Uniroyal
Industries Limited

22nd ANNUAL REPORT
2014-2015

BOARD OF DIRECTORS

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

AUDITOR

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

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

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

BANKERS

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

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Wednesday, 30th September, 2015 at 10.00 a.m. at Hotel Prabhat Inn Sector 10, Panchkula to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
   (a) the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon; and
   (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015
2. To appoint a director in place of Mr. Anirudh Khullar who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Hassan Singh Mejie who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:

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

SPECIAL BUSINESS

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

   "RESOLVED THAT pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) consent of the shareholders be and is hereby accorded by way of Special Resolution for re-appointment of Mr. Akhil Mahajan as Executive Director of the company be made for a period of 3 years w.e.f. 1st September, 2014.

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

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

A.	Salary	:	Rs. 2,00,000/- (Rs. Two Lac) per month.
B.	Medical reimbursement	:	The company shall reimburse the medical expenses incurred for the appointee and his family.

C.	Club Fee	:	Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
D.	Personal Accident Insurance	:	Premium not to exceed Rs. 10,000 per annum.
E.	Leave travel	:	First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
F.	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.
G.	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.
H.	Other Perquisites	:	The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

(c) Encashment of leave during/at the end of the tenure."

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

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

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

"RESOLVED THAT pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) consent of the shareholders be and is hereby accorded by way of Special Resolution for re-appointment of Mr. Abhay Mahajan as Executive Director of the company be made for a period of 3 years w.e.f. 1st November, 2014

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

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

A.	Salary	:	Rs. 2,00,000/- (Rs. Two Lac only) per month.
B.	Housing	:	The appointee shall be provided by the company a rent free unfurnished accommodation and the expenditure incurred on gas, electricity and water shall be reimbursed to him by the company.
C.	Medical Reimbursement	:	The company shall reimburse the medical expenses incurred for the appointee and his family.
D.	Club Fee	:	Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
E.	Personal Accident Insurance	:	Premium not to exceed Rs. 10,000 per annum.
F.	Leave travel	:	First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
G.	Car	:	Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
H.	Telephone	:	Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee.

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

(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

(c) Encashment of leave during/at the end of the tenure."

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration prescribed under Section II of Part 2 of Schedule V to the Companies Act, 2013. Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Abhay Mahajan will be paid the aforesaid remuneration as minimum remuneration."

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

"**RESOLVED THAT** pursuant to Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) consent of the shareholders be and is hereby accorded by way of Special Resolution for re-appointment of Mr. Arvind Mahajan as Chairman cum Managing Director of the company be made for a period of 3 years w.e.f. 20th April, 2015.

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

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

A.	Salary	:	Rs. 2,25,000/- (Rs. Two Lac Twenty Five Thousand) per month.
B.	Medical Reimbursement	:	The company shall reimburse the medical expenses incurred for the appointee and his family.
C.	Club Fee	:	Fee of clubs subject to maximum of three clubs, including admission and life membership fees.
D.	Personal Accident Insurance	:	Premium not to exceed Rs. 10,000 per annum.
E.	Leave travel	:	First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
F.	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.
G.	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.
H.	Other Perquisites	:	The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

(c) Encashment of leave during/at the end of the tenure."

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration prescribed under Section II of Part 2 of Schedule V to the Companies Act, 2013. Provided further that even in case of loss or inadequacy of profits during any financial year, Mr. Arvind Mahajan will be paid the aforesaid remuneration as minimum remuneration."

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

"RESOLVED THAT pursuant Section 2(94), 196, 197, 198 and 203 and other provisions applicable, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) consent of the shareholders be and is hereby accorded by way of special resolution, to the effect that Mr. Abhay Mahajan, Executive Director of the company shall be paid the following remuneration w.e.f 1st April, 2015 for the remaining period of his tenure.

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

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

A.	Salary	:	Rs. 2,20,000/- (Rs. Two Lac Twenty Thousand only) per month.
B.	Housing	:	The appointee shall be provided by the company a rent free unfurnished accommodation and the expenditure incurred on gas, electricity and water shall be reimbursed to him by the company.
C.	Medical Reimbursement	:	The company shall reimburse the medical expenses incurred for the appointee and his family.
D.	Club Fee	:	Fee of clubs subject to maximum of two clubs, including admission and life membership fees.
E.	Personal Accident Insurance	:	Premium not to exceed Rs. 10,000 per annum.
F.	Leave travel	:	First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.
G.	Car	:	Provision of car for official-cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.
H.	Telephone	:	Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use of telephone shall be treated as perquisite of the appointee.
I.	Other Perquisites	:	The appointee shall also be eligible to the following perquisites which shall not be included in the computation of the ceiling on remuneration:

(a) Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961

(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and

(c) Encashment of leave during/at the end of the tenure."

Provided however that during any financial year, the sum total of salary and perquisites stated above shall not exceed the limit of remuneration prescribed under Section II of Part 2 of Schedule V to the Companies Act, 2013.

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

By order of the Board
For Uniroyal Industries Limited
sd/-
(Arvind Mahajan)
Managing Director

Date: 30th July, 2015
Place: Panchkula

NOTES:

1. A member who is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxy form duly filled in and signed must reach the Registered Office of the company at least 48 hours before the meeting.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. All documents referred to in this meeting notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Holidays) during business hours upto the date of Annual General meeting.
4. Members are requested to notify to the company immediately change in their address, if any.
5. The Register of Members and Transfer Books of the company will remain closed from 27th September, 2015 to 30th September, 2015 (both days inclusive) at the time of Annual General Meeting of the company.
6. Members having any query relating to the Annual Report are requested to write to the company at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
7. Members are requested to bring their copy of the Annual Report along with them to the meeting, as copies of the Annual Report will not be distributed at the meeting.
8. Members are requested to produce the Attendance Slip at the entrance to the venue.
9. M/s AGPRS & Associates., Chartered Accountants, are the present Auditors of the company. Pursuant to section 139 of the Companies Act, 2013, they would retire as auditors at the forthcoming 22nd Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.
12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. **Voting through electronic means**

In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and clause 35B of Listing Agreement, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 22nd Annual General Meeting to be held on 30th September 2015, through Central Depository Services (India) Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below.

The instructions for shareholders voting electronically are as under:

(I) The voting period begins on <27th September, 2015 9.00. Hrs > and ends on <29th September, 2015 17.00. Hrs >. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (23.09.2015 record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

(iii) Click on Shareholders.

(iv) Now Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

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

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

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha -numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

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

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

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

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

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

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

(xviii)Note for Non – Individual Shareholders and Custodians.

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

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

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

ITEM NO. 5

Mr. Akhil Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st September, 2011.
He is looking after the Finance department of the company. The Nomination & Remuneration Committee in its meeting held on 30th September, 2014 has considered and recommended the re appointment of Mr. Akhil Mahajan.

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

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

The members are further informed that the performance of the company has been very good and the company is generating profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mr. Akhil Mahajan is contributing his best efforts for the better performance of the company.

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

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

ITEM NO. 6

Mr. Abhay Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st April, 2012.
He is looking after the Marketing department of the company. The Nomination & Remuneration Committee in its meeting held on 31st October, 2014 has considered and recommended the re appointment of Mr. Abhay Mahajan.

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

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

The members are further informed that the performance of the company has been very good and the company is generating profits from the business of the company. Your Board of Directors foresee a better profitability in future and Mr. Abhay Mahajan is contributing his best efforts for the better performance of the company.

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

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

ITEM NO. 7

Mr. Arvind Mahajan was appointed as Chairman Cum Managing Director of the company for a period 3 years w.e.f 20th April, 2012.

The project of manufacturing of woven labels was conceptualised by Mr. Arvind Mahajan and under his leadership,

management and control the products manufactured by the company have become accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.

The Nomination & Remuneration Committee in its meeting held on 10th April, 2015 has considered and recommended the re appointment of Mr. Arvind Mahajan as Chairman Cum Managing Director.

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

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

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

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

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

ITEM NO. 8

Mr. Abhay Mahajan was appointed as Executive Director of the company for three years w.e.f. 1st November, 2014.
He is looking after the Marketing department of the company. The Remuneration Committee in its meeting held on 10th April, 2015 has considered and recommended the enhancement of remuneration of Mr. Abhay Mahajan.

Remuneration has been enhanced under Section II of Part 2 of Schedule V to the Companies Act, 2013 because the Remuneration Committee has approved payment of remuneration to Mr. Abhay Mahajan and the company has not committed any default in repayment of its debts or interest payable thereon.

As per Schedule V of the Companies Act, 2013, approval of the members of the company by way of special resolution is required for this enhancement. Therefore, the proposed resolution is being placed before the members for their approval Mr. Abhay Mahajan being himself the appointee, Mr. Arvind Mahajan being his father, Mrs. Rashmi Mahajan being his mother and Mr. Akhil Mahajan being his brother disclosed their interest in the matter and they did not participate in discussion and vote.

REPORT ON CORPORATE GOVERNANCE
(Pursuant to clause 49 of the Listing Agreement with the Stock Exchange)

(1) Company's Philosophy on Corporate Governance
Your company believes that good Corporate Governance practices are crucial for enhancement and retention of stakeholders trust. 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 whole time Directors including Chairman cum Managing Director and four non executive Independent directors. One independent director Sh. Pardeep Aggarwal resigned w.e.f 31st March, 2015.The Executive Chairman of the Board of directors is a promoter Director. None of the non executive directors have any material pecuniary relationship or transactions with the company.

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 2014-15, the Company has held 6 Board Meetings as on 15th April, 2014, 29th May, 2014, 30th July 2014, 30th September, 2014, 31st October, 2014 and 31st January, 2015. 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 31.03.15
		Board Meetings	Last A G M	Other Director Ship	Committee Member ship	Committee Chairman ship	Numbers (%age)
Sh. Arvind Mahajan	E-NI (M.D).	5	Yes	2	1	-	2277848 (27.55%)
Smt. Rashmi Mahajan	E-NI	5	Yes	1	1	-	410969 (4.97%)
Sh. Akhil Mahajan	E-NI	6	Yes	1	1	-	390125 (4.72%)
Sh. Abhay Mahajan	E-NI	6	Yes	1	-	-	713475 (8.63)
Sh. K. K. Malik	NE-I	2	No	-	-	-	NIL
Sh. Anirudh Khullar	NE-I	6	No	-	1	3	500 (0.006%)
Sh. Sushil Gupta	NE-I	3	No	2	3	-	NIL
Sh. Pardeep Aggarwal	NE-I	1	No	2	2	-	3000 (0.036%)
Sh. Hassan Singh Mejie	NE-I	3	No	3	-	1	NIL

NE: Non Executive; NI-Non –Independent; M.D- Managing Director; E: Executive I-Independent

(c) **Particulars of the Directors seeking Appointment/Reappointment at the forthcoming Annual General Meeting**

Mr. Anirudh Khullar and Mr. Hassan Singh Mejie 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.

(3). Audit Committee

(a) Brief description of terms of reference

The Board approved terms of reference to the Audit Committee include all the matters provided in revised clause 49 of the Listing Agreement and section 177 of the Companies Act 2013 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 (5) of section 134 of the company Act, 2013
   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, and 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.
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. Reviewing the company's risk management policies.
14. Reviewing any changes in the accounting policies or practices as compared to the last completed financial year and commenting on any deviation from the Accounting Standards.
15. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The audit Committee is empowered pursuant to its terms of reference to:

1. Investigate any activity within its terms of reference and to seek any information it requires from any employee
2. Obtain legal or other independent legal advice and to secure the attendance of outsiders with relevant experience and expertise, when considered necessary.

(b) Composition of Committee

An Audit Committee was constituted by the Board comprising three Independent and non- Executive Directors: During the financial year ended 31st March, 2015, the Audit Committee met 4 times on 29th May 2014 ; 30th July 2014, 31st October, 2014 and 31st January, 2015. Attendance was as under:

Name of Members	Category	Status	Number of meetings attended
Sh. Anirudh khullar	NE-I	Chairman	4
Sh. Sushil Gupta	NE-I	Director	3
Sh. Pradeep Aggarwal	NE-I	Director	1

(4) Nomination and **Remuneration Committee:**

This is a mandatory requirement of clause 49 of the listing agreement. However, pursuant to Section 178 of the Companies Act, 2013, the Board of Directors of the company has renamed the Remuneration Committee as Nomination and Remuneration Committee. The Broad terms of reference of the Nomination and Remuneration committee include all the matters provided in Section 178 of the Companies Act, 2013 which inter alia includes approval of remuneration of Directors, KMP and other employees after taking into account the financial position of the company.

The Nomination & Remuneration Committee determines, on behalf of the Board and shareholders, as per agreed terms of reference, the company's policy on specific remuneration packages for Directors, KMP and other employees of the company. The Nomination & Remuneration Committee has the power to determine and recommend to the Board the amount of remuneration including performance based incentive and perquisites payable to Directors, KMP and other employees. The Committee ensures that the remuneration by way of salary and other allowances and monetary value of the perquisites is with in the overall limit as specified under the Companies act, 2013.

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 2014-15, remuneration committee met twice once i.e on 30th September, 2014 and 31st October, 2014. Attendance was as under:

Name of Members	Category	Status	Number of meetings attended
Sh. Anirudh khullar	NE-I	Chairman	2
Sh. Sushil Gupta	NE-I	Director	1
Sh. Pradeep Aggarwal	NE-I	Director	1

Details of Remuneration paid

I. Executive Directors:

Name	Salary/Commission /Bonus	Perquisites	Provident Fund/ Retirement Benefits	Appointed as excutive Director from
Mr. Arvind Mahajan	28,20,900	2,27,512	NIL	20.04.2015
Mrs. Rashmi Mahajan	12,58,400	10,14,487	NIL	01.04.2013
Mr. Akhil Mahajan	25,08,400	1,47,990	NIL	01.09.2014
Mr. Abhay Mahajan	25,08,400	3,55,170	NIL	01.11.2014

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 under the Chairmanship of Sh. Anirudh Khullar, Non Executive director of the company along with other three members Smt. Rashmi Mahajan; Sh. Arvind Mahajan and Sh. Akhil Mahajan.

