

17TH ANNUAL REPORT 2009-2010



Uniroyal
Industries Limited

BOARD OF DIRECTORS

Shri Arvind Mahajan
Smt. Rashmi Mahajan
Shri Akhil Mahajan
Shri Abhay Mahajan
Shri K.K. Malik
Shri Pradeep Aggarwal
Shri Anirudh Khullar
Shri Sushil Gupta

Managing Director
Executive Director
Executive Director
Executive Director
Executive Director
Executive Director
Executive Director

AGP R S & ASSOCIATES
Chartered Accountants
2, Malviya Enclave,
Adjoining City Cable Office,
M.M. Malviya Road, Amritsar
Tel. : 0183-2228415

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

**SHARE TRANSFER AGENTS
COMDMAT REGISTRAR**

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

BANKERS

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

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 17th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Thursday, 30th September, 2010 at 10.00 a.m. at Hotel Parbhat Inn Sector 10, Panchkula to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2010 and the Profit & Loss Account for the financial year ended on that date and the Report of Board of Directors and Auditors' thereon.
2. To appoint a director in place of Mr. Akhil Mahajan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Abhay Mahajan who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a director in place of Mr. K.K. Malk who retires by rotation and being eligible offers himself for re-appointment.
5. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as an **Ordinary Resolution**:
"Resolved that M/s AGPRS & Associates, Chartered Accountants, be and are hereby appointed 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 a remuneration to be fixed by the Board."

SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modifications, the following resolution as special resolution :-
"RESOLVED THAT pursuant to Section 269, 309, 310, 311 and other provisions applicable, if any, of the Companies Act, 1956 read with Schedule XIII, approval of the members of the company be and is hereby accorded to the re-appointment of Mrs. Rashmi Mahajan as Executive Director of the company for a period of 3 years w.e.f. 1st April, 2010.

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

Director
Director
Director
Director



UNIROYAL INDUSTRIES LIMITED

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

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

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

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

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

RESOLVED THAT pursuant to Section 269, 309, 310, 311 and other provisions applicable, if any, of the Companies Act, 1956 read with Schedule XIII, approval of the members of the company be and is hereby accorded to the following salary structure for the remaining period of tenure of Mr. Arvind Mahajan, Managing Director of the company w.e.f. 1st April, 2010.

- | | | | |
|----|-----------------------------|---|---|
| A. | Salary | : | Rs. 2,25,000/- (Rs. Two Lac twenty Five Thousand only) per month. |
| B. | Medical | : | 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 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 para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956.

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

Dated: 2nd August, 2010
Place : Panchkula

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



UNIROYAL INDUSTRIES LIMITED

NOTES:

1. A member who is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxy form duly filled in and signed must reach the Registered Office of the company at least 48 hours before the meeting.
2. Explanatory Statements pursuant to Section 173(2) of the Companies Act, 1956 in respect of item no. 6 and 7 is enclosed herewith and form part of this meeting notice.
3. All documents referred to in this meeting notice and the accompanying statements are open for inspection at the Registered Office of the company on all working days (except Holidays) during business hours upto the date of Annual General Meeting.
4. Members are requested to notify to the company immediately change in their address, if any.
5. The Register of Members and Transfer Books of the company will remain closed from 27th September, 2010 to 30th September, 2010 (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 224 of the Companies Act, 1956, they would retire as auditors at the forthcoming 17th Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.

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

ITEM NO. 6.

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

Mrs. Rashmi Mahajan had been appointed as Executive Director of the Company for 5 years w.e.f. 1st July, 2005 in the Annual General Meeting held on 30th September, 2005. Her term of appointment has expired on 30th June, 2010.

The Remuneration Committee in its meeting held on 15th March, 2010 has recommended her re-appointment as Executive Director on the remuneration given in above proposed resolution. Following the recommendations of the Remuneration Committee, the Board of Directors has re-appointed Mrs. Rashmi Mahajan as Executive Director of the company for another term of 3 years w.e.f. 1st April, 2010.

Appointment has been made under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 because the Remuneration Committee has approved the appointment & payment of remuneration and the company has not committed any default in repayment of its debts or interest payable thereon.

As per Schedule XIII of the Companies Act, 1956, approval of the members of the company by way of special resolution is required for her re-appointment. Therefore, the proposed resolution is being placed before the members for their approval.

Mrs. Rashmi Mahajan being herself the appointee, Mr. Arvind Mahajan being her husband, Mr. Akhil Mahajan and Mr. Abhay Mahajan being her sons and Mr. P.C. Mahajan being her father in law are interested in the proposed resolution. No other director is concerned or interested, in the proposed resolution.

ITEM NO. 7

Mr. Arvind Mahajan was appointed as Managing Director of the company w.e.f. 20th April, 2009 for a period of three years.

The project of manufacturing woven labels was conceptualized by Mr. Arvind Mahajan and under his leadership, management and control the woven labels and narrow fabrics manufactured by the company have become accepted by most of the renowned companies of India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time. In view of the above, it was suggested that salary of Mr. Arvind Mahajan be increased for the remaining period of his tenure.

Remuneration Committee in its meeting held on 15th March, 2010 has considered and recommended the enhancement of remuneration of Mr. Arvind Mahajan, Managing Director.

Remuneration has been enhanced under para 1(B) of Section II of Part II of Schedule XIII to the Companies Act, 1956 because the Remuneration Committee has approved the appointment & payment of remuneration and the company has not committed any default in repayment of its debts or interest payable thereon.

As per Schedule XIII of the Companies Act, 1956, approval of the members of the company by way of special resolution is required for this enhancement in remuneration. Therefore, the proposed resolution is being placed before the members for their approval.

