (HARYANA)**

Designed and Printed at : Prime Offset Printers Pvt. Ltd. 145, Press Area, I. A.-I, CHD. Ph. : 2652807, 4612807