The terms of reference of the Committee are under:

1. To approve the transfer/transmission of the securities of the company and oversee and review all matters connected with the transfer/transmission of the securities of the company.
2. To issue new certificates of securities of the company on split up or consolidation and issue of duplicate certificates of securities of the company against lost /torn/mutilated certificates etc.
3. To issue new certificates of securities in case of change in denomination of the securities of the company.
4. To decide on any matters relating to the securities of the company whether in physical or dematerialized form.
5. To formulate and implement the Company's code of conduct for prohibition of Insider trading in pursuance of SEBI (Prohibition of Insider Trading) regulations, 1992 and review and monitor its compliance.
6. To appoint and/or remove Compliance Officer of the company for complying with the requirements of the SEBI (Prohibition of Insider Trading) regulations and the Listing agreements entered into with various Stock Exchanges.
7. To appoint and/or remove the Registrar and Transfer Agent of the company and for that purpose to authorize any officer of the company to enter into Tripartite Agreement with the Registrar and Transfer Agent and depositories.
8. To review the performance of the Registrars and Transfer agents and recommend measures for improvement in the quality of investor service.
9. To look into the redressal of shareholders and investor complaints of any nature including but not limited to the following :

(a) Transfer of Securities.

(b) Non receipt of Balance Sheet.
(c) Non receipt of declared dividend.
(d) Change of address of shareholders.
(e) Non receipt of shares in Physical or dematerialized form.
(f) Shareholders complaints of other nature forwarded to the company by the stock Exchanges /SEBI.
(g) Correction/change of in bank mandate on refund orders.
(h) Other complaints of similar nature received from shareholders.

10. Any other matter to be delegated under any applicable law or regulation or rules applicable to the company.
11. To delicate all or any of the powers mentioned above to any officer of the company and/or to the registrar and Share Transfer Agents appointed by the company.

Seven meetings of the Share Transfer Cum Investor Committee were held during the year. All the complaints received during the financial year under review were duly redressed to the complete satisfaction of the respective shareholders expeditiously. As on 31st March, 2015, no complaint was pending for redressal and no shares were pending for transfer/dematerialization.

Name of Director	Category	Status	No. of Meetings attended
Mr. Anirudh Khullar	NE-I	Chairman	7
Mr. Akhil Mahajan	E-NI	Member	7
Mr. Arvind Mahajan	E-NI	Member	5
Mrs. Rashmi Mahajan	E-NI	Member	5

(6) Stakeholders Relationship Committee

Pursuant to Section 178 of the Companies Act, 2013, your company has a Stakeholders Relationship Committee under the Chairmanship of Mr. Hasan Singh Mejie, Non Executive director of the company along with other 2 members, Sh. Anirudh Khullar and Mr. Sushil Gupta.

The terms of reference of the said committee are to resolve the grievances of the security holders of the company.

The company or its share transfer agents M/s Link Intime India Private Limited have not received any complaint from any security holders during the year under report.

The Stakeholders Relationship Committee met four times during the financial year 2014-15:

Name of Director	Category	Status	No. of Meetings attended
Mr. Hasan Singh Mejie	NE-I	Chairman	3
Mr. Anirudh Khullar	E-NI	Member	4
Mr. Sushil Gupta	E-NI	Member	3

(7) Code of conduct

The Board of Directors has laid down a Code of Conduct for all the Board members and senior management personnel 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. A declaration signed by the chairman is attached herewith at Sr. No. 14.

(8) Management Discussion & Analysis Report

The Management Discussion & Analysis Report (MD & A) forms part of the Annual Report and is attached at Sr. No. 17.

(9) General Body Meetings:

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

Year	Location	Time	Date
2011 -12	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	28.09.2012
2012 -13	Hotel Parbhat Inn, Sector 10, Panch kula, Haryana.	10.00 a.m.	27.09.2013
2013 -14	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	30.09.2014

(b) 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.

(10) Disclosures:

a) Disclosures on related party transactions are given as per Point No.10 of Note No. "28" 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.

(11) Means of Communication:

- The annual, half-yearly and quarterly results are 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 Business Standard (English) & Business Standard (Hindi).
- Management Discussion & Analysis forms a part of Annual Report.

(12) General Shareholder Information:

(a) 22nd Annual General Meeting to be held on 30th September, 2015.

(b) Financial Calendar (Tentative)

S No.	Particulars	Date
1	Financial year ending	31st March 2016
2	1st Quarter Results	On or before 15th August, 2015
3	2nd Quarter Results and half yearly results	On or before 15th November, 2015
4	3rd Quarter Results	On or before 15th February, 2016
5	4th Quarter Results	On or before 30th May, 2016
6	Annual General Meeting for period ending 31.03.2015	On or before 30th September, 2015

(c) Date of Book Closure:

From 27th September, 2015 to 30th September, 2015 (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,2014	4.46	3.53	22939.31	22197.51
May, 2014	4.67	3.45	25375.63	22277.04
June, 2014	4.90	4.41	25725.12	24270.20
July, 2014	6.58	5.00	26300.17	24892.00
August, 2014	8.54	6.12	26674.38	25232.82
September, 2014	10.20	7.06	27354.99	26220.49
October, 2014	9.50	7.06	27894.32	25910.77
November, 2014	8.21	6.10	28822.37	27739.56
December, 2014	7.59	6.24	28809.64	26469.42
January, 2015	7.55	6.24	29844.16	26776.12
February, 2015	8.20	6.55	29560.32	28044.49
March, 2015	6.65	4.91	30024.74	27248.45

(h) Registrar & Transfer Agents:

M/s Link Intime India Private Ltd.
44, Community Centre, 2nd Floor,
Naraina Industrial Area, Phase –I,
Near PVR Cinema
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 15 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 31.03.2015 is as below:

Shareholding of Nominal value (Rs.)	No. of Shareholders	%	No. of Shares	%
Upto 2500	6334	81.666	677687	8.196
2501-5000	595	7.671	252083	3.049
5001-10000	412	5.312	361199	4.368
10001-20000	188	2.424	306031	3.701
20001-30000	62	0.799	166294	2.011
30001-40000	39	0.503	138610	1.676
40001-50000	22	0.284	104731	1.267
50001-100000	54	0.696	396604	4.796
100001 & above	50	0.645	5865481	70.936
Total	**7756**	**100.00**	**8268720**	**100.00**

(b) Pattern of Shareholding as on 31.03.2015 is given below:

Category of Shareholders	No. of Shares Held	%
Promoters	4116367	49.78
Financial Institutions, Bank and Mutual funds	4000	0.05
Private Bodies Corporate	613505	7.42
NRIs, Foreign Nationals, OCBs, And FIIs	122793	1.49
Indian Public	3412055	41.26
Total	**8268720**	**100.00**

(k) Dematerialization 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 31st March, 2015, 71,96,690 equity shares of the company forming 87.04 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

13. 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 31st March, 2015 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.

Place: Panchkula
Date: 29th May, 2015

For A G P R S & Associates
Chartered Accountants
Sd/-
(Pankaj Khullar)
Partner
Firm Regn. No. 006943N

14. Declaration under Clause 49 I(D)

To,

The Members of M/s Uniroyal Industries Limited,

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 Personnel.

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 in respect of the Financial year 2014-15.

Place: Panchkula

Date: 29th May, 2015

For Uniroyal Industries Limited
sd/-
(Arvind Mahajan)
Managing Director

15. Compliance Certificate

To

The Board of Directors

Uniroyal Industries Limited

I, Arvind Mahajan, Managing Director certify that:

(a) I have reviewed financial statements and the cash flow statement for the year ended March 31st , 2015 and that to the best of my knowledge and belief :

(i) These statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading

(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing Accounting Standard, applicable laws and regulations.

(b) There are to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps we have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the Auditors and Audit Committee that there has been:

(i) No change in internal controls during the year;

(ii) No change in accounting policies during the year

(iii) No instance of fraud of which I have become aware of and/or the involvement therein of any of the management or any employee of the company.

Place: Panchkula

Date: 29th May, 2015

For Uniroyal Industries Limited
sd/-
(Arvind Mahajan)
Managing Director

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

To,

The Members of M/s Uniroyal Industries Limited,

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

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

Place: Panchkula
Date: 29th May, 2015

For A G P R S & Associates
Chartered Accountants
Sd/-
(Pankaj Khullar)
Partner
Firm Regn. No. 006943N

17. **Management Discussion and Analysis**

- **About the Company:** Uniroyal Industries Limited is a company in the Textile sector that focuses on Indigenous as well as foreign markets. The Company is engaged in the business of manufacturing of computerized Woven Labels and Narrow Fabrics in "Taffeta' & "Satin' weaves, printed labels and plastic seals. The company meets the demands of garment manufacturers and exporters, furnishing industry, shoe industry and toy industry. It has a good number of customers in India and abroad.
- **Industry Structure and development:** The woven labels manufacturing units are capital intensive and has low sales to fixed capital assets ratio. Most of the units in this Industry are small in size and are closely held. Product is classified as accessories of apparel manufacturing. With globalization there has been a tremendous increase in demand of branded ready made garments. This has resulted into host of opportunities for the Indian textile and garment industry. The competition has multiplied and risk factor also increased. With a combination of factors like inherent strength to deal with competition, positive govt. support, lowering of costs and reforms in duties and labor laws all contributes for boosting exports that will help the company to enhance its value and increase the profits in the years to come.
- **Opportunities and out look:** Your company is dependent on readymade and fashion garment industry. The market trend of readymade and fashion garment is changing every year. Elimination of quota from textile sector lead to an increase in exports thereby increasing the opportunities for the Company. The export of garments from India has increased tremendously as a result of increased demand for Indian garments in the foreign markets. The shoe and toy industry is also playing a marvelous role in increasing the sale of the company's products. As the demand for the fashion/readymade garments, shoes and toys increases year after year, your company with the latest third generation state of the art imported international label-manufacturing machine in place, is able to reap the benefits of growing markets in India and abroad.
- **Threats, Risks and concerns:** The major threat to the company's business is the existence of large number of conventional looms in the unorganized sector, which produce low quality labels. Being cheap in cost, they cause strain on the marketing and pricing policy of the Company. Increase in interest rate worldwide, chances of slow down of the world economy, Fluctuations in national and international market, increasing cost of debt collection and bad debts are main risk and concerns to the company in its smooth functioning.
- **Internal Control Systems and their adequacy:** The company has effective system of accounting and administrative controls which ensures that all assets are safeguarded and protected against loss from unauthorized use or disposition. The Company has well defined organizational structure with clear functional authority limits for approvals of all transactions.The company has strong reporting system, which evaluate and forewarns the management on issues related to compliances. The performance of the company is regularly reviewed by the Board of Directors to ensure that it is precise keeping with the overall corporate policy and in line with pre-set objectives.
- **Discussion on financial performance with respect to operational performance:** Discussed in Directors' Report
- **Human Resources/ Industrial Relations :** The company has a well-designed Human Resource Policy, which is capable to meet the aspiration of the employees as well as the organisation. Continuous training and other development programmes are conducted round the year. The company treats the people as the most valuable asset and has a structured system of performance appraisal and career development.

DIRECTORS REPORT

The Members

Uniroyal Industries Limited,

Your Directors are pleased to present the 22nd Annual Report and the Company's audited accounts for the financial year ended March 31, 2015.

1. FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2015 is summarised below

Particulars	Consolidated		Standalone	
	Financial Year Ended 31.03.15	Financial Year Ended 31.03.14	Financial Year Ended 31.03.15	Financial Year Ended 31.03.14
Sales/Income from operations	5645.14	6091.84	2401.10	2353.29
Other operating Income	11.94	16.95	3.34	5.25
Total Income	5657.08	6108.79	2404.44	2358.54
Total Expenditure	5047.88	5555.39	1871.30	1896.82
Interest	243.06	181.00	168.71	114.98
Gross Profit after interest but before Depreciation & Tax	366.14	372.40	364.43	346.74
Depreciation	220.76	186.31	205.32	180.08
Profit Before Tax	145.38	186.09	159.11	166.65
Provision for Tax				
-Income Tax	42.01	94.29	42.01	87.85
-Tax Adjustments	7.28	5.71	6.79	5.66
-Deferred Tax Liability	6.80	(11.40)	10.48	(10.83)
Net Profit	89.29	97.49	99.83	83.98
Proposed Dividend	0.00	0.00	0.00	0.00
Carried to Balance Sheet	89.29	97.49	99.83	83.98
Paid up equity share capital	826.87	826.87	826.87	826.87
Reserves & Surplus	620.29	544.54	593.60	506.23

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

Total income from operations (Net of excise) increased from Rs. 2358.54 lacs to Rs. 2404.44 lacs thereby registering an increase of 1.95%. Profit before tax decreased to Rs. 159.11 lacs as against previous year figure of Rs. 166.65 lacs. Consolidated total income decreased from Rs. 6108.79 lacs to Rs. 5657.08 lacs. In the financial year 2014-15, expanded capacity of the company came into operations. The company is hopeful of achieving higher sales and increased profitability in the ensuing year.

3. DIVIDEND

In order to conserve resources for meeting the Company's expansion plans, the Directors of your Company express their inability to recommend any dividend for the Financial Year 2014-15.

4. AMOUNT CARRIED TO RESERVES

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

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

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

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

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

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

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

(A)	**Conservation of Energy**	
	i) The steps taken or impact on conservation of energy	NIL
	ii) The steps taken for utilizing alternate sources of energy	NIL
	iii) The capital investment on energy conservation equipments	NIL
(B.)	**Technology Absorption**	
	i) The efforts made towards technology absorption	NIL
	ii) The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
	iii) In case of imported technology(imported during the last 3 years reckoned from the beginning of the Financial Year)	N.A
	a) The details of Technology imported	
	b) The year of Import	
	c) Whether the technology been fully absorbed	
	d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	.
	iv) The expenditure incurred on Research and Development	NIL
(c)	**Foreign Exchange Earnings and outgo**	
	i) The foreign exchange earned in terms of actual inflows during the year	RS.1,32,98,572
	ii) The foreign exchange outgo during the year in terms of actual outflows	RS.27,17,601

8. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

In today's economic environment, risk management is a very important part of the business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risk for the business. Your company's risk management is embedded in the business processes. Your company has identified the following risks :

Key Risk	Impact to Uniroyal Industries Limited	Mitigation plans
Commodity Price Risk	Risk of price fluctuation on basic raw material like cotton, power as well as finished goods in the process of manufacturing	The Company try to negotiate with its buyers for the price fluctuation in RM prices.
Uncertain global economic environment – slow growth in global economy	Impact on demand and realization of goods manufactured by the company	The Company is trying its best to explore alternative international markets.