Mr. Arvind Mahajan being himself the appointee, Mrs. Rashmi Mahajan being his wife, Mr. Akhil Mahajan and Mr. Abhay Mahajan being his sons and Mr. P.C. Mahajan being his father are interested in the proposed resolution. No other director is concerned or interested in the proposed resolution.



UNIROYAL INDUSTRIES LIMITED

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

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

(2) Board of Directors

(a) Composition and category of Directors:

The existing strength of Board of Directors is four (4) whole time Directors including Managing Director and four (4) non executive Independent directors. 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 2009-10, the Company has held 7 Board Meetings as on 17- April 2009, 30- June 2009, 30- July 2009, 16- October, 2009, 30- October 2009, 28- January 2010 and 15- March, 2010. 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 holding including UIL & other public limited companies			Share holding as on 31.03.10
		Board Meetings	Last AGM	Other Director Ship	Committee Member Ship	Committee Chairman Ship	Numbers (%Age)
Sh. Arvind Mahajan	E-NI (M.D)	6	Yes	3	1	-	1679389(20.31%)
Smt. Rashmi Mahajan	E-NI	6	Yes	1	1	-	408469(4.94%)
Sh. Akhil Mahajan	E-NI	6	Yes	3	1	-	390125(4.72%)
Sh. Abhay Mahajan	E-NI	7	Yes	1	-	-	452770(5.48%)
Sh. P. C. Mahajan	NE-NI	8	Yes	-	-	-	NIL
Sh. Sanjiv Kumar	NE-I	-	No	6	-	-	NIL
Sh. K. K. Malik	NE-I	3	No	-	-	-	NIL
Sh. Anirudh Khullar	NE-I	6	Yes	-	-	3	500(0.006%)
Sh. Sushil Gupta	NE-I	6	No	1	2	-	NIL
Sh. Pardeep Aggarwal	NE-I	-	No	-	2	-	3000(0.036%)

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

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

Mr. Akhil Mahajan, Mr. Abhay Mahajan and Mr. K K Malik 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.

Mrs. Rashmi Mahajan was re-appointed as Executive Director of the company w.e.f. 01.04.2010 in the Board Meeting held on 15.03.2010. Her appointment is subject to the approval of the shareholders by way of Special Resolution in the Annual General Meeting. The same is therefore being placed before the shareholders in the forthcoming Annual General Meeting.

(3). Audit Committee

(a) Brief description of terms of reference

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

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.



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

(b) Composition of Committee

An Audit Committee was constituted by the Board comprising three Independent and non- Executive Directors: During the financial year ended 31st March, 2010, the Audit Committee met 5 times on 24th April 2009; 30th June 2009 ; 30th July 2009, 30th October, 2009 and 28th January, 2010. Attendance was as under:

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

(4) Remuneration Committee:

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

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

The Remuneration committee comprises of three members viz: Sh. Anirudh Khullar- Chairman, Sh. Sushil Gupta and Sh. Pradeep Aggarwal as members. All the three members are Independent and Non-Executive Directors. During the financial year 2009-10, committee met twice on 17th April, 2009 & 15th March, 2010. 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	2
Sh. Pardeep Aggarwal	NE-I	Director	-

Details of Remuneration paid

I. Executive Directors:

Name	Salary/ Commission/ Bonus	Perquisites	Provident Fund/ Retirement Benefits	Appointed as Executive Director from
Mr. Arvind Mahajan	1199477	1129130	NIL	20.04.2009
Smt. Rashmi Mahajan	1248036	49662	NIL	01.04.2010
Mr. Akhil Mahajan	1248036	17060	NIL	01.09.2006
Mr. Abhay Mahajan	1128036	39927	NIL	02.04.2007

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

II. Non-executive Directors:

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

(5) Share Transfer cum Investors Grievance Committee

Your company has a Share Transfer cum Investors Grievance Committee to look into the redressal of shareholders and investors grievances/complaints under the Chairmanship of Sh. Anirudh Khullar, Non Executive director of the company along with other 3 members Smt Rashmi Mahajan; Sh Arvind Mahajan and Sh. Akhil Mahajan. The share transfer committee considers share transfer approvals once in a fortnight. However since there were no transfers in some of the fortnights, twelve meetings of the Share Transfer Cum Investor Committee were held during the year. As on 31st March 2010 there were no equity shares pending for transfer.



UNIROYAL INDUSTRIES LIMITED

Name of Director	Category	Status	No. of Meetings attended
Mr. Anirudh Khullar	NE-I	Chairman	10
Mr. Akhil Mahajan	E-NI	Member	11
Mr. Arvind Mahajan	E	Member	11
Mrs. Rashmi Mahajan	E	Member	11

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

(6) Code of conduct

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

(7) Management Discussion & Analysis Report

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

(8) General Body Meetings :

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

Year	Location	Time	Date
2006-07	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	27.09.2007
2007-08	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	30.09.2008
2008-09	Hotel Parbhat Inn, Sector 10, Panchkula, Haryana.	10.00 a.m.	30.09.2009

(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.

(9) Disclosures:

- a) Disclosures on related party transactions are given as per Para 13 of Schedule 'U' Notes of Accounts to Balance sheet. The company has entered into transactions with inter related parties for sale & purchases of materials. The terms & conditions and prices at which these transactions were made are reasonable having regard to prevailing market prices at the relevant times. Adequate care was taken to ensure that the potential conflict of interests did not harm the interests of the Company at large.
- b) No penalty of strictures has been imposed on the company by the stock exchanges or SEBI or any statutory authority on any matter related to capital market, for non-compliance by the company during the last three years.
- c) The company has established a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. No person has been denied access to the Audit committee during the year under report.
- d) The company has complied with all mandatory requirements laid down by the clauses 49. The non-mandatory requirements complied with have been disclosed at the relevant places.

(10) Means of Communication:

The annual, half-yearly and quarterly results are 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.