Interest rate risk	Any increase in interest rate can affect the finance cost	The Company keep on negotiating with Banks on interest rates
Foreign Exchange risk	Any volatility in the currency market can impact the overall profitability	The Company is hedging its foreign exchange transactions, when ever major fluctuation is expected.
Human Resources risk	Your company's ability to deliver value is dependent on its ability to attract, retain and nurture talent. Attrition and non-availability of the required talent resource can affect the overall performance of the company.	By continuously bench marking of the best HR practices across the industry and carrying out necessary improvements to attract and retain the best talent. By putting in place incentives and evaluating the performance at each stage of work. We do not anticipate any major issue for the coming five years.
Competition risk	The company is exposed to competition risk from other companies and business houses in the market.	The Company has installed latest technlology and keep on updating the same to cope with the competition.
Compliance risk – increase in regulatory requirements	Any default can attract penal provisions	By regularly monitoring and review of changes in regulatory framework. By monitoring of compliance through legal compliance management tools and regular internal audit.
Industrial safety, employee health and safety risk	The textile industry is labor intensive and are exposed to accidents, health and injury risk due to machinery breakdown, human negligence, etc.	By development and implementation of critical safety standards across the various departments of the factory, establishing training need identification at each level of employment

9 CORPORATE SOCIAL RESPONSIBILITY

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

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

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

11. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

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

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

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

13. ANNUAL RETURN

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

14. BOARD MEETINGS

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

15. DEPOSITS

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

16. DECLARATION OF INDEPENDENT DIRECTORS

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

17. AUDIT COMMITTEE AND PROVIDING VIGIL MECHANISM

The Audit Committee consists of the following members:

a. Mr. Anirudh Khullar
b. Mr. Sushil Gupta
c. Mr. Pardeep Aggarwal

The Audit Committee consists of independent Directors and hence viz., Mr. Anirudh Khullar, Mr. Sushil Gupta and Mr. Pardeep Aggarwal who form the majority.

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

18. SHARES

(A) **BUY BACK OF SECURITIES**

The Company has not bought back any of its securities during the year under review.

(B) SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

(C) BONUS SHARES

No Bonus Shares were issued during the year under review.

(D) EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

19. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

20. SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, no company have become or ceased to be Company's subsidiaries, joint venture or associate company. The company has only one 100% subsidiary company. In accordance with the General Circular No. 2/2011 issued by the Ministry of Corporate Affairs, Government of India, the Balance Sheet, Profit and Loss account and other documents of the subsidiary company are not being attached with the balance Sheet of the company. However, the Annual Report contains the consolidated financial statements of the holding company and its subsidiary duly audited by the statutory auditors and the said financial statements have been prepared in strict compliance with applicable Accounting Standards and Listing Agreement. The consolidated Financial Statements presented by the company include financial results of the subsidiary company. A statement in respect of the subsidiary giving the details of capital, reserves, total assets and liabilities, details of investments, turnover, profit before taxation, provision of tax, profit after taxation and proposed dividend is attached to this report. The company will make available the Annual Accounts of the subsidiary company and other related information to any member of the company who is interested in obtaining the same. The annual accounts of the subsidiary company are available for inspection at the registered office of the company and that of the respective subsidiary between 11.00 A.M to 1.00 P.M on all working days.

21. CONSOLIDATED FINANCIAL STATEMENT

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

22. 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.

23. 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 an independent director of the company resigned w.e.f 31.03.2015. The Board places on record its deep appreciation for the valuable contribution made by him during his tenure as Director of the Company. In accordance with the provisions of the Act and the Articles of Association of the Company Mr. Anirudh Khullar and Mr. Hassan Singh Mejie Directors of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment. The Board recommends the appointment of Mr. Anirudh Khullar and Mr. Hassan Singh Mejie as directors of the company liable to retire by rotation.

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

24. AUDITORS AND AUDITOR'S REPORT

M/s A G P R S & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. They have confirmed their eligibility to the effect that their re-appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for re-appointment. The Board recommends their re appointment as auditors of the company for the financial year 2015-16.

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

25. COST AUDITORS AND COST AUDITOR'S REPORT

Cost audit is not applicable to the company for Financial Year 2014-15.

26. SECRETARIAL AUDITOR AND SCERETARIAL AUDITOR'S REPORT

The Board has appointed Mr. Manish Aggarwal, Practising Company Secretary (M. No. 7055), to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year ended March 31, 2015 is annexed herewith this Report. Copy of the Secretarial Audit Report in Form MR-3 issued by the practicing company secretary is enclosed as Annexure IV.

27. INTERNAL CONTROL SYSTEM

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

28. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

29. PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

30. DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

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

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;

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

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

e) the Directors have laid down internal financial controls to be followed by the Company and that such

internal financial controls are adequate and are operating effectively; and

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

31. PERSONNEL AND INDUSTRIAL RELATIONS

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

32. GENERAL

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

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.
5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

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

33. ACKNOWLEDGEMENT

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

Place: Panchkula

Date: 29th May, 2015

For and on behalf of the Board
sd/-
(Arvind Mahajan)
Managing Director

Annexure - 1

FORM NO. AOC -2
(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

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

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

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

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

SL. No.	Particulars	Details
2.	Name (s) of the related party & nature of relationship	Mr. Arvind Mahajan
	Nature of contracts/arrangements/transaction	Salary paid to Mr. Arvind Mahajan for working as Managing Director in the company.
	Duration of the contracts/arrangements/transaction	Till 19th April, 2018
	Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 28.88 Lacs per annum is paid.
	Date of approval by the Board	03.03.2012/10.04.2015
	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
3.	Name (s) of the related party & nature of relationship	Mrs. Rashmi Mahajan
	Nature of contracts/arrangements/transaction	Salary paid to Mrs. Rashmi Mahajan for working as Executive Director in the company
	Duration of the contracts/arrangements/transaction	Till 31st March, 2016
	Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 17.37Lacs per annum is paid.
	Date of approval by the Board	25.03.2013
	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
4.	Name (s) of the related party & nature of relationship	Mr. Akhil Mahajan
	Nature of contracts/arrangements/transaction	Salary paid to Mr. Akhil Mahajan for working as Executive Director in the company
	Duration of the contracts/arrangements/transaction	Till 31st August, 2017
	Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 25.08 Lacs per annum is paid.
	Date of approval by the Board	29.07.2011/30.09.2014
	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
5.	Name (s) of the related party & nature of relationship	Mr. Abhay Mahajan
	Nature of contracts/arrangements/transaction	Salary paid to Mr. Abhay Mahajan for working as Executive Director in the company
	Duration of the contracts/arrangements/transaction	Till 31st October, 2017
	Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 26.06 Lacs per annum is paid.
	Date of approval by the Board	03.03.2012/31.10.2014
	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
6.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
	Nature of contracts/arrangements/transaction	Rent received from subsidiary company
	Duration of the contracts/arrangements/transaction	31ST March, 2016.
	Salient terms of the contracts or arrangements or transaction including the value, if any	Rent of Rs. 0.43 Lacs is received for the financial year 2014-15.
	Date of approval by the Board	30th October, 2007
	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
7.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
	Nature of contracts/arrangements/transaction	Purchase from subsidiary company
	Duration of the contracts/arrangements/transaction	Ongoing transactions
	Salient terms of the contracts or arrangements or transaction including the value, if any	Yam of Rs. 9.10 Lacs is purchase for the financial year 2014-15.
	Date of approval by the Board	30th October, 2007
	Amount paid as advances, if any	NIL

SL. No.	Particulars	Details
8.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
	Nature of contracts/arrangements/transaction	Sale to subsidiary company
	Duration of the contracts/arrangements/transaction	Ongoing transactions
	Salient terms of the contracts or arrangements or transaction including the value, if any	Yarn of Rs. 2.60 Lacs is sale for the financial year 2014-15.
	Date of approval by the Board	30th October, 2007
	Amount paid as advances, if any	NIL

ANNEXURE-IIA

NOMINATION AND REMUNERATION POLICY OF UNIROYAL INDUSTRIES LIMITED

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

1. OBJECTIVE

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

1.1. To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.

1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.

1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.

1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

1.6. To devise a policy on Board diversity

1.7. To develop a succession plan for the Board and to regularly review the plan;

2. DEFINITIONS

2.1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.

2.2. **Board** means Board of Directors of the Company.

2.3. **Directors** mean Directors of the Company.

2.4. **Key Managerial Personnel (KMP)** means

2.4.1. Chief Executive Officer or the Managing Director or the Manager;

2.4.2. Whole-time director;

2.4.3. Chief Financial Officer;

2.4.4. Company Secretary; and

2.4.5. such other officer as may be prescribed.

2.5. **Senior Management Personnel** means personnel of the company who are members of its core

management team excluding the Board of Directors including Functional Heads.

2.6. "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

3. ROLE OF COMMITTEE

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

The Committee shall:

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

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

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

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

3.2.1. Appointment criteria and qualifications

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

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

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

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

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

b) Independent Director:

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

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

- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and

three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

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

a. Criteria for evaluation of the Board of Directors as a whole:
   - i. The Frequency of Meetings
   - ii. Quantum of Agenda
   - iii. Administration of Meetings
   - iv. Flow and quantity of Information from the Management to the Board
   - v. Number of Committees and their role.
   - vi. Overall performance of the Company

b. Criteria for evaluation of the Individual Directors;
   - i. Experience and ability to contribute to the decision making process
   - ii. Problem solving approach and guidance to the Management
   - iii. Attendance and Participation in the Meetings
   - iv. Personal competencies and contribution to strategy formulation
   - v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance

3.2.4. Removal

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

3.2.5. Retirement

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

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

3.3.1. General:

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

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

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

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

such insurance shall be treated as part of the remuneration.

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

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

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

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

b. Minimum Remuneration:

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

c. Provisions for excess remuneration:

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

2) Remuneration to Non- Executive / Independent Directors:

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

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

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

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

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

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

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

3) Remuneration to Key Managerial Personnel and Senior Management:

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

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

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

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

4. MEMBERSHIP OF COMMITTEE

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

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

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

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

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

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

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

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

6. FREQUENCY OF MEETINGS

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

7. COMMITTEE MEMBERS' INTERESTS

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

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

8. SECRETARY

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

9. VOTING

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

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

10. MINUTES OF COMMITTEE MEETING

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

ANNEXURE-IIB

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

1. Introduction

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

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

2. Scope and Exclusion:

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

3. Terms and References:

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

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

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

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

4. Policy:

4.1 Qualifications and criteria

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

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

4.1.3 The proposed appointee shall also fulfill the following requirements:

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

Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

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

4.2 Criteria of Independence

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

4.3 Other directorships / committee memberships

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

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

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

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

ANNEXURE-III

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

I REGISTRATION & OTHER DETAILS:

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

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	A M TEXTILES & KNITWEARS LTD	U17301PB2007PLC031538	SUBSIDIARY	100	2(87)(II)

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

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

V INDEBTEDNESS

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

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

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

ANNEXURE- "A"

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

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian	-	-	-	-	-	-	-	-	-	
a) Individual/HUF	3,860,367	-	3,860,367	46.69%	4,110,367	6,000	4,116,367	49.78%	-	
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-	
c) Bodies Corporates	-	-	-	-	-	-	-	-	-	
d) Bank/FI	-	-	-	-	-	-	-	-	-	
e) Any other	-	-	-	-	-	-	-	-	-	
				-				-		
SUB TOTAL:(A) (1)	**3,860,367**	**-**	**3,860,367**	46.69%	**4,110,367**	**6,000**	**4,116,367**	49.78%	**-**	
				-				-		
(2) Foreign				-				-		
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	
b) Other Individuals	-	-	-	-	-	-	-	-	-	
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	
d) Banks/FI	-	-	-	-	-	-	-	-	-	
e) Any other...	-	-	-	-	-	-	-	-	-	
								-		
SUB TOTAL (A) (2)	**-**	**-**	**-**	-	**-**	**-**	**-**	-	**-**	
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**3,860,367**	**-**	**3,860,367**	**46.69%**	**4,110,367**	**6,000**	**4,116,367**	49.78%	**-**	
B. PUBLIC SHAREHOLDING										
(1) Institutions										
a) Mutual Funds	-	4,000	4,000	**0.05%**	-	4,000	4,000	0.05%	-	
b) Banks/FI	-	-	-	-	-	-	-	-	-	
C) Cenntral govt	-	-	-	-	-	-	-	-	-	
d) State Govt.	-	-	-	-	-	-	-	-	-	
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	
f) Insurance Companies	-	-	-	-	-	-	-	-	-	
g) FIIS	-	-	-	-	-	-	-	-	-	
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	
i) Others (specify) PSIDC	-	-	-		-	-	-		-	
								-		
SUB TOTAL (B)(1):	**-**	**4,000**	**4,000**	**0.05%**	**-**	**4,000**	**4,000**	**0.05%**	**-**	
(2) Non Institutions										
a) Bodies corporates	400,022	504,750	904,772	**10.94%**	358,755	254,750	613,505	**7.42%**	-	
i) Indian	-	-	-	-	-	-	-	-	-	
ii) Overseas	-	-	-	-	-	-	-	-	-	
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1,433,587	684,880	2,118,467	**25.62%**	1,385,924	670,880	2,056,804	**24.87%**	-	
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1,047,497	35,000	1,082,497	**13.09%**	1,085,781	35,000	1,120,781	**13.55%**	-	
c) Others (specify)	-	-	-	-	-	-	-	-	-	
(c-i) Directors/Relatives	-	3,000	3,000	**0.04%**	-	3,000	3,000	**0.04%**		
(c-ii) Non Resident Indians	24,643	98,200	122,843	**1.49%**	24,593	98,200	122,793	**1.49%**		
(c-iii) Clearing Members	500	-	500	**0.01%**	-	-	-	**0.00%**		
(c-iv) Hindu Undivided Families	172,074	200	172,274	**2.08%**	231,270	200	231,470	**2.80%**		
SUB TOTAL (B)(2):	3,078,323	1,326,030	4,404,353	53.27%	3,086,323	1,062,030	4,148,353	50.17%	-	
Total Public Shareholding (B)= (B)(1)+(B)(2)	3,078,323	1,330,030	4,408,353	53.31%	3,086,323	1,066,030	4,152,353	50.22%	-	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	
Grand Total (A+B+C)	6,938,690	1,330,030	8,268,720	100.00%	7,196,690	1,072,030	8,268,720	100.00%	-	

UNIROYAL INDUSTRIES LIMITED

ANNEXURE- "B"

SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the begginning of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Sh.Arvind Mahajan	2021848	24.45%	0.00%	2277848	27.55%	0.00%	3.09%
2	Mrs Rashmi Mahajan	410969	4.97%	0.00%	410969	4.97%	0.00%	NIL
3	Mrs Anila Aggarwal	600	0.01%	0.00%	600	0.01%	0.00%	NIL
4	Sh Akhil Mahajan	390,125	4.72%	0.00%	390125	4.72%	0.00%	NIL
5	Sh Abhay Mahajan	713475	8.63%	0.00%	713475	8.63%	0.00%	NIL
6	Mrs Dimple Mahajan	323,350	3.91%	0.00%	323350	3.91%	0.00%	NIL
	Total	3,860,367	46.69%	0.00%	4,116,367	49.78%	0.00%	3.09%

ANNEXURE-"C"

Changes in Promoter's Shareholding

Sl No	Name	Share Holding No. of shares at the beginning 01.04.14 end of the yaer31.03.15	% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year No of Shares	% of total share of the company
1	Arvind Mahajan	2021848	24.4518	11.08.14	6000	Transfer	2027848	24.5243
				29.08.14	250000	Transfer	2277848	27.5478
		2277848	27.5478					
2	Rashmi Mahajan	410969	4.9701			Nil movement during the year	410969	4.9701
		410969	4.9701					
3	Akhil Mahajan	390125	4.718			Nil movement during the year	390125	4.718
		390125	4.718					
4	Abhay Mahajan	713475	8.6286			Nil movement during the year	713475	8.6286
		713475	8.6286					
5	Dimple Mahajan	323350	3.9105			Nil movement during the year	323350	3.9105
		323350	3.9105					
6	Anila Aggarwal	600	0.0072			Nil movement during the year	600	0.0072
		600	0.0072					

ANNEXURE- "D"

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

Sl No	Name	Share Holding No. of shares at the beginning 01.04.14 end of the yaer31.03.15	% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year No of Shares	% of total share of the company
1	Embee Financial Services Ltd	450000	5.4422	12.09.14	-250000	Transfer	200000	2.4188
		200000	2.4188					
2	Camel Foods Pvt Ltd	0	0	11.07.14	8600	Transfer	8600	0.104
				28.08.14	6242	Transfer	14842	0.1795
				24.10.14	6399	Transfer	21241	0.2569
				31.10.14	1290	Transfer	22531	0.2725
				07.11.14	1465	Transfer	23996	0.2902
				14.11.14	2598	Transfer	26594	0.3216
				21.11.14	10000	Transfer	36594	0.4426
				28.11.14	399	Transfer	36993	0.4474
		36993	0.4474					
3	Camel Foods Pvt Ltd	0	0	31.12.14	10000		10000	0.1209
				02.01.15	7138		17138	0.2073
				06.02.15	19850		36988	0.4473
				13.02.15	2686		39674	0.4798
				06.03.15	3397		43071	0.5209
				13.03.15	5000		48071	0.5814
				20.03.15	1569		49640	0.6003
				27.03.15	4800		54440	0.6584
		54440	0.6584					
4	Angel Broking (P)Ltd	40681	0.492	25.04.14	735		41416	0.5009
				13.06.14	5800		47216	0.571
				20.06.14	-266		46950	0.5678
				30.06.14	-5000		41950	0.5073
				11.07.14	-735		41215	0.4984
				12.09.14	-7		41208	0.4984
		41208	0.4984					
5	Dheeraj Kumar Lohia	36162	0.4373	30.06.14	5877	Transfer	42039	0.5084
				11.07.14	2500	Transfer	44539	0.5386
		44539	0.5386					
6	Sonal Lohia	70000		20.06.14	40750	Transfer	110750	1.3394
				30.06.14	35742	Transfer	146492	1.7716
				04.07.14	51978	Transfer	198470	2.4003
				11.07.14	5000	Transfer	203470	2.4607
				01.08.14	24485	Transfer	227955	2.7568
		227955	2.7568					
7	Dheeraj Kumar Lohia HUF	0	0	13.06.14	18142	Transfer	18142	0.2194
				20.06.14	18000	Transfer	36142	0.4371
				11.07.14	3099	Transfer	39241	0.4746
		39241	0.4746					
8	Harsha Hitesh Javeri	80101	0.9687	08.08.14	-5101	Transfer	75000	0.907
		75000	0.907					
9	Hitesh Ramji Javeri	80202	0.9699	08.08.14	-5202	Transfer	75000	0.907
		75000	0.907					
10	Prem Kumar Goyal	73170	0.8849	13.03.15	40254	Transfer	113424	1.3717
		113424	1.3717					
11	Raj Kumar Lohia	100000	1.2094				100000	1.2094
		100000	1.2094					
12	Raj Kumar Lohia	78658	0.9513				78658	0.9513
		78658	0.9513					

UNIROYAL INDUSTRIES LIMITED

ANNEXURE- "E"

Shareholding of Directors and Key Managerial personnel

Sl No	Name	Share Holding No. of shares at the beginning 01.04.14 end of the yaer31.03.15		% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year	
								No of Shares	% of total share of the company
1	Arvind Mahajan	2021848		24.4518	11.08.14	6000	Transfer	2027848	24.5243
					29.08.14	250000	Transfer	2277848	27.5478
		2277848		27.5478					
2	Rashmi Mahajan	410969		4.9701			Nil movement during the year	410969	4.9701
		410969		4.9701					
3	Akhil Mahajan	390125		4.718			Nil movement during the year	390125	4.718
		390125		4.718					
4	Abhay Mahajan	713475		8.6286			Nil movement during the year	713475	8.6286
		713475		8.6286					
5	Pradeep Aggarwal	3000		0.0363			Nil movement during the year	3000	0.0363
		3000		0.0363					
6	Anirudh Khullar	500		0.006			Nil movement during the year	500	0.006
		500		0.006					

ANNEXURE- "F"

Indebtedness of the company including interest outstanding/accrued but not due

Indebtedness of the Company including interest outstanding/accrued but not due for payment				
	Secured Loans excluding deposits (Rs. in Lac)	Unsecured Loans (Rs. in Lac)	Deposits (Rs.in Lac)	Total Indebtedness (Rs. In Lac)
Indebtness at the beginning of the financial year				
i) Principal Amount	943.53	217.43	0	1160.96
ii) Interest due but not paid	9.92	5.62	0	15.54
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	953.45	223.05	0	1176.5
Change in Indebtedness during the financial year				
Additions	379.81	142.40	0	522.21
Reduction	193.99	144.23	0	338.22
Net Change	185.82	-1.83	0	183.99
Indebtedness at the end of the financial year				
i) Principal Amount	1139.27	221.22	0	1360.49
ii) Interest due but not paid	19.37	1.44	0	20.81
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	1158.64	222.66	0	1381.3

UNIROYAL INDUSTRIES LIMITED

ANNEXURE- "G"

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

Sl.No	Particulars of Remuneration	Name of the MD/WTD/Manager				Total Amount	
1	Gross salary	Mr. Arvind Mahajan	Mrs. Rashmi Mahajan	Mr. Akhil Mahajan	Mr.Abhay Mahajan		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	28.52	12.59	25.51	25.15		91.77
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	1.81	9.99	0.9	3.34		16.04
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0	0		0
2	Stock option	0	0	0	0		0
3	Sweat Equity	0	0	0	0		0
4	Commission as % of profit	0	0	0	0		0
	others (specify)	0	0	0	0		0
		0	0	0	0		0
5	Others, please specify	0	0	0	0		0
	Total (A)	30.33	22.58	26.41	28.49		107.81
	Ceiling as per the Act	42.00	42.00	42.00	42.00		168.00

ANNEXURE- "H"

Remuneration to other directors:

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

ANNEXURE- "I"

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

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

ANNEXURE- "J"

PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

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

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **31st March, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Uniroyal Industries Limited

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

Based on my verification of the Uniroyal Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Uniroyal Industries Limited for the financial year ended on 31st March, 2015 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; I/we have also examined compliance with the applicable clauses of the following:

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

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

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

Companies Act, 2013 and rules made thereunder :

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

b) The company has appointed M/s Gopal Bhargav & Co., Chartered Acountants as Internal Auditors of the company for the Financial Year 2014-15 but Form MGT-14 as required under Rule 8 of the Companies (Meetings of the Board and its Powers) Rules, 2014 has not been filed.

c) The company has not filed Form MGT-15 as required by Section 121 read with Rule 31 of the Companies (Management and Administration) Rules, 2014.

As regard the observation mentioned in (a) above, I have been informed by the company that they have sent the disclosure to the stock exchanges through courier alongwith the disclosure received under the SEBI Takeover Code . However, since the said information is not been depicted on the website of Bombay Stock Exchange, we have put the said observation in this report.

I/we further report that -

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

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

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

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

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

Place : Chandigarh (Manish Aggarwal)

Date : 29/05/2015 C.P. No. 7055

INDEPENDENT AUDITOR'S REPORT

TO
THE MEMBERS
UNIROYAL INDUSTRIES LIMITED

REPORT ON THE STANDALONE FINANCIAL STATEMENTS

We have audited the accompanying standalone financial statements of Uniroyal Industries Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Profit and Loss Statement, the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Companies (Auditor's Report) Order 2015 issued by the Central Government of India, we give in the Annexure a statement on the matters specified in the said Order.
2. As required by Section 143(3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief

were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Profit and Loss Statement, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

e) On the basis of the written representations received from the directors as on March 31, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164 (2) of the Act.

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

(i) The Company has not any pending litigations.

(ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts. However there is no such material loss & hence no provision has been made.

(iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Place : Panchkula
Date : 29th May, 2015

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N

ANNEXURE

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

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

b) 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.

(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 and 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) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. In view of this (iii) (a) and (iii) (b) 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 and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.

(v) The company has not accepted deposits.

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

(vii) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues with the appropriate authorities except the following:

Sr. No.	Type of tax/Duty	Amount involved	Due from which date
		NIL	

b) Following dues of income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess have not been deposited on account of any dispute

Sr. No.	Type of tax/Duty	Amount involved	Due from which date
		NIL	

c) In our opinion and according to the information and explanations given to us, amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act and rules made there under has been transferred to such fund with in time.

(viii) 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.

(ix) In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to any financial institution or bank or debenture holders.

(x) In our opinion, the terms and conditions on which company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the company.

(xi) In our opinion, the term loans have been applied for the purpose for which they were raised.

(xii) 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.

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N

Place : Panchkula
Date : 29th May, 2015

BALANCE SHEET AS AT MARCH 31, 2015

	Pariculars	Note No.	31st March, 2015	31st March, 2014
A.	**EQUITY AND LIABILITIES**			
1.	**Shareholders' Funds**			
	- Share Capital	1	82687200	82687200
	- Reserves & Surplus	2	59360177	50623042
	Subtotal Shareholders' funds		142047377	**133310242**
2.	**Share application Money pending allottment**		0	0
3.	**Non-current Liabilities**			
	- Long-Term borrowings	3	138129723	117650810
	- Deferred Tax Liabilities		15653440	14605937
	- Long term provisions	4	4236301	4318039
	Subtotal- Non-current liabilties		158019464	**136574786**
4.	**Current Liabilities**			
	- Short-Term borrowings	5	28247847	21161067
	- Trade Payables	6	16889792	29378702
	- Other current liabilities	7	8579788	7039690
	- Short term provisions	8	4201000	8785000
	Subtotal- Current liabilties		57918427	**66364459**
	Total :- Equity and Liabilties.		357985268	**336249487**
B.	**ASSETS**			
1.	**Non-current assets**			
	- Fixed assets			
	(i) Tangible assets	9	200784005	151402514
	(ii) Capital Work In Progress		0	60232992
	Subtotal- Fixed assets		200784005	211635506
	- Non-current investments	10	56326384	28446335
	- Long-term loans and advances	11	2138624	2279624
	- Other non-current assets	12	2401024	2940828
	Subtotal- Non-current assets		**261650037**	**245302293**
2.	**Current assets**			
	- Current investments	13	3117841	4057327
	- Inventories	14	16229586	18561208
	- Trade receivables	15	66161821	54178167
	- Cash and cash equivalents	16	2115592	2231140
	- Short-term loans and advances	17	6929935	9959456
	- Other current assets	18	1780456	1959896
	Subtotal- Current assets		96335231	**90947194**
	Total :- Assets		357985268	**336249487**
	Notes to Accounts	**28**		

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-
Arvind Mahajan
(Managing Director)

sd/-
(Akhil Mahajan)
Executive Director

UNIROYAL INDUSTRIES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH, 2015

	Pariculars	Note No.	31st March, 2015	31st March, 2014
(I)	Revenue from operations	19	240109802	235329148
(II)	Other Income	20	333718	525451
(III)	**Total Revenue (I+II)**		**240443520**	**235854599**
(IV)	Expenses			
	- Cost of Materials consumed	21	46968845	42942697
	- Purchase of Stock-in-Trade	22	10471737	21076878
	- Changes in inventory of finished goods, work-in-progress and stock-in-trade	23	414427	(151353)
	- Employee benefit expenses	24	48129758	38651641
	- Finance Cost	25	16870752	11498175
	- Depreciation and amortization expenses	26	20531724	18007504
	- Other Expenses	27	81145431	87163631
	- Inter Unit (Income)/ Expenses		0	0
	Total expenses		**224532674**	**219189173**
(V)	Profit before exceptional and extraordinary items and tax (III-IV)		15910846	16665426
(VI)	Exceptional items		0	0
(VII)	Profit before extraordinary items and tax (V-VI)		15910846	16665426
(VIII)	Extraordinary items		0	0
(IX)	Profit before tax (VII-VIII)		15910846	16665426
(X)	Tax expense			
	Current tax		4201000	8785000
	Deferred tax		1047503	(1083093)
	Tax adjustments earlier years		679051	565951
(XI)	Profit/(Loss) for the period from continuing operations (IX-X)		9983292	8397568
(XII)	Profit/(Loss) from discontinuing operations		0	0
(XIII)	Tax expenses of discontinuing operations		0	0
(XIV)	Profit/(Loss) from discontinuing operations after tax (XII-XIII)		0	0
(XV)	Profit/(Loss) for the period (XI+XIV)		9983292	8397568
	Notes to Accounts	28		
(XVI)	Earning Per Equity Share		Rs. Per share	Rs. Per share
	Basic		1.21	1.02
	Diluted		1.21	1.02
	Number of Shares used in computing earning per share			
	Basic		8268720	8268720
	Diluted		8268720	8268720