(11) General Shareholder Information:

- (a) 17th Annual General Meeting to be held on 30th September, 2010
- (b) Financial Calander (Tentative)

S.No.	Particulars	Date
1	Financial year ending	31st March 2011
2	1st Quarter Results	On or before 31st July, 2010
3	2nd Quarter Results and half yearly results	On or before 31st October, 2010
4	3rd Quarter Results	On or before 31st January, 2011
5	4th Quarter Results	On or before 30th April, 2011
6	AGM for the period ending 31.03.2011	On or before 30th September, 2011

- (c) **Date of Book Closure :**
From 27th September, 2010 to 30th September, 2010 (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



UNIROYAL INDUSTRIES LIMITED

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

	MONTH (RS.)		MARKET PRICE		BSE INDEX
	High	Low	High	Low	
April, 2009	5.49	3.55	11492.10	9546.29	
May, 2009	6.06	4.20	14930.54	11621.30	
June, 2009	5.79	4.38	15600.30	14016.95	
July, 2009	5.38	4.30	15732.81	13219.99	
August, 2009	5.70	4.60	16002.46	14684.45	
September, 2009	5.69	4.65	17142.52	15356.72	
October, 2009	6.48	4.35	17493.17	15805.20	
November, 2009	6.49	5.18	17290.48	15330.56	
December, 2009	7.00	5.50	17530.94	16577.78	
January, 2010	7.90	5.60	17790.33	15982.08	
February, 2010	6.84	5.11	16669.25	15651.99	
March, 2010	6.00	4.70	17793.01	16438.45	

(h) Registrar & Transfer Agents:

M/s Link Intime India Private Ltd.
A-40, 2nd Floor, Near Batra Banquet Hall,
Naraina Industrial Area, Phase -II,
New Delhi-110028

(i) Share Transfer System:

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

(j) Distribution of Shareholding:

(a) Distribution of equity Shareholding as on 31.03.2010 is as below:

Shareholding of Nominal value (Rs.)	No. of Shareholders	%	No. of Shares	%
Upto 2500	6668	80.058	726152	8.782
2501-5000	687	8.248	291832	3.529
5001-10000	487	5.847	431650	5.220
10001-20000	239	2.869	391581	4.736
20001-30000	77	0.924	207333	2.507
30001-40000	31	0.372	108615	1.314
40001-50000	29	0.348	139364	1.685
50001-100000	65	0.780	486749	5.887
100001 & above	46	0.552	5485444	66.340
Total	8329	100.00	8268720	100.00

(b) Pattern of Shareholding as on 31.03.2010 is given below:

Category of Shareholders	No. of Shares Held	%
Promoters	3335228	40.33
Financial Institutions, Bank and Mutual funds	9000	0.11
Private Bodies Corporate	1599348	19.34
NRIs, Foreign Nationals, OCBs, And FIIs	133018	1.61
Indian Public	3192126	38.61
Total	8268720	100.00

(k) Dematerialisation of Shares & Liquidity:

The shares of the company are in compulsory demat segment and are available for trading in the depository system of both National Securities Depository Limited and Central Depository Services (India) limited. As on 31st March, 2010, 42,14,270 equity shares of the company forming 50.97 percent of the share capital of the company, stand dematerialized.

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

(m) Location of Plant: 365, Industrial Estate, Phase II
Panchkula (Haryana)-134113

(n) Address for Correspondence: 365, Industrial Estate, Phase II
Panchkula (Haryana)-134113

12. Compliance Certificate from Auditors of the Company:

To,
The Members of Uniroyal Industries Limited,

We have examined the compliance of conditions of Corporate Governance by M/s Uniroyal Industries Limited for the year ended on 31st March, 2010 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: 28th May, 2010

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

SE INDEX
0
5
9
5
72
20
56
78
08
99
45

transfer agents for
The Share Transfer
transfer of shares on
10 days from the date

%
8.782
3.529
5.220
4.736
2.507
1.314
1.685
5.887
66.340
100.00



UNIROYAL INDUSTRIES LIMITED

13. **Declaration under Clause 49 (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.

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

Place: Panchkula
Date: 28th May, 2010

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

14. **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, 2010 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) I 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 I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and steps I 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: 28th May, 2010

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



Management Discussion and Analysis

♦ **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 the advent of globalization and elimination of quota from textile sector, there has been a tremendous increase in demand on suppliers to provide value added products and services. This has resulted into host of opportunities for the Indian textile and garment industry. The competition has been multiplied and risk factor also increased. With a combination of factors like inherent strength to deal with competition, positive govt. support, lowering of costs and reforms in duties and labour, all contributes for boosting exports that will help the company to enhance its value and increase the profits in the years to come.

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

♦ **Threats, 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:** Already discussed in Directors' Report

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

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

REPORT

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

To
The Members
Uniroyal Industries Limited,

Your directors have great pleasure in presenting their 17th Annual Report on the business and operations of your company together with Audited Statement of Accounts of the company for the Financial Year ended 31st March, 2010 and the Auditor's Report thereon.