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-	**sd/-**
Arvind Mahajan	(Akhil Mahajan)
(Managing Director)	Executive Director

	Figs for the Current Yr.	Figs. for the Previous Yr.
NOTE "1" SHARE CAPITAL		
Authorised Capital Uniroyal Industries Ltd.		
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Total Rs.	**105000000**	**105000000**
Issued, Subscribed And Paid Up Capital Uniroyal Industries Ltd		
82,68,720 (Previous year-82,68,720) Equity shares of Rs. 10/- each	82687200	82687200
-22,33,200 Shares of Rs. 10/- each fully paid up have been allotted pursuant to a scheme of Amalgamation, without payments being received in cash in 2006		
Details of shares held by each shareholder holding more than 5% shares		
Equity Shares with voting rights		

Name of shareholder	As at 31.03.15		As at 31.03.14	
	No. of shares	%age holding	No. of shares	%age holding
Mr. Arvind Mahajan	2277848	27.55	2021848	24.45
Mr. Abhay Mahajan	713475	8.63	713475	8.63
Emm Bee Financial Services Limited	200000	2.42	450000	5.44

Total Rs.	**82687200**	**82687200**
NOTE :2" RESERVES AND SURPLUS		
General Reserve		
Opening balance	16383058	16383058
Addition : Transfer from profit and loss account	(1246157)	0
Closing balance	15136901	16383058
Surplus /Profit and Loss Account	34089984	25692416
Addition during the year	9983292	8397568
Less : Transfer to general reserve	0	0
Closing balance	44073276	34089984
Securities Premium Account	150000	150000
Total Rs.	**59360177**	**50623042**
NOTE "3" LONG TERM BORROWINGS		
(a) Term Loans from banks-Secured		
- Secured by 'mortgage of 'immovable & moveable properties both present 'and future and personal guarantees of the promoter directors.	**75594856**	**84066814**

	Installment	Frequency	Up to		
HDFC Term Loan 91 lacs	455000	Quarterly	07.06.2018	5900384	7787356
HDFC Term Loan 490 lacs	2458981	Quarterly	07.04.2020	45391798	41644173
HDFC Term Loan 75 lacs	391594	Quarterly	07.10.2014	0	1123840
HDFC Term Loan 50 lacs	311978	Quarterly	07.04.2017	2429973	3350737
HDFC Term Loan 480 lacs	2808186	Quarterly	07.04.2017	**21872701**	30160708
- Secured by hypotecation of vehicles				**3181522**	**636593**
ICICI-Hypothecation of Ford	24763	Monthly	01.08.2016	389355	636593
HDFC-Hypothecation of Excent	13438	Monthly	07.11.2016	542167	0
HDFC-Hypothecation of CRV	47822	Monthly	01.03.2020	2250000	0
Subtotal : Term loans from banks-secured				**78776378**	**84703407**

(b) Term Loans NBFC's-Secured				**37087393**	**10642352**
Tata Capital Housing Finance-Flat	274769	Monthly	09.09.2029	24697982	0
BMW India Finanacial Services Pvt Ltd Hyp BMW	116910	Monthly	16.11.2018	4234621	5128920
Volkswagen Finance Pvt Ltd- Hyp. of Passat	47783	Monthly	03.05.2016	627548	1108599
PNB Housing Finance Ltd-Against Flat				5260189	4404833
Toyata Financial Services India Ltd	48760	Monthly	20.02.2020	2267053	0
Subtotal : Term loans -secured				**115863771**	**95345759**
(c) Deposits-Un secured					
from related parties					
Deposits From Directors				22265952	17196332
Deposits From Director's relatives				0	4637777
from others					
Deposits From Public				0	470942
Subtotal : Deposits-un secured				**22265952**	**22305051**
Total Rs.				**138129723**	**117650810**

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

NOTE "4" LONG TERM PROVISIONS

Provision for Leave Encashment	2014787	2336217
Provision for Gratuity	2221514	1981822
Total Rs.	**4236301**	**4318039**

NOTE "5" SHORT TERM BORRWINGS

(a) Cash Credit from banks- secured	28247847	21161067
Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of promoter directors		
Loans and advances from related parties-unsecured	0	0
Total Rs.	**28247847**	**21161067**

NOTE "6" TRADE PAYABLES

Sundry Creditors for		
- Goods/Expenses	13733804	17881867
- Advances received from customers	3155988	11496835
Total Rs.	**16889792**	**29378702**

NOTE "7" OTHER CURRENT LIABILITIES

Other Liabilities	2315625	1418607
Expenses Payable	6264163	5621083
Total Rs.	**8579788**	**7039690**

NOTE "8" SHORT TERM PROVISIONS

Provision for Taxation		
- Income Tax	4201000	8785000
Total Rs.	**4201000**	**8785000**

NOTE '9' FIXED ASSETS

UNIROYAL INDUSTRIES LTD.

Description	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1.04.2014	Additions during the year	Adjustments during the year	As at 31.03.2015	As at 1.04.2014	During the year	Adjustments during the year	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
Land	3339199	0	0	3339199	0	0	0	0	3339199	3339199
Buiding										
- Factory	31614630	4905210	0	36519840	7749891	1109550	0	8859441	27660399	23864739
- Office	3508476	0	0	3508476	1081489	58256	0	1139745	2368731	2426987
Furniture & Fixtures	3829969	288490	906188	3212271	1534572	452693	807655	1179610	2032661	2295397
Plant & Machinery	254326429	60671745	877362	314120812	151443851	13976885	553159	164867577	149253235	102882578
Electric Installations	1615581	0	64686	1550895	1309700	85893	0	1395593	155302	305881
Office Equipment	4080538	66361	2643591	1503308	2703105	484249	2111900	1075454	427854	1377433
Computers	1304230	158566	450518	1012278	501480	220837	0	722317	289961	802750
Miscellaneous Assets	0	0	0	0	0	0	0	0	0	0
Vehicles	22647258	6324150	3365415	25605993	8539708	4143361	2333739	10349330	15256663	14107550
Total	326266310	72414522	8307760	390373072	174863796	20531724	5806453	189589067	200784005	151402514
Figures for the previous year	320262136	9519056	3514880	326266312	158473081	18007504	1616787	174863798	151402514	161789055

UNIROYAL INDUSTRIES LIMITED

NOTE "10" NON CURRENT INVESTMENTS		
Long term trade		
- Investments in equity instruments of subsidiary companies-Unquoted		
16,50,000 Equity Shares of Rs. 10/- each fully paid up in A M Textiles & Knitwears Ltd	16500000	16500000
Long term non trade		
- Investments in Immovable property(Net of accumulated depreciation & impairment,if any)		
Part payment to ACME Builders Pvt Ltd for Flat at Sector 91 Mohali	8345940	7331325
- Investments in Immovable property(Net of accumulated depreciation & impairment,if any)		
Flat at Goa	3469216	3260010
Flat at Baddi	1355000	1355000
Flat at Chandigarh	26656228	0
- In Associates concerns	0	0
Total Rs.	**56326384**	**28446335**
NOTE "11" LONG TERM LOANS AND ADVANCES		
Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
- With parties for Capital Goods	0	0
Securities & Deposits with Government Departments & other Agencies	2138624	2279624
Total Rs.	**2138624**	**2279624**
NOTE "12" OTHER NON-CURRENT ASSETS		
Balances with banks held as margin money/against commitments	2401024	2940828
Perliminary Expenses to the extend not written off	0	0
Total Rs.	2401024	**2940828**
NOTE "13" CURRENT INVESTMENTS		
Investments in Mutual Funds-Unquoted	0	0
Capital in partnership firms		
- Uniroyal Builders & Developers	3117841	3757327
- 'Uniroyal Builders & Promoters	0	300000
Total Rs.	**3117841**	**4057327**

Details of Partners in Uniroyal Builders & Developers

Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	50.00%	3117841
Sh. Saurabh Gupta	50.00%	1699851
Total	**100%**	**4817692**

NOTE "14" INVENTORIES		
- (As prepared, valued & certified by the management)		
Stock in Trade		
- Raw Materials	13996739	16170585
- Semi Finished Products	847350	618500
- Finished Goods	374220	1013090
- Labels/Seal Trading	283240	287647
- Packing Materials	316878	72278
- Stores & Spares	264821	245535
- Fuel	122508	135400
- Printing & Stationery	23830	18173
Total Rs.	**16229586**	**18561208**
NOTE "15" TRADE RECEIVABLES		
(Unconfirmed and unsecured but considered good)		
Outstanding for exceeding six months from the date they were due for payment	912520	1020111
Others	65249301	53158056
Total Rs.	**66161821**	**54178167**

NOTE "16" CASH AND CASH EQUIVALENTS		
Cash in hand	828337	390978
Imprest balances with staff	69835	105836
Balances with banks	155866	465182
Cheques, drafts on hand	1061554	1269144
Total Rs.	**2115592**	**2231140**
NOTE " 17" SHORT TERM LOANS AND ADVANCES		
Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	113041	166271
- Staff	65500	121500
- With related parties:	0	0
Pre-paid Expenses	384058	198601
Input VAT Recoverable	0	10412
With Income Tax Department	6122761	9164455
With Central Excise (PLA)	244575	298217
Total Rs.	**6929935**	**9959456**
NOTE "18" OTHER CURRENT ASSETS		
Claim receivable under TUFS	1422274	1734043
Interest receivable	133546	132323
Rent receivable	12000	60000
BMW India Finanacial Services Pvt Ltd	50862	12736
Tata Capital Ltd	145913	6840
Toyata Finance Services India Ltd	1581	0
Volkswagen Finance Pvt Ltd	14280	13954
Total	**1780456**	**1959896**
NOTE "19" REVENUE FROM OPERATIONS		
Sales (Gross)	238674483	233708942
Less : Excise Duty	5851003	5448696
Net sales	**232823480**	**228260246**
Other Income from opertions		
Cartage Receovered	3310	0
Duty Drawback	65288	82686
Exchange Rate Fluctuation	135338	490395
Share of Profit from partnership firm Uniroyal Builders & Developers	(112056)	60730
Commission received	7194442	6435091
Sub total : other income from operations	**7286322**	**7068902**
Total Rs.	**240109802**	**235329148**
NOTE "20" OTHER INCOME		
Rent received	75720	96120
Interest received	257998	400183
MiscIncome	0	29148
Total Rs.	**333718**	**525451**
NOTE "21" COST OF MATERIALS CONSUMED		
Raw Material Consumed		
Opening stock	16170585	13616102
Add : Purchases	44794999	45497180
Less: Closing stock	(13996739)	(16170585)
Total Rs.	**46968845**	**42942697**
NOTE "22" PURCHASE OF STOCK IN TRADE		
Purchase for trading	10471737	21076878
Total Rs.	**10471737**	**21076878**

NOTE "23" CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRES AND STOCK IN TRADE		
Stock at Close		
Finished Goods	374220	1013090
Semi Finished Goods	847350	618500
Traded Goods	283240	287647
Total Rs	**1504810**	**1919237**
Opening Stock		
Finished Goods	1013090	390645
Semi Finished Goods	618500	1024550
Traded Goods	287647	352689
Total Rs.	**1919237**	**1767884**
Increase / (Decrease)	(414427)	151353
NOTE "24" EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	32097440	24372731
Contribution to Provident & Other Funds	2786792	1993618
Retirement Benefits	1310984	2331915
Workmen & Staff Welfare Expenses	995184	1191597
Director's Remuneration	10939358	8761780
Total Rs.	**48129758**	**38651641**
NOTE "25" FINANCE COST		
Interest expense on		
- Borrowings	16674699	11319112
- Trade payables	0	0
- Others	0	0
Other Borrowing cost	196053	179063
Hedging Premium	0	0
Exchange Rate Fluctuation	0	0
Total Rs.	**16870752**	**11498175**
NOTE "26" DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation	20531724	18007504
Total	**20531724**	**18007504**
NOTE "27" OTHER EXPENSES		
Manufacturing expenses		
Stores & Spares consumed	11124349	14119573
Power & fuel	24654541	21882299
Repairs - Plant & Machinery	3246299	5403360
Repairs - Building & Others	2241581	522640
Other Manufacturing Expenses	1603207	1124981
Sub total	**42869977**	**43052853**
Administrative expenses		
Rent	809259	1173251
Rates & Taxes	156361	331610
Insurance	555915	427026
Auditor's Remuneration	123969	83904
Travelling & Conveyance		
- Director's Travelling	3519649	3534069
- Other's Travelling	947491	808586
Legal & Professional Charges	1162935	998662
Loss on sale of Fixed Assets	205150	1168093
Vehicle Running & Maintainance	1560322	1261739

Telephone Expenses	814110	658731
Festival Expenses	1013363	1327109
Guest House Expenses	414136	741096
Repair & Maintenance	4699	4305
Share Department expenses	658894	455787
Other Administrative expenses	1177180	8167658
Sub total	**13123433**	**21141626**
Selling and distribution expenses		
Freight & forwarding	3845916	4485907
Advertisement & publicity	58940	35622
Packing expenses	4921965	3510815
Discount & commission	15651033	13993126
Sales promotion	674167	943682
Sub total	**25152021**	**22969152**
Total	**81145431**	**87163631**

UNIROYAL INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (Amount in Rs.)

	PARTICULARS	Uniroyal Industries Limited Figs for the Current Yr.	Figs. for the Previous Yr.
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	NET PROFIT BEFORE TAX AND EXTRAORDINARY	15,910,846	16,665,426
	ACTIVITIES ADJUSTMENTS FOR :-		
	Depreciation	20,531,724	18,007,504
	Loss on Fixed Assets	205,150	1,168,093
	Misc. Exp. Written Off	-	-
	Sundry Balance Written Off/Written Back	(200,719)	1,211,706
	Dividend Received	-	-
	Profit Transfer from Uniroyal Developers & Builder	112,056	(60,730)
	Financial Expenses	16,870,752	11,498,175
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	**53,429,809**	**48,490,174**
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	2,331,622	(2,547,812)
	Trade receivables	(11,782,935)	2,394,451
	Short term loans and advances	3,029,521	(3,092,166)
	Long term loans and advances	141,000	(115,500)
	Other Current Assets	179,440	(93,316)
	Other Non current assets	539,804	(400,866)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	(12,488,910)	16,040,744
	Other current liabilities	1,540,098	(1,281,323)
	Other long term liabilities	-	-
	Short term provisions	(4,584,000)	3,750,000
	Long term provisions	(81,738)	1,102,639
		32,253,711	64,247,025
	Less:- Current Taxes	(4,201,000)	(8,785,000)
	Income Tax Paid	(679,051)	(565,951)
	Total (A)	**27,373,660**	**54,896,074**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed assets	(12,181,530)	(69,752,048)
	Disposal of Assets	1,050,000	730,000
	Dividend Received	-	-
	Share of Profit from Uniroyal Builders & Developers	(112,056)	60,730
	Investments	(26,940,563)	(7,678,491)
	Total (B)	**(38,184,149)**	**(76,639,809)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short Term Capital Loan - Working Capital & Adhoc Limit	7,086,780	(4,306,793)
	Long Term borrowings	20,478,913	38,329,635
	Issue of Share Capital	-	-
	Less :- Cash outflow from the financing activities		
	Financial Expenses	(16,870,752)	(11,498,175)
	Total (C)	**10,694,941**	**22,524,667**
	Total Cash Inflow During The Year **(A) + (B) + (C)**	(115,548)	780,932
	Opening Cash Balance	2,231,140	1,450,208
	Total Cash Inflow During The Year	(115,548)	780,932
	Net Cash & Cash Equivalent as on 31.03.2015	**2,115,592**	**2,231,140**

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-
Arvind Mahajan
(Managing Director)

sd/-
(Akhil Mahajan)
Executive Director

NOTE –"28" NOTES FORMING PART OF ACCOUNTS

1 CORPORATE INFORMATION

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

AS-1 SIGNIFICANT ACCOUNTING POLICIES

System of Accounting

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

Use of estimates

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

AS-2 Inventories

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

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

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

Cash flow statement

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

AS-6 Depreciation and amortisation

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

AS-7,9 Revenue recognition

Sale of goods

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

Other income

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

AS-10 Tangible fixed assets

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

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

Capital Work-In-Progress:

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

AS-11 Foreign currency transactions and translations

Initial recognition

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

Measurement of foreign currency monetary items at the Balance Sheet date

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

Treatment of exchange differences

Exchange differences arising on settlement / restatement of short-term foreign currency monetary assets and liabilities of the Company and its integral foreign operations are recognised as income or expense in the Statement of Profit and Loss. The exchange differences on restatement / settlement of loans to non-integral foreign operations that are considered as net investment in such operations are accumulated in a ""Foreign currency translation reserve"" until disposal / recovery of the net investment.The exchange differences arising on restatement / settlement of long-term foreign currency monetary items are capitalised as part of the depreciable fixed assets to which the monetary item relates and depreciated over the remaining useful life of such assets or amortised on settlement / over the maturity period of such items if such items do not relate to acquisition of depreciable fixed assets. The unamortised balance is carried in the Balance Sheet as "Foreign currency monetary item translation difference account" net of the tax effect thereon.

Accounting of forward contracts

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

AS-12 Government grants, subsidies and export incentives

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

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

"Government grants in the nature of promoters' contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof , are treated as capital reserve. Government grants In the form of

non-monetary asset Is given free of cost, the grant is recorded at a nominal value, other government grants and subsidies are recognized as income over the periods necessary to match them with the costs for which they are intended to compensate, on a systematic basis."

AS-13 Investments

Cost of investment includes acquisition charges such as brokerage, fees and duties. Current investments are carried at lower of cost and quoted/fair value, computed category-wise. "Long –term investments/ Non current investments (excluding investment properties) are stated at cost. Provision for diminution in the value of Non Current investments is made only if such a decline is other than temporary. Investment properties are carried individually at cost less accumulated depreciation and impairment, if any. Investment properties are capitalized and depreciated (where applicable) in accordance with the policy stated for Tangible Fixed Assets. Impairment of investment property is determined in accordance with the policy stated for Impairment of Assets. "

AS-15 Employee benefits

Short Term Employee Benefits

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

Post-Employment Benefits

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

AS-16 Borrowing costs

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

AS-17 Segment reporting

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

AS-20 Earnings per share

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

actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented. The number of equity shares and potentially dilutive equity shares are adjusted for share splits/reverse splits and bonus shares, as appropriate.

AS-22 Taxes on income

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

Deferred tax assets and liabilities are measured using the tax rates and tax law that have been enacted or substantively enacted by the Balance Sheet date. Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to the future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is probable that future economic benefit associated with it flow to the Company. Current and deferred tax relating to item directly recognized in equity are recognized in equity and not in the Statement of Profit and Loss.

AS-26 Intangible assets

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

AS-27 Joint venture operations

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

AS-28 Impairment of assets

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

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

AS-29 Provisions and contingencies

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

2. Contingent Liabilities

	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 Cummulative 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.	5000000	5000000
- to Deputy Commissioner of customs	715000	715000
ii) Letters of credit open by the bank	0	0

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

4 **Small Scale Creditors**

Sundry Creditors includes Rs 15,59,669/- (Previous year-Rs. 17,84,427/-) due to Micro/Small/Medium enterprises . There is no undertaking from whom amount outstanding for more than 30 Days in respect of small scale undertaking where such dues exceeds Rs. 1.00 lacs (Previous year NIL)

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

6 **The amount of exchange rate differences**	Curr. Yr.	Prev. Yr.
a) Included in Profit & Loss account of the year on account of receivable and payables : Net	135338	490395
b) Adjusted in carrying amount of fixed assets	0	1344233
c) In respect of forward exchange contract to be recognised as an expense in the current year	0	0
d) In respect of forward exchange contract to be recognised as an expense in the subsequent years	0	0

7 **Managerial Remuneration**	Curr. Yr.	Prev. Yr.
(Remuneration is within the limit prescribed under Schedule V to the Companies Act, 2013.)		
a) To the Managing Director & Whole time Directors		
Salary/Commission/Allowance	8700000	6900000
Perquisties	1039358	871780
Rent Free Accomodation	1200000	990000
Total	**10939358**	**8761780**
b) To other Director	0	0

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

Nature of Instrument		
(A) Hedged Foreign Currency Exposure on:		
i) Payable	0	0
ii) Receivable	0	0
(B) Unhedged Foreign Currency Exposure on:		
i) Payable	9446CHF	-70 CHF
	605173INR	-4721 INR
ii) Receivable	15581USD	48676 USD
	955361INR	2923505 INR

9. Employee Benefits

The company has adopted Accounting Standard 15(Revised) on accounting for Employee Benefits and has accounted the liability on the basis of actuarial valuation. The company has taken gratuity policy from SBI Life Insurance Co. Ltd and during the year contributed Rs. 10.00 lacs. Provision for leave salary is made by debit to profit and loss account

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

Defined Contribution Plan :	**Curr. Yr.**	**Prev. Yr.**
Employer's Contribution to Provident Fund is recognised in the Profit and Loss Account - Rs.	1845427	1312012

Defined Benefit Plan:		
Particulars	**Gratuity Curr. Yr.**	**Gratuity** Prev. Yr.
The amounts recognized in the balance sheet :		
Present value of funded obligations	5196374	4490055
Fair value of plan assets	2974860	2508233
Net liability	2221514	1981822
Principal actuarial assumptions at the balance sheet :		
Discount rate	8% P.A	8% P.A
Salary Esclation	4%	4%
Salary considered	Basic+DA	Basic+DA
Mortality table	LIC (1994-96) ultimate	LIC (1994-96) ultimate
Acturial valuation Method	Projected Unit Credit Method	Projected Unit Credit Method
Withdrawal rate	1% to 3% depending on age	1% to 3% depending on age
Ceiling	Rs. 10,00,000	Rs. 10,00,000

10 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
A M Textiles & Knitwears Limited	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

c. Outstanding Balances		**Curr. Yr.**	**Prev. Yr.**
Due to Directors	Remuneration	734082	634082
Due to Directors	Unsecured Loan	22265952	17193857
Due to (from) A M Textiles and Knitwears Ltd		153965	(60,000)
Capital in Uniroyal Builders & Developers		3117841	3,757,327
Capital in Uniroyal Builders & Promoters		0	300000
Capital in A M Textiles & Knitwears Ltd		16500000	16500000

d. Transactions/consideration during the year			**Curr. Yr.**	**Prev. Yr.**
Party	Relation			
Mr. Arvind Mahajan	Mg. Director	Rent Paid	1200000	990000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/Perquisits/Allowance	2887911	2966769
Mrs. Rashmi Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	1736681	1545437
Mr. Akhil Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	2508390	1644874
Mr. Abhay Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	2606376	1614700
Uniroyal Builders & Developers	Partnership	Rent Received	0	53400
Uniroyal Builders & Developers	Partnership	Share of Profit received	53990	67265
Uniroyal Builders & Developers	Partnership	Investment during the year	(686000)	(400,180)
A M Textiles & Knitwears Ltd	Subsidiary Company	Rent Received	42720	42720

A M Textiles & Knitwears Ltd	Subsidiary Company	Puchase of Yarn	910237	1469367
A M Textiles & Knitwears Ltd	Subsidiary Company	Interest Paid	0	1354677
A M Textiles & Knitwears Ltd	Subsidiary Company	Sale of Yard	259805	0
Mr. Arvind Mahajan	Mg. Director	Interest Paid	2242254	1513135
Mrs. Rashmi Mahajan	Executive Director	Interest Paid	523239	263364
Mr. Akhil Mahajan	Executive Director	Interest Paid	23776	40748
Mr. Abhay Mahajan	Executive Director	Interest Paid	93988	48792
Arvind Mahajan HUF	Director's Concern	Interest Paid	11378	49440
Mr Aryan Mahajan	Director's Relative	Interest Paid	5671	24644
Mrs Dimple Mahajan	Director's Relative	Interest Paid	3215	13968
Mr Manohar Lal Saggar	Director's Relative	Interest Paid	41389	140779
Manohar Lal Saggar HUF	Director's Relative	Interest Paid	0	33627
Mrs Santosh Saggar	Director's Relative	Interest Paid	40094	170496
Mrs Heena Mahajan			12658	32021
Uniroyal Builders & Promoter	Partnership	Share of Profit/(Loss) Received	(158570)	0
Uniroyal Builders & Promoter	Partnership	Investment during the year	(141430)	0

11	**Auditor's Remuneration**	**Curr. Yr.**	**Prev. Yr.**
	Auditors Expenses	30710	22107
	Payment to Auditors - Certification Etc	46068	6741
	Audit Fee	47191	55056
	Total	**123969**	**83904**

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

	Current Yr.	Current Yr.	Prev. Yr.	Prev. Yr.
(i) Stores & Spares	**%age**	**Value**	**%age**	**Value**
Imported	12.22	1361910	4.147	581738
Indigenous	87.78	9781725	95.853	13444798
(ii) Raw Material Consumed	Qty. KG	Value	Qty. KG.	Value
Polyster Yarn	122952	34446530	121256	31895558

13.	**Sale of Raw Material**	**Qty. KG.**	**Value**	**Qty. KG.**	**Value**
	Polyster Yarn	5094.000	259805	0.000	0

14.	**Value of Imports calculated on CIF**	**Curr. Yr.**	**Prev. Yr.**
	Import of Machinery	0	41804658

15.	**Expenditure in Foreign Currencies during the financial year.**			
	Raw Materials/Stores	INR	57729	258090
		Euro	740	3543
		INR	0	0
		US$	0	0
		INR	790503	222628
		Swis Franks	12062	3292

16.	**Amount remitted in foreign currencies on account of**		
	Dividends.	Nil	Nil
	Expenditure Travelling	2717601	2669605
	Earnings in foreign exchange - Exports of Goods FOB Value	13298572	27032975

17. Previous Years Figures

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

III Balance sheet abstract and company's general business:

I.	Registration Details:	
	Registration No.	L18101HR1993PLC033167
	Balance Sheet Date	03/31/2015
II.	Capital raised during the year (amount in thousand	
	Public Issue	Nil
	Right Issue	Nil
	Bonus Issue	Nil
	Private Placement	Nil
III.	Position of mobilization and deployment of funds (amounts in thousands)	
	Source of Funds	
	Total Liabilities	357985
	Paid up Capital	82687
	Reserve & Surplus	59360
	Share Application Money	0
	Non Current Liabilities	158019
	Current Liabilities	57918
	Application for Funds	
	Total assets	357985
	Non current Assets	261650
	Current assets	96335
IV.	Peformance of Company (Amount in thousands)	
	Turnover	240444
	Total Expenditure	224533
	Profit/Loss before Tax	15911
	Profit/Loss after Tax	9983
	(+for profit, ()for loss)	
	Earning Per Share	1.21
	Dividend rate%	0
	V.Generic Names of Three Principal Products/Services of Company (as per Monetary terms	
	Product Description	(ITC Code)
	Labels	58071020
	Plastic Seals	39269099
	As per our report of even date attached	

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-
Arvind Mahajan
(Managing Director)

sd/-
(Akhil Mahajan)
Executive Director

Quantitative Information

I.	CAPACITY AND PRODUCTION		Current Yr.		Prev. Yr.
Licensed Capacity			NA		NA
Installed Capacity in Sq. Mt			736850		736850
Actual Prodcution		**Current Yr. Qty**	**Current Yr. Value**	**Prev.Yr. Qty**	**Prev. Yr. Value**
Labels/Plastic Seals (Qty in Pcs)		315514220	89838822	295877893	86334101
II.	**PURCHASE (Trading)**				
a)	Labels Qty (Pcs) Panchkula	152256	937852	5562937	8858276
b)	Labels Qty (Pcs) Ludhiana	510225	2236731	821038	1925684
c)	Labels Qty (Pcs) Noida	4492988	7297154	6354898	10289958
III.	**TURNOVER OF GOODS PRODUCED**	**Qty**	**Value**	**Qty**	**Value**
Labels/Plastic Seals (Qty in Pcs)		317051196	224514999	294662069	198228956
IV.	**TURNOVER OF TRADED GOODS**				
a)	Labels Qty (Pcs) Panchkula	148806	1077457	5476493	16677595
b)	Labels Qty (Pcs) Ludhiana	521335	2842519	834427	2548082
c)	Labels Qty (Pcs) Noida	4528573	10239508	6400857	16254309
V.	**OPENING STOCK**	**Qty**	**Value**	**Qty**	**Value**
a)	Labels Qty (Pcs) Panchkula	2302477	1013090	1001653	390645
b)	Labels Qty (Pcs) Ludhiana	85050	63577	98439	65204
c)	Labels Qty (Pcs) Noida	97769	101491	143728	233526
d)	Labels Qty (Pcs) Panchkula Trading	91444	122577	5000	6355
VI.	**CLOSING STOCK**				
a)	Labels Qty (Pcs) Panchkula	850501	382725	2302477	1013090
b)	Labels Qty (Pcs) Ludhiana	73940	36741	85050	63577
c)	Labels Qty (Pcs) Noida	62184	119260	97769	101491
d)	Labels Qty (Pcs) Panchkula Trading	94894	127239	91444	122577

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-
Arvind Mahajan
(Managing Director)

sd/-
(Akhil Mahajan)
Executive Director

INDEPENDENT AUDITOR'S REPORT

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Uniroyal Industries Limited ("the holding Company"), and its subsidiary company A. M Textiles and Knitwears Limited (hereinafter collectively referred as "the group") which comprise the Balance Sheet as at March 31,,2015, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.