FINANCIAL RESULTS

(Rs. In Lacs)

Particulars	Consolidated		Standalone	
	Financial Year Ended	Financial Year Ended	Financial Year Ended	Financial Year Ended
	31.03.10	31.03.09	31.03.10	31.03.09
Sales/Income from operations	3840.76	3138.20	1048.67	928.46
Other operating Income	160.93	36.33	154.38	32.13
Total Income	4001.69	3174.53	1203.05	960.59
Total Expenditure	3532.16	2894.49	793.81	714.28
Interest	118.96	113.42	72.59	85.66
Gross Profit after interest but before Depreciation & Tax	350.57	166.62	336.65	160.65
Depreciation	159.04	149.90	153.02	149.38
Profit Before Tax	191.53	16.72	183.63	11.27
Provision for Tax				
-Income Tax	34.12	12.20	32.51	11.85
-FBT	0.00	5.03	0.00	4.56
-Tax Adjustments	1.18	3.59	0.94	3.59
-Deferred Tax Liability	(3.53)	(7.62)	(4.40)	(9.12)
Net Profit	159.76	3.52	154.59	0.39
Proposed Dividend	0.00	0.00	0.00	0.00
Carried to Balance Sheet	159.76	3.52	154.59	0.39
Paid up equity share capital	826.87	826.87	826.87	826.87
Reserves & Surplus	253.20	93.44	245.25	90.67

REVIEW OF OPERATIONS

Sales and income from operations increased from Rs. 928.46 lacs to Rs. 1048.67 lacs thereby registering an increase of 12.95%. Profit after tax increased from Rs. 0.39 lacs to Rs. 154.59 lacs due to higher turnover and share of profits earned received from Uniroyal Builders and Developers. Consolidated total income increased from Rs. 3174.53 lacs to Rs. 4001.69 lacs i.e an increase of 26.05%.

Company is implementing an expansion project with an outlay of Rs. 640 lacs. Project has been financed by way of term loan of Rs. 480 lacs by our existing bankers State Bank of India. Margin requirement has been met through internal accruals. Enhanced capacity is likely to come into operation by end of second quarter of this fiscal 2010-11. Company expects to do better both in terms of turnover and profitability in the current year.

LISTING STATUS OF SHARES

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



DIRECTORATE

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

Mr. Akhil Mahajan, Mr. Abhay Mahajan and Mr. K K Malik would retire by rotation as directors of the company at the forthcoming Annual General Meeting and being eligible they offered themselves for re-appointment as directors of the company.

The Board recommends the appointment of Mr. Akhil Mahajan, Mr. Abhay Mahajan and Mr. K K Malik as directors of the company liable to retire by rotation.

The tenure of Mrs. Rashmi Mahajan as Executive Director of the company expired on 30.06.2010. She was again re-appointed as Executive Director of the company w.e.f.01.04.2010 in the Board Meeting held on 15.03.2010. Her appointment is subject to the approval of the shareholders by way of Special Resolution in the Annual General Meeting. The same is therefore being placed before the shareholders in the forthcoming Annual General Meeting.

The salary of Mr. Arvind Mahajan Managing Director of the company was enhanced from 01.04.2010 in the Board Meeting held on 15.03.2010. The increase is subject to the approval of the shareholders by way of Special Resolution in the Annual General Meeting. The same is therefore being placed before the shareholders in the forthcoming Annual General Meeting

AUDITORS REPORT

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

AUDITORS

M/s AG P R S & Associates, Chartered Accountants, are the present Auditors of the company. Pursuant to section 224 of the Companies Act, 1956, they would retire as auditors at the forthcoming 17th Annual General Meeting of the company. Being eligible they have offered themselves for re appointment

The Board recommends their re appointment as auditors of the company for the financial year 2010-11.

CORPORATE GOVERNANCE

Your directors reaffirm their continued commitment to the high standards of Corporate Governance. Your company firmly believes in maintaining and implementing the Corporate Governance Practices prescribed by SEBI and clause 49 of the Listing Agreement with the Stock Exchanges. A detailed report on compliance of Corporate Governance and management's discussion and analysis as stipulated in Clause 49 of the listing agreement is enclosed and forms part of this report. In line with the said provisions, the company has obtained a certificate from the auditors of the company, which is annexed and forms part of this report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

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

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

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

ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

PERSONNEL AND INDUSTRIAL RELATIONS

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

ACKNOWLEDGEMENT

The Board of Directors wish to place on record the efforts and dedicated services extended by the employees at all levels and the support received at all times from customers, suppliers, agents, and general public and for their confidence reposed in the management

Your Directors are also grateful to the Central and State Government Authorities and Company's Bankers for their continued assistance and support. The Directors also express their sincere thanks to all the Shareholders for the continued support and trust they have reposed in the management

For and on behalf of the Board

Sd/-
(Arvind Mahajan)
Managing Director

Place : Panchkula
Dated : 28.05.2010



UNIROYAL INDUSTRIES LIMITED

ANNEXURE-A

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

A. POWER AND FUEL CONSUMPTION

Particulars	Current Year 2009-10	Previous Year 2008-09
1. Electricity		
(a) Purchased Unit	11,22,720 Units	11,74,737 Units
Total Amount	Rs. 52,59,558	Rs. 53,44,523
Rate/Unit	Rs. 4.68	Rs. 4.55
(b) Own Generation		
(i) Thru Diesel Generator		
Unit	3,12,480 Units	2,39,680 Units
Units Per Ltr. of Diesel	2.80	2.80
Cost/Unit	Rs. 11.26	Rs. 11.60
(ii) Through Steam Turbine	NIL	NIL
2. Coal (specify Quality and where used)		
Quantity (Tonnes)	NIL	NIL
Total Cost	NIL	NIL
Average Rate	NIL	NIL
3. Furnance Oil		
Quantity (K.Ltr.)	NIL	NIL
Total Amount	NIL	NIL
Average Rate	NIL	NIL
4. Others Internal Generation		
(Please Give Details)		
Quantity	NIL	NIL
Total Cost	NIL	NIL
Rate/Unit	NIL	NIL

B. CONSUMPTION PER UNIT OF PRODUCTION

Particulars	Standards (if any)	Current Year 2009-10	Previous Year 2008-09
Production	Narrow Fabrics		
	/Woven Lables((in Pieces)	1650.24 lacs	1632.20 lacs
Electricity	None	8.70 Units/1000 pcs	8.70 Unit/1000 pcs
Furnance Oil	N.A.	N.A.	N.A.
Coal	N.A.	N.A.	N.A.
(Specify Quality)			
Others (Specify)	N.A.	N.A.	N.A.

C. TECHNOLOGY ABSORPTION

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

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

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

- 2. Total foreign exchange dealing**

	<u>Current Year</u> 2009-10 (Rs.)	<u>Previous Year</u> 2008-09 (Rs.)
CIF value of imports/consumables	30,27,980	4,36,975
CIF value of imports/capital goods	NIL	NIL
Expenditure in foreign Currency	6,00,341	8,97,365
Earning in foreign currency	14,22,891	10,29,864

Previous Year
2008-09

11,74,737 Units
Rs. 53,44,523
Rs. 4.55

2,39,680 Units
2.80
Rs. 11.60
NIL

NIL
NIL
NIL

NIL
NIL
NIL

NIL
NIL
NIL

Previous Year
2009

20 lacs
Unit/1000 pcs

with the foreign or



UNIROYAL INDUSTRIES LIMITED

AUDITORS' REPORT

To
The Members,
Uniroyal Industries Limited.

We have audited the attached Balance Sheet of UNIROYAL INDUSTRIES LIMITED as at 31st March, 2010, the Profit and Loss Account of the company for the year ended on that date and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Sub-Section 4A of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in Paragraph 4 and 5 of the said order. On the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.
Further to our comments in the annexure referred to above, we report that:
2. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
3. In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
4. The Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.
5. In our opinion, the Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956.
6. On the basis of the written representations received from the directors of the company as on March 31, 2010 and taken on record by the Board of Directors of the company, we report that none of the director is disqualified as on 31st March 2010 from being appointed as a director of the company under clause (g) of sub-section (1) of Section 274 of the Companies, 1956.
7. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit and Loss account read together with notes there on in Schedule 'U', give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - a) in so far as it relates to the Balance Sheet of the state of affairs of the Company as at 31st March, 2010 and
 - b) in so far as it relates to the Profit and Loss Account of the profits of the Company for the year ended on that date.
 - c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Place : Panchkula
Dated: May 28, 2010

AGPRS & ASSOCIATES
Chartered Accountants.
Sd/-
Atul Seth
Partner
Firm Regn. No. 006943N

ANNEXURE

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

- a) The company records showing full particulars including the quantitative details of Fixed Assets requires updation. There are some vehicles in name of director and erstwhile company i.e Sidhartha Textiles Mills Limited which was subsequently merged with the company. These vehicles have not yet been transferred in the name of company.
 - b) As explained to us that the management has verified the major fixed assets of the company in a phased manner, designed to cover all assets over a period of three years, which in our opinion is reasonable having regard to the size of the company and nature of its assets. No material discrepancies were noticed on such verification.
 - c) As per the information and explanations given to us no substantial part of the fixed assets have been disposed off during the year, which affect the ability of the company to continue as a going concern.
- (ii) a) The stock of Finished Goods, Stores, Spare Parts and Raw Material lying in the factory (other than stock in transit) have been Physically verified by the management during /at the year-end. In our opinion and according to information and explanations given to us the frequency of physical verification is reasonable.
 - b) In our opinion and according to the information and explanations given to us, the procedures of the physical verification of stock followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) In our opinion and according to the information and explanations given to us the company is maintaining proper records of its inventories and the discrepancies noticed on such physical verification between the physical and book stock were not material and have been adequately dealt with in the books of accounts.
- (iii) a) The company had accepted deposits from eleven persons covered in register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 200.66 lacs and the year end balance of loans taken from such parties was Rs. 206.32 lacs.
 - b) In our opinion and according to the information and explanations given to us the rate of interest and other terms and conditions on which loans have been taken from / granted to companies firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956 are not prime facie prejudicial to the interests of the company.
 - c) The company is regular in repaying the principal amounts as stipulated and has been regular in the payment of interest. The parties have repaid the principal amounts as stipulated and have been regular in the payment of interest.
 - d) As per the information and explanations given to us, there is no overdue loan amount taken from or granted to companies firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
- iv) In our opinion, and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business



UNIROYAL INDUSTRIES LIMITED

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

- (v) a) According to the information and explanations given to us, we are of the opinion that the transactions that needed to be entered in the register maintained in pursuance of section 301 of the Companies Act, 1956 have been so entered.
- b) In our opinion and according to the information and explanations given to us, there are transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 which are exceeding the value of Rs 5 lacs and these transactions have made at price which are reasonable having regard to the prevailing market price at the relevant time.
- (vi) In our opinion and according to information and explanations given to us, the Company has complied with the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposit) Rules, 1975 with regard to the deposits accepted from the public. As per information given to us, no order has been passed by the Company Law Board which requires compliance by the company.
- (vii) The company has its own internal audit system which in our opinion is commensurate with its size and nature of the business.
- (viii) In our opinion and according to information and explanations given to us Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) a) The company is regular in depositing with appropriate authorities the undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty & Cess were in arrears, as at 31st March, 2010 for a period of more than six months from the date they become payable.
- c) According to information and explanations given to us, the dues of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Cess, Excise Duty & Service Tax which have not been deposited on account of disputes are as under :

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

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

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

Place : Panchkula.
Dated: May 28, 2010

AGPRS & ASSOCIATES
Chartered Accountants.
Sd/-
Atul Seth
Partner
Firm Regn. No. 006943N