Place : Panchkula
Date : 29th May, 2015

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No.	31st March, 2015	31st March, 2014
A. EQUITY AND LIABILITIES			
1. Shareholders' funds			
- Share Capital	1	82687200	82687200
- Reserves & Surplus	2	62028603	54454004
Subtotal Shareholders' funds		**144715803**	**137141204**
2. Share application Money pending allottment		0	0
3. Non-current Liabilities			
- Long-Term borrowings	3	147129723	126725060
- Deferred Tax Liabilities		15520525	14841027
- Long term provisions	4	4236301	4318039
Subtotal- Non-current liabilties		**166886549**	**145884126**
4. Current Liabilities			
- Short-Term borrowings	5	72046776	67725756
- Trade Payables	6	22610569	46016049
- Other current liabilities	7	8644702	7443757
- Short term provisions	8	4201000	9429000
Subtotal- Current liabilties		**107503047**	**130614562**
Total :- Equity and Liabilties.		**419105399**	**413639892**
B. ASSETS			
1. Non-current assets			
- Fixed assets			
(i) Tangible assets	9	202699187	154949378
(ii) Capital Work In Progress		0	60232992
Subtotal- Fixed assets		202699187	215182370
- Non-current investments	10	39826384	11946335
- Deffered tax assets		0	0
- Long-term loans and advances	11	2138624	2279624
- Other non-current assets	12	2401024	2940828
Subtotal- Non-current assets		**247065219**	**232349157**
2. Current assets			
- Current investments	13	3117841	4057327
- Inventories	14	59394059	79428641
- Trade receivables	15	97389755	82343232
- Cash and cash equivalents	16	2954019	2647026
- Short-term loans and advances	17	7201781	10733397
- Other current assets	18	1982725	2081112
Subtotal- Current assets		**172040180**	**181290735**
Total :- Assets		**419105399**	**413639892**
Notes to Accounts	**28**		

For and on behalf of the Board of Director

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

sd/-	**sd/-**
Arvind Mahajan	(Akhil Mahajan)
(Managing Director)	Executive Director

UNIROYAL INDUSTRIES LIMITED

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

	Particulars	Note No.	31st March, 2015	31st March, 2014
(I)	Revenue from operations	19	564513568	609184380
(II)	Other Income	20	1194216	1695269
(III)	Total Revenue (I+II)		565707784	610879649
(IV)	Expenses			
	- Cost of Materials consumed	21	45798803	41473330
	- Purchase of Stock-in-Trade	22	310153801	404283052
	- Changes in inventory of finsihed goods, work-in-progress and stock-in-trade	23	18117387	(19432997)
	- Employee benefit expenses	24	48524283	39395957
	- Finance Cost	25	24306291	18100659
	- Depreciation and amortization expenses	26	22076035	18631050
	- Other Expenses	27	82193560	89819113
	- Inter Unit (Income)/ Expenses		0	0
	Total expenses		**551170160**	**592270164**
(V)	Profit before exceptional and extraordinary items and tax (III-IV)		14537624	18609485
(VI)	Exceptional items		0	0
(VII)	Profit before extraordinary items and tax (V-VI)		14537624	18609485
(VIII)	Extraordinary items		0	0
(IX)	Profit before tax (VII-VIII)		14537624	18609485
(X)	Tax expense			
	Current tax		4201000	9429000
	Deferred tax		679498	(1139685)
	Tax adjustments earlier years		727999	571324
(XI)	Profit/(Loss) for the period from continuing operations (IX-X)		8929127	9748846
(XII)	Profit/(Loss) from discontinuing operations		0	0
(XIII)	Tax expenses of discontinuing operations		0	0
(XIV)	Profit/(Loss) from discontinuing operations after tax (XII-XIII)		0	0
(XV)	Profit/(Loss) for the period (XI+XIV)		8929127	9748846
	Notes to Accounts	**28**		
(XVI)	Earning Per Equity Share		Rs. Per share	Rs. Per share
	Basic		1.08	1.18
	Diluted		1.08	1.18
	Number of Shares used in computing earning per share			
	Basic		8268720	8268720
	Diluted		8268720	8268720

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-
Arvind Mahajan
(Managing Director)

sd/-
(Akhil Mahajan)
Executive Director

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

Details of shares held by each shareholder holding more than 5% shares Equity shares with voting rights

Name of shareholder	As at 31.03.15		As at 31.03.14	
	No. of shares	%age holding	No. of shares	%age holding
Mr. Arvind Mahajan	2277848	27.55	2021848	24.45
Mr. Abhay Mahajan	713475	8.63	713475	8.63
Emm Bee Financial	200000	2.42	450000	5.44
Uniroyal Industries Limited	1650000	100.00	1650000	100.00

Total Rs.	**82687200**	**82687200**
NOTE :2" RESERVES AND SURPLUS		
General Reserve		
Opening balance	16383058	16383058
Addition : Transfer from profit and loss account	(1246157)	0
Closing balance	15136901	16383058
Surplus /Profit and Loss Account	37920946	28172100
Addition during the year	8929127	9748846
Less : Transfer to general reserve	108371	0
Closing balance	46741702	37920946
Securities Premium Account	150000	150000
Total Rs.	62028603	54454004
NOTE "3" LONG TERM BORROWINGS		
(a) Term Loans from banks-Secured		
- Secured by 'mortgage of 'immovable & moveable properties both present 'and future and personal guarantees of the promoter directors.	**75594856**	84066814

	Installment	Frequency	Up to		
HDFC Term Loan 91 lacs	455000	Quarterly	07.06.2018	5900384	7787356
HDFC Term Loan 490 lacs	2458981	Quarterly	07.04.2020	45391798	41644173
HDFC Term Loan 75 lacs	391594	Quarterly	07.10.2014	0	1123840
HDFC Term Loan 50 lacs	311978	Quarterly	07.04.2017	2429973	3350737
HDFC Term Loan 480 lacs	2808186	Quarterly	07.04.2017	21872701	30160708
- Secured by hypotecation of vehicles				**3181522**	636593
ICICI-Hypothecation of Ford	24763	Monthly	01.08.2016	389355	636593
HDFC-Hypothecation of Excent	13438	Monthly	07.11.2016	542167	0
HDFC-Hypothecation of CRV	47822	Monthly	07.03.2020	2250000	0
Subtotal : Term loans from banks-secured				**78776378**	**84703407**
(b) Term Loans NBFC's-Secured				**37087393**	10642352
Tata Capital Housing Finance Ltd- Flat	274769	Monthly	09.09.2029	24697982	0

BMW India Finanacial Services Pvt Ltd Hyp BMW	116910	Monthly	16.11.2018	4234621	5128920
Volkswagen Finance Pvt Ltd- Hyp. of Passat	47783	Monthly	03.05.2016	627548	1108599
PNB Housing Fiance Ltd-Against Flat				5260189	4404833
Toyata Financial Services India Ltd	48760	Monthly	20.02.2020	2267053	0
Subtotal : Term loans -secured				**115863771**	**95345759**
(c) Deposits-Un secured					
from related parties					
Deposits From Directors				31265952	26270582
Deposits From Director's relatives				0	4637777
from others					
Deposits From Public				0	470942
Subtotal : Depsoits-un secured				**31265952**	**31379301**
Total Rs.				147129723	**126725060**

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

NOTE "4" LONG TERM PROVISIONS		
Provision for Leave Encashment	2014787	2336217
Provision for Gratuity	2221514	1981822
Total Rs.	**4236301**	**4318039**
NOTE "5" SHORT TERM BORRWINGS		
(a) Cash Credit from banks- secured	**72046776**	**67725756**
Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of promoter directors		
Loans and advances from related parties-unsecured	0	0
Total Rs.	**72046776**	**67725756**
NOTE "6" TRADE PAYABLES		
Sundry Creditors for		
- Goods/Expenses	19350096	30825467
- Advances received from customers	3260473	15190582
Total Rs.	**22610569**	**46016049**
NOTE "7" OTHER CURRENT LIABILITIES		
Other Liabilities	2323539	1495909
Expenses Payable	6321163	5947848
Total Rs.	**8644702**	**7443757**
NOTE "8" SHORT TERM PROVISIONS		
Provision for Taxation		
- Income Tax	4201000	9429000
Total Rs.	**4201000**	**9429000**

NOTE '9' FIXED ASSETS

UNIROYAL INDUSTRIES LTD
CONSOLIDATED

Description	GROSS BLOCK				DEPRECIATION				NETBLOCK	
	As at 1.04.2014	Additions during the year	Adjustments during the year	As at 31.03.2015	As at 1.04.2014	During the year	Adjustments during the year	As at 31.03.2015	As at 31.03.2015	As at 31.03.2014
Land	**3339199**	0	0	**3339199**	**0**	0	0	**0**	**3339199**	**3339199**
Buiding										
- Factory	**31614630**	4905210	0	**36519840**	**7749891**	1109550	0	**8859441**	**27660399**	**23864739**
- Office	**3508476**	0	0	**3508476**	**1081489**	58256	0	**1139745**	**2368731**	**2426987**
Furniture & Fixtures	**3847814**	288490	906188	**3230116**	**1540127**	454973	807655	**1187445**	**2042671**	**2307687**
Plant & Machinery	**254326429**	60671745	877362	**314120812**	**151443851**	13976885	553159	**164867577**	**149253235**	**102882578**
Electric Installations	**1615581**	0	64686	**1550895**	**1309700**	85893	0	**1395593**	**155302**	**305881**
Office Equipment	**4204228**	87361	2644481	**1647108**	**2722627**	547338	2111900	**1158065**	**489043**	**1481601**
Computers	**1462180**	158566	557999	**1062747**	**544051**	220837	0	**764888**	**297859**	**918129**
Miscellaneous Assets	**0**	0	0	**0**	**0**	0	0	**0**	**0**	**0**
Vehicles	**29011112**	6324150	3365415	**31969847**	**11588535**	5622303	2333739	**14877099**	**17092748**	**17422577**
Total	**332929649**	**72435522**	**8416131**	**396949040**	**177980271**	**22076035**	**5806453**	**194249853**	**202699187**	**154949378**
Figures for the previous year	318126181	8744286	0	326870467	140973541	19992467	0	160966008	165904459	177152640

UNIROYAL INDUSTRIES LIMITED

NOTE "10" NON CURRENT INVESTMENTS		
Long term trade		
- Investments in equity instruments of subsidiary companies-Unquoted		
16,50,000 Equity Shares of Rs. 10/- each fully paid up in A M Textiles & Knitwears Ltd	0	0
Long term non trade		
- Investments in Immovable property(Net of accumulated depreciation& impairment,if any)		
Part payment to ACME Builders Pvt Ltd for Flat at Sector 91 Mohali	8345940	7331325
- Investments in Immovable property(Net of accumulated depreciation& impairment,if any)		
Flat at Goa	3469216	3260010
Flat at Baddi	1355000	1355000
Flat at Chandigarh	26656228	0
- In Associates concerns	**0**	**0**
Total Rs.	**39826384**	**11946335**
NOTE "11" LONG TERM LOANS AND ADVANCES		
Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
- With parties for Capital Goods	0	0
Securities & Deposits with Government Departments & other Agencies	2138624	2279624
Total Rs.	**2138624**	**2279624**
NOTE "12" OTHER NON-CURRENT ASSETS		
Balances with banks held as margin money/against commitments	2401024	2940828
Total Rs.	**2401024**	**2940828**
NOTE "13" CURRENT INVESTMENTS		
Investments in Mutual Funds-Unquoted	0	0
Capital in partnership firms		
- Uniroyal Builders & Developers	3117841	3757327
- 'Uniroyal Builders & Promoters	0	300000

Details of Partners in Uniroyal Builders & Developers

Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	50.00%	3117841
Sh. Saurabh Gupta	50.00%	1699851
Total	100%	4817692

Total Rs.	**3117841**	**4057327**
NOTE "14" INVENTORIES		
- (As prepared, valued & certified by the management)		
Stock in Trade		
- Raw Materials	13996739	16170585
- Semi Finished Products	847350	618500
- Finished Goods	374220	1013090
- Yarn Trading (Including stock in transit)	43164473	60867433
- Labels/Seal Trading	283240	287647
- Packing Materials	316878	72278
- Stores & Spares	264821	245535
- Fuel	122508	135400
- Printing & Stationery	23830	18173
Total Rs.	**59394059**	**79428641**
NOTE "15" TRADE RECEIVABLES		
(Unconfirmed and unsecured but considered good)		
Outstanding for exceeding six months from the date they were due for payment	3741176	1937481
Others	93648579	80405751
Total Rs.	**97389755**	**82343232**
NOTE "16" CASH AND CASH EQUIVALENTS		
Cash in hand	1591236	731336
Imprest balances with staff	69835	105836