UNIROYAL INDUSTRIES LIMITED

BALANCE SHEET AS AT 31st MARCH 2010

Particulars	Schedule	31st March, 2010	31st March, 2009
SOURCES OF FUNDS			
1. SHARE HOLDERS FUND			
(a) Share Capital	A	82687200	82687200
(b) Reserves & Surplus	B	24525172	9066655
Total Rs.		107212372	91753855
2. LOAN FUND			
(a.) Secured Loans	C	43989772	50587645
(b) Unsecured Loans	D	18841399	20337322
Total Rs.		62831171	70924967
3. DEFERRED TAX LIABILITY/(ASSET)		16457546	16897590
Grand Total Rs.		186501089	179576412
APPLICATION OF FUNDS			
1. FIXED ASSETS	E		
(a.) Gross Block		233369603	222817657
(b.) Less: Depreciation		105591069	90289125
(c.) Net Block		127778534	132528532
(d.) Capital Work in Progress		1850000	816131
Total Rs.		129628534	133344663
2. INVESTMENTS	F	28314292	23094017
3. CURRENT ASSETS, LOANS AND ADVANCES			
(a.) Inventories	G	8840112	8502540
(b.) Sundry Debtors	H	28461105	17794344
(c.) Cash and Bank Balances	I	4652911	5250352
(d.) Other Current Assets	J	2611445	2603860
(e.) Loans & Advances	K	7981769	6611976
		52547342	40763072
Less: CURRENT LIABILITIES AND PROVISIONS			
(a) Liabilities	L	18950333	14264867
(b) Provisions	M	5038746	3360473
		23989079	17625340
Net Current Assets Rs.		28558263	23137732
Grand Total Rs.		186501089	179576412
Notes to Accounts	U		

Sd/-
(ARVIND MAHAJAN)
Managing Director

Sd/-
(AKHIL MAHAJAN)
Executive Director

As per our attached report of even date
AG P R S & Associates.
Chartered Accountants

Sd/-
Atul Seth
Partner
Firm Regn. No. 006943N

Place : Panchkula
Date : 28th May 2010

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

31st March, 2009

82687200
9066655
91753855

50587645
20337322

70924967
16897590
179576412

222817657
90289125
132528532
816131
133344663

23094017

8502540
17794344
5250352
2603860
6611976
40763072

14264867
3360473

17625340
23137732
179576412

Particulars	Schedule	31st March, 2010	31st March, 2009
INCOME			
Sales of Products (Gross)	N	104866810	92846130
Sales of Products (Net)		104866810	92846130
Other Income	O	15437922	3212997
Increase/(Decrease) in Stock	P	(139120)	(5409194)
Total Rs.		<u>120165612</u>	<u>90649933</u>
EXPENDITURE			
Manufacturing Expenses	Q	48919567	38825040
Administrative & Other Expenses	R	26794525	24299925
Selling & Distribution Expenses	T	3527428	3314831
Total Rs.		<u>79241520</u>	<u>66439796</u>
Profit before Interest & Depreciation		40924092	24210137
Financial Expenses	S	7258956	8566314
Profit before Depreciation		33665136	15643823
Depreciation		15301944	14937718
Profit/(Loss) for the year before taxation		18363192	706105
Prior Period Adjustment - Income / (Expense)			
Depreciation		0	447110
Others		0	(25952)
Profit/(Loss) before taxation		18363192	1127263
Provision for tax in earlier years		(93719)	(359292)
Provision for Fringe Benefit Tax		(0)	(455700)
Provision for taxation		(3251000)	(1185000)
Deferred Tax Adjustment - Current Year		440044	911587
Profits after tax		15458517	38858
Profit / (Loss) Brought Forward		(7466403)	(7505261)
Dividend - Interim & Final		0	0
Tax on Dividend		0	0
Profit and Loss account carried over		<u>7992114</u>	<u>(7466403)</u>
Notes to Accounts	U		
Earning Per Share		Rs. Per share	Rs. Per share
Basic		1.87	0.00
Diluted		1.87	0.00
Number of Shares used in computing earning per share			
Basic		8268720	8268720
Diluted		8268720	8268720

As per our Attached report of even date.

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

Sd/-
Arvind Mahajan
Managing Director

Sd/-
Akhil Mahajan
Executive Director

Place : Panchkula
Date : 28th May 2010

Sd/-
(AKHIL MAHAJAN)
Executive Director



UNIROYAL INDUSTRIES LIMITED

31st March, 2010 31st March, 2009

Particulars

SCHEDULE A - SHARE CAPITAL

Authorised Capital	105000000	105000000
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Total Rs.		
Issued, Subscribed And Paid Up Capital	82687200	82687200
82,68,720 (Previous year-82,68,720) Equity shares of Rs. 10/- each		
-22,33,200 Shares of Rs. 10/- each fully paid up have been allotted pursuant to a scheme of Amalgamation, without payments being received in cash		
Total Rs.	82687200	82687200

SCHEDULE B - RESERVES AND SURPLUS

General Reserve	16383058	16383058
Opening balance	0	0
Addition during the year	150000	150000
Securities Premium Account	7992114	(7466403)
Profit and Loss Account	24525172	9066655
Total Rs.		

SCHEDULE C - SECURED LOANS

(a) Term Loans

For Plant & Machinery	20416720	25996724
- From State Bank of India		
Secured by mortgage of immovable & moveable properties both present and future and personal guarantees of the five directors.		

For Vehicles

- From ICICI Ltd	3980379	5592624
secured by way of hypothecation of Cars		
- From Tata Capital	391731	482686
Secured by way of hypothecation of Car - Logan		

(b) Cash Credit

- From State Bank of India	19200942	18515611
Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of five directors.		
Total Rs.	43989772	50587645

SCHEDULE D - UNSECURED LOANS

Deposits From Public	3725740	3169167
Deposits From Directors	15115659	17168155
Total Rs.	18841399	20337322

SCHEDULE 5

Description	G R O S S A D D I T I O N		D E P R E C I A T I O N		N E T A S S E T S	
	As at 1.04.2009	Additions during the year	As at 1.04.2009	During the year	As at 31.03.2010	As at 31.03.2010
Land	3339199	0	0	0	3339199	3339199
Building						
-Factory	14327707	0	14327707	478546	3859594	10468113
-Office	3203876	0	3203876	52223	865920	2337956
Furniture & Fixtures	1821347	0	1821347	103853	0	843806
Plant & Machinery	180875813	10191702	191067515	13144862	91877975	99189540
Electric Installations	1615581	0	1615581	58395	0	1085775
Office Equipments	2973669	127465	3101134	139897	2089612	1011522
Computers	550824	124429	675253	24108	325792	349461
Miscellaneous Assets	11250	0	11250	588	0	10503
Vehicles	14098391	108350	14206741	1299472	4632092	9574649
Total	222817657	10551946	233369603	15301944	0	12778534

Figures for the Previous year 2:19337640 4978865 -1498848 222817657 76724056 14937718 -1372649 90289125 132528532 142613584



UNIROYAL INDUSTRIES LIMITED

Particulars	31st March, 2010	31st March, 2009
LONG TERM		
1. IN SHARES (OTHER THEN TRADE)		
Quoted	1510404	1510404
2. IN SUBSIDIARY COMPANIES (Trade)		
Unquoted		
16,50,000 Equity Shares of Rs. 10/- each fully paid up in A M Textiles & Knitwears Ltd	16500000	16500000
3. IN MUTUAL FUND (Non Trading)		
Unquoted	0	1000000
4. INVESTMENTS IN IMMOVABLE PROPERTY (Non Trading)		
Flat at Baddi	0	1375000
5. INVESTMENTS IN ASSOCIATED FIRMS (Non Trading)		
Uniroyal Builders & Developers	10003888	2408613
Uniroyal Builders & Promoters	300000	300000
Total Rs.	28314292	23094017

INVENTORIES

(As prepared, valued & certified by the management)

1. Stock in Trade		
(a) Raw Materials	7517623	7088699
(b) Semi Finished Products	413000	655250
(c) Finished Goods	177395	216973
(d) Labels Trading	142708	0
2. Packing Materials	83214	49647
3. Stores & Spares	359922	407394
4. Fuel	109792	59700
5. Printing & Stationery	36458	24877
Total Rs.	8840112	8502540

SUNDRY DEBTORS

(Unconfirmed and unsecured but considered good)

Due for over six months	1847417	5842726
Others	26613688	11951618
Total Rs.	28461105	17794344

SCHEDULE CASH & BANK BALANCES

(a) Cash/Imprest Balance	441413	508838
(b) Bank Balance with schedule banks	4211498	4741514
Total Rs.	4652911	5250352

OTHER CURRENT ASSETS

Commission Receivable	1681322	1533026
Claim Under Technology Up gradation Fund Scheme (TUFS)	786141	977810
Interest Receivable	64502	35105
Rent	70000	22000
Duty Drawback Receivable	0	26840
Tata Capital Ltd	9480	9079
Quantity Discount and Rate Difference Receivable	0	0
Total Rs.	2611445	2603860

31st March, 2010 31st March, 2009

SCHEDULE L: LOANS & ADVANCES

Loans and Advances		
(Secured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	1277948	107606
- Staff	371500	188941
- Capital Goods	564200	859815
Pre-paid Expenses	464312	465602
With Income Tax Department	3248585	2907113
Securities & Deposits with Government	2055224	2082899
Departments & Other Agencies		
Total Rs.	7981769	6611976

SCHEDULE M: CURRENT LIABILITIES

Sundry Creditors for		
- Goods/Expenses	12184532	8139533
-Others	329432	1024517
Other Liabilities	2970076	2895955
Expenses Payable	3466293	2204862
Total Rs.	18950333	14264867

SCHEDULE N: PROVISIONS

Provision for Leave Encashment	818514	469776
Provision for Gratuity	969232	1249997
Provision for Taxation		
- Income Tax	3251000	1185000
-Fringe Benefit Tax	0	455700
Total Rs.	5038746	3360473

SCHEDULE O: SALES

Sales	104866810	92846130
Total Rs.	104866810	92846130

SCHEDULE Q: OTHER INCOME

Other Income	15437922	3212997
Total Rs.	15437922	3212997

SCHEDULE P: (INCREASE)/DECREASE IN STOCKS

Stock at Close		
Finished Goods	177395	216973
Semi Finished Goods	413000	655250
Traded Goods	142708	0
Total Rs	733103	872223
Opening Stock		
Finished Goods	216973	653877
Semi Finished Goods	655250	661750
Traded Goods	0	4965790
Total Rs.	872223	6281417
Increase / (Decrease)	(139120)	(5409194)



UNIROYAL INDUSTRIES LIMITED

Particulars	31st March, 2010	31st March, 2009
MANUFACTURING EXPENSES		
Raw Material Consumed	7088699	6650402
Opening Stock	20461263	19000611
Add : Purchases	(7517623)	(7088699)
Less: Closing Stock	<u>20032339</u>	<u>18562314</u>
Total Rs.	12387950	8634724
Purchase of Traded Goods	5116455	1917868
Stores & Spares Consumed	8729534	8105095
Power & Fuel	1567044	846583
Repairs - Plant & Machinery	187679	153366
Repairs - Building & Others	898566	605090
Other Manufacturing Expenses	<u>48919567</u>	<u>38825040</u>
Total Rs.		
GENERAL ADMINISTRATIVE & OTHER EXPENSES		
Salaries, Wages & Bonus	11386280	10780669
Contribution to Provident & Other Funds	1019868	987732
Retirement Benefits	1112200	194828
Workmen & Staff Welfare Expenses	609823	371083
Rent	358000	446000
Director's Remuneration	6018008	5171320
Rates & Taxes	61387	99350
Insurance	306790	431520
Auditor's Remuneration	59286	54946
Travelling & Conveyance		
- Director's Travelling	1507438	715033
- Other's Travelling	560747	601338
Other Administrative Expenses	3794698	4446106
Total Rs.	<u>26794525</u>	<u>24299925</u>
FINANCIAL EXPENSES		
Bank Charges	363301	218666
Interest		
- Term Loans	2563148	3671875
- Working Capital	1765772	2197685
- Others	2143235	2220680
Hedging Premium	423500	257408
Total Rs.	<u>7258956</u>	<u>8566314</u>
SALES EXPENSES & DISTRIBUTION EXPENSES		
Freight & Forwarding	1887152	1670858
Advertisement & Publicity	6936	10011
Packing Expenses	1139692	861929
Discount & Commission	389700	638776
Sales Promotion	103948	133257
Total Rs.	<u>3527428</u>	<u>3314831</u>

NOTES ON ACCOUNTS

ACCOUNTING STANDARDS COMPLIANCE

a) System of Accounting

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

b) Inventories

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

c) Fixed Assets & Depreciation

Fixed Assets

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

Depreciation

- v) The Company has provided depreciation on the straight line method as per the provisions of Schedule XIV of the Companies Act 1956.
- vi) Depreciation has been provided in respect of addition to / deletions from Fixed Assets, on prorata basis with reference to the date of addition / deletion of the assets.

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

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

e) Accounting for Government Grants

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

f) Accounting for investments

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



UNIROYAL INDUSTRIES LIMITED

g) Accounting for Retirement benefits

- a. Provident Fund contribution in respect of employees are made to Government as per the Provident Fund Act.
- b. Retirement benefits as to Gratuity to its employees are accounted in accordance with Accounting Standard (AS 15) issued by the Institute of Chartered Accountants of India on the basis of actuarial valuation.
The actuarial gains or losses are recognised immediately in the profit and loss account. Contributions towards the defined contribution plans are recognised in the profit and loss account on accrual basis.

h) Borrowing cost

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

i) Segment reporting

Company operates in one segment.

j) Accounting for taxes on income

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

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

2. Contingent Liabilities

Contingent Liabilities Not Provided for

	Current Year	Previous Year
Claims against the company not acknowledged as debt :	Nil	Nil
Uncalled Liabilities on shares partly paid up :	Nil	Nil
Arrears of Fixed Cumulative Dividend :	Nil	Nil
Estimated amount of contracts remaining to be executed on capital account and not provided for:	Nil	Nil
Other money for which the company is contingently liable :		

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

- 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 526022/- (Previous year- Rs. 104518/-) due to Micro/Small/Medium enterprises. There is no undertaking from whom amount outstanding for more than 30 days in respect of small scale undertakings where such dues exceeds Rs.1 lac. (Previous year- Nil)

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

6. The amount of exchange differences	Current Year	Previous Year
(a) Included in Profit & Loss account of the year on account of receivable and payables : Net	4827	10313
(b) Adjusted in carrying amount of fixed assets	0	0
(c) In respect of forward exchange contract to be recognised as an expense in the current year	423500	257408
(d) In respect of forward exchange contract to be recognised as an expense in the subsequent years	0	7849

7. Following items are being carried in the name of the erstwhile company i.e. Sidharta Textile Mills Ltd. which was subsequently merged with the company :
Fixed Assets - Vehicles (Santro and Honda CRV) included in the fixed assets schedule 'E' having WDV as on 31.3.2010 amounting to Rs. 9.50 lacs

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

Fixed Assets - Vehicles (Innova) included in the fixed assets schedule 'E' having WDV as on 31.3.2010 amounting to Rs.5.60 lacs

9. The effect of profit / loss (if any) in case of investment in the following Partnership Firms for the period from the availability of the audited financial statements upto the date of the Annual Accounts i.e. 31.3.2010 have not been considered in these financial statements as the same are not available with the company:
In case of Uniroyal Builders & Promoters w.e.f 1.4.2007.

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

(a) To the Managing Director & Whole time Directors	Current Year	Previous Year
Salary/Commission/Allowances	4809589	4196288
Perquisites	525219	353032
Rent Free Accomodation	683200	622000
Total	<u>6018008</u>	<u>5171320</u>

(b) To other Directors	0	0
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11. Foreign exchange derivatives and exposures outstanding as at the Balance Sheet date :
Nature of Instrument

A) Hedged Foreign Currency Exposure on:

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



UNIROYAL INDUSTRIES LIMITED

B) Unhedged Foreign Currency Exposure on:

i) Payable	29856.74CHF (INR 1301753)	NIL NIL
ii) Receivable	312.50 USD (INR 13834)	359 USD (INR18040)

12. Employee Benefits

The Company has adopted Accounting Standard 15 (Revised) on accounting for Employee Benefits by the Institute of Chartered Accountants of India and has accounted the liability and planned assets on the basis of actuarial valuation during the year company took gratuity policy form SBI Life Insurance Co. Ltd. and contributed Rs. Five Lacs.

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

Defined Contribution Plan : (EPF)

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

Current Yr.	Previous Yr.
672026	632124

Defined Benefit Plan: (Gratuity)

Amount recognised in the balance sheet :

	Current Yr.	Previous Yr.
Present value of funded obligations	1469232	1249997
Fair value of plan assets	500000	0
Net liability	969232	1249997

Principal actuarial assumptions at the balance sheet date:

Discount rate	8% P. A.	8% P. A.
Salary Escalation	5 %	6 %
Salary Considered	Basic	-
Mortality table	IALI (1994-96)ultimate	LIC (1994-96) ULTIMATE
Actuarial Valuation Method	Projected Unit Credit Method	-
Ceiling	Rs. 350000	Rs. 350000

13. Related Party disclosures as per AS-18

a) List of related & Associated parties

Name of Party	Relationship
Uniroyal Builders & Developers	Partnership Investment of 50% Share of the Company
Uniroyal