Balances with banks	231394	540710
Cheques, drafts on hand	1061554	1269144
Total Rs.	**2954019**	**2647026**
NOTE " 17" SHORT TERM LOANS AND ADVANCES		
Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	113041	228787
- Staff	65500	121500
- With related parties:	0	0
Pre-paid Expenses	437699	255887
Input VAT Recoverable	55160	384495
With Income Tax Department	6285806	9444511
With Central Excise (PLA)	244575	298217
Total Rs.	**7201781**	**10733397**
NOTE "18" OTHER CURRENT ASSETS		
Claim receivable under TUFS	1422274	1734043
Interest receivable	133546	132323
Toyata Finance Services India Ltd	1581	0
BMW India Finanacial Services Pvt Ltd	50862	12736
Tata Capital Ltd	145913	6840
Volkswagen Finance Pvt Ltd	14280	13954
Quantity Discount and Rate Difference Receivable	214269	181216
Total	**1982725**	**2081112**
NOTE "19" REVENUE FROM OPERTAIONS		
Sales (Gross)	563078249	607564174
Less : Excise Duty	5851003	5448696
Net sales	557227246	602115478
Other Income from operations		
Cartage Recovered	3310	0
Duty Drawback	65288	82686
Exchange Rate Fluctuation	135338	490395
Share of Profit from partnership firm Uniroyal Builders & Developers	(112056)	60730
Commission received	7194442	6435091
Sub total : other income from operations	**7286322**	**7068902**
Total Rs.	**564513568**	**609184380**
NOTE "20" OTHER INCOME		
Rent received	27720	48120
Interest received	804128	1540015
Misc Income	362368	107134
Total Rs.	**1194216**	**1695269**
NOTE "21" COST OF MATERIALS CONSUMED		
Raw Material Consumed		
Opening stock	16170585	13616102
Add : Purchases	43624957	44027813
Less: Closing stock	(13996739)	(16170585)
Total Rs.	**45798803**	**41473330**
NOTE "22" PURCHASE OF STOCK IN TRADE		
Purchase for trading	310153801	404283052
Total Rs.	**310153801**	**404283052**
NOTE "23" CHANGES IN INVENTORY OF FINISHED GOODS, WORK IN PROGRES AND STOCK IN TRADE		
Stock at Close		
Finished Goods	374220	1013090

Semi Finished Goods	847350	618500
Traded Goods	43447713	61155080
Total Rs	**44669283**	**62786670**
Opening Stock		
Finished Goods	1013090	390645
Semi Finished Goods	618500	1024550
Traded Goods	61155080	41938478
Total Rs.	**62786670**	**43353673**
Increase / (Decrease)	**(18117387)**	19432997
NOTE "24" EMPLOYEE BENEFIT EXPENSES		
Salaries, Wages & Bonus	32466440	25092731
Contribution to Provident & Other Funds	2786792	1993618
Retirement Benefits	1310984	2331915
Workmen & Staff Welfare Expenses	1020709	1215913
Director's Remuneration	10939358	8761780
Total Rs.	**48524283**	**39395957**
NOTE "25" FINANCE COST		
Interest expense on		
- Borrowings	23691561	17672143
- Trade payables	418677	249453
- Others	0	0
Other Borrowing cost	196053	179063
Hedging Premium	0	0
Exchange Rate Fluctuation	0	0
Total Rs.	**24306291**	**18100659**
NOTE "26" DEPRECIATION AND AMORTIZATION EXPENSES		
Depreciation	22076035	18631050
Total	**22076035**	**18631050**
NOTE "27" OTHER EXPENSES		
Manufacturing expenses		
Stores & Spares consumed	11124349	14119573
Power & fuel	24654541	21882299
Repairs - Plant & Machinery	3246299	5403360
Repairs - Building & Others	2241581	522640
Other Manufacturing Expenses	1603207	1124981
Sub total	**42869977**	**43052853**
Administrative expenses		
Rent	833259	1197251
Rates & Taxes	164401	342650
Insurance	692075	575039
Auditor's Remuneration	146441	106376

Travelling & Conveyance		
- Director's Travelling	3527165	4460313
- Other's Travelling	947591	808706
Legal & Professional Charges	1214362	1034162
Loss on sale of Fixed Assets	205150	1168093
Vehicle Running & Maintaince	2029592	1588683
Telephone Expenses	836442	673676
Festival Expenses	1043063	1346104
Guest House Expenses	414136	741096
Repair & Maintenance	29464	13882
Share Department expenses	658894	455787
Other Administrative expenses	1236234	8217779
Sub total	**13978269**	**22729597**
Selling and distribution expenses		
Freight & forwarding	3845916	4485907
Advertisement & publicity	62940	35622
Packing expenses	4922085	3510815
Discount & commission	15813202	15045487
Sales promotion	701171	958832
Sub total	**25345314**	**24036663**
Total	**82193560**	**89819113**

UNIROYAL INDUSTRIES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015 (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	14,537,624	18,609,485
	ADJUSTMENTS FOR :-		
	Depreciation	22,076,035	18,631,050
	Loss on Fixed Assets	205,150	1,168,093
	Misc. Exp. Written Off	-	-
	Sundry Balance Written Off/Written Back	(194,634)	1,213,176
	Dividend Received	-	-
	Profit Transfer from Uniroyal Developers & Builder	112,056	(60,730)
	Financial Expenses	24,306,291	18,100,659
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	**61,042,522**	**57,661,733**
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	20,034,582	(21,829,456)
	Trade receivables	(14,851,889)	6,168,329
	Short term loans and advances	3,531,616	(3,431,386)
	Long term loans and advances	141,000	(115,500)
	Other Current Assets	98,387	(153,356)
	Other Non current assets	539,804	(400,866)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	(23,405,480)	21,276,479
	Other current liabilities	1,200,945	(2,731,912)
	Other long term liabilities	-	-
	Short term provisions	(5,228,000)	4,167,000
	Long term provisions	(81,738)	1,102,639
		43,021,749	61,713,704
	Less:- Current Taxes	(4,201,000)	(9,429,000)
	Income Tax Paid	(727,999)	(571,324)
	Total **(A)**	**38,092,750**	**51,713,380**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Fixed assets	(12,202,530)	(69,807,054)
	Disposal of Assets	1,050,000	730,000
	Dividend Received	-	-
	Share of Profit from Uniroayal Builders & Developers	(112,056)	60,730
	Investments	(26,940,563)	(7,678,491)
	Total **(B)**	**(38,205,149)**	**(76,694,815)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short Term Capital Loan - Working Capital & Adhoc Limit	4,321,020	6,705,630
	Long Term borrowings	20,404,663	37,207,263
	Issue of Share Capital	-	-
	Less :- Cash outflow from the financing activities		
	Financial Expenses	(24,306,291)	(18,100,659)
	Total **(C)**	**419,392**	**25,812,234**
	Total Cash Inflow During The Year **(A) + (B) + (C)**	306,993	830,799
	Opening Cash Balance	2,647,026	1,816,227
	Total Cash Inflow During The Year	306,993	830,799
	Net Cash & Cash Equivalent as on 31.03.2015	**2,954,019**	**2,647,026**

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-
Arvind Mahajan
(Managing Director)

sd/-
(Akhil Mahajan)
Executive Director

NOTE –"28" NOTES FROMING PART OF ACCOUNTS

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

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

B. PRINCIPLES OF CONSOLIDATION

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

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

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

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

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

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

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

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

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

D. Other significant accounting policies

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

2	Contingent Liabilities	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 Cummulative 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 Industires Ltd.	5000000	5000000
	- to Deputy Commissioner of customs	715000	715000

	ii) Letters of credit open the bank	0	0

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

4 Balances of sundry creditors, Sundry debtors and other advances are subject to confirmation.

5	The amount of exchange rate differences	Curr. Yr.	Prev. Yr.
	a) Included in Profit & Loss account of the year on account of receivable and payables : Net	135338	490395
	b) Adjusted in carrying amount of fixed assets	0	1344233
	c) In respect of forward exchange contract to be recognised as an expense in the current year	0	0
	d) In respect of forward exchange contract to be recognised as an expense in the subsequent years	0	0

6	Managerial Remuneration	Curr. Yr.	Prev. Yr.
	(Remuneration is within the limit prescribed under Schedule V to the Companies Act, 2013.)		
	a) To the Managing Director & Whole time Directors		
	Salary/Commission/Allowance	8700000	6900000
	Perquisties	1039358	871780
	Rent Free Accomodation	1200000	990000
	Total	**10939358**	**8761780**
	b) To other Director	0	0

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

Nature of Instrument

(A)	Hedged Foreign Currency Exposure on:		
	i) Payable	0	0
	ii) Receivable	0	0
(B)	Unhedged Foreign Currency Exposure on:		
	i) Payable	9446CHF	-70 CHF
		605173INR	-4721 INR
	ii) Receivable	15581USD	48676 USD
		955361INR	2923505 INR

8 Employee Benefits

The Company has adopted Accounting Standard 15 (Revised) on accounting for Employee Benefits and has accounted the liability on the basis of acturial valuation. The company has teken gratuity polivy from SBI Life Insurance Co. Ltd and during the year contributed Rs. 10.00 Lacs.. Provision for leave salary is made by debit to profit and loss account.

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

Defined Contribution Plan :	Curr. Yr.	Prev. Yr.
Employer's Contribution to Provident Fund is recognised in the Profit and Loss Account - Rs.	1845427	1312012

Defined Benefit Plan:

Particulars	Gratuity Curr. Yr.	Gratuity Prev. Yr.
The amounts recognised in the balance sheet :		
Present value of funded obligations	5196374	4490055
Fair value of plan assets	2974860	2508233
Net liability	2221514	1981822
Principal actuarial assumptions at the balance sheet date:		
Discount rate	8% P.A	8% P.A
Salary Esclation	4%	4%
Salary considered	Basic+DA	Basic+DA

Mortality table		LIC (1994-96) ultimate	LIC (1994-96) ultimate
Acturial valuation Method		Projected Unit Credit Method	Projected Unit Credit Method
Withdrawal rate		1% to 3% depending on age	1% to 3% depending on age
Ceiling		Rs. 10,00,000	Rs. 10,00,000

9. 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
A M Textiles & Knitwears Limited	100% subsidiary

b. Key management personnel

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

c. Outstanding Balances		**Curr. Yr.**	**Prev. Yr.**
Due to Directors	Remuneration	734082	634082
Due to Directors	Unsecured Loan	22265952	17193857
Due to (from) Uniroyal Builders & Developers		153965	0
Capital in Uniroyal Builders & Developers		3117841	3757327
Capital in Uniroyal Builders & Promoters		0	300000

d. Transactions/consideration during the year			Curr. Yr.	Prev. Yr.
Party	Relation			
Mr. Arvind Mahajan	Mg. Director	Rent Paid	1200000	990000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/ Perquisits/Allowance	2887911	2966769
Mrs. Rashmi Mahajan	Executive Director	Salary/Commission /Perquisits/Allowance	1736681	1545437
Mr. Akhil Mahajan	Executive Director	Salary/Commission /Perquisits/Allowance	2508390	1644874
Mr. Abhay Mahajan	Executive Director	Salary/Commission /Perquisits/Allowance	2606376	1614700
Uniroyal Builders & Developers	Partnership	Rent Received	0	53400
Uniroyal Builders & Developers	Partnership	Share of Profit received	53990	67265
Uniroyal Builders & Developers	Partnership	Investment during the year	(686000)	(400,180))
Mr. Arvind Mahajan	Mg. Director	Interest Paid	2522905	2503135
Mrs. Rashmi Mahajan	Executive Director	Interest Paid	523239	263364
Mr. Akhil Mahajan	Executive Director	Interest Paid	23776	40748
Mr. Abhay Mahajan	Executive Director	Interest Paid	93988	48792
Arvind Mahajan HUF	Director's Concern	Interest Paid	11378	49440
Mr Aryan Mahajan	Director's Relative	Interest Paid	5671	24644
Mrs Dimple Mahajan	Director's Relative	Interest Paid	3215	13968
Mr Manohar Lal Saggar	Director's Relative	Interest Paid	41389	140779
Manohar Lal Saggar HUF	Director's Relative	Interest Paid	0	33627
Mrs Santosh Saggar	Director's Relative	Interest Paid	40094	170496

	Mrs Hena Mahajan	Directr's Relative	Interest Paid	12658	32021
	Uniroyal Builders & Promoter	Partnership	Share of Profit/(Loss) Received	(158570)	0
	Uniroyal Builders & Promoter	Partnership	Investment during the year	(141430)	0

10.	**Auditor's Remuneration**	**Curr. Yr.**	**Prev. Yr.**
	Auditors Expenses	30710	22107
	Payment to Auditors - Certification Etc	46068	6741
	Audit Fee	69663	77528
	Total	146441	106376
11.	**Value of Imports calculated on CIF**	**Curr. Yr.**	**Prev. Yr.**
	Import of Machinery	0	41804658
12.	Expenditure in Foreign Currencies during the financial year.		
	Raw Materials/Stores INR	57729	258090
	Euro	740	3543
	INR	0	0
	US$	0	0
	INR	790503	222628
	Swis Franks	12062	3292
13.	Amount remitted in foreign currencies on account of		
	Dividends.	**Nil**	**Nil**
	Expenditure Travelling	2717601	3569479
	Earnings in foreign exchange - Exports of Goods FOB Value	13298572	27032975

14. Previous Years Figures

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

A G P R S & Associates
Chartered Accountants
Sd/-
Pankaj Khullar
Partner
Firm Regn. No. 006943N
Place: Panchkula
Date: 29th May 2015

For and on behalf of the Board of Director

sd/-
Arvind Mahajan
(Managing Director)

sd/-
(Akhil Mahajan)
Executive Director

Form AOC-1

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

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

Part "A": Subsidiaries

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

Sl. No.	Particulars	Details
1.	Name of the subsidiary	A M TEXTILES AND KNITWEARS LIMITED
	Reporting period for the subsidiaryconcerned, if different from the holding company's reporting period	N.A
	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
	Share capital	1,65,00,000
	Reserves & surplus	26,68,426
	Total assets	7,77,98,096
	Total Liabilities	7,77,98,096
	Investments	0
	Turnover	32,64,82,306
	Profit before taxation	(13,73,222)
	Provision for taxation	3,19,057
	Profit after taxation	(10,54,165)
	Proposed Dividend	0
	% of shareholding	N.A

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

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

Part "B": Associates and Joint Ventures

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

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

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

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

FORM A

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

1.	Name of the Company	Uniroyal Industries Limited
2.	Annual Financial Statement for the year ended	31st March, 2015
3.	Type of Audit Observation	Un-Qualified
4.	Frequency of Observation	Not Applicable
5.	**CEO/Mg. Director**	sd/- Arvind Mahajan
	CFO	sd/- Akhil Mahajan
	Auditors	sd/- Pankaj Khullar (Partner)
	Chairman Audit Committee	sd/- Anirudh Khullar

Dated : 29th May, 2015
Place : Panchkula

2, Malviya Enclave, Adjoining Sit. Cable Office,
M.M. Malviya Road, Amritsar
TEL : (91)-(183)-2228415

BOOK POST

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

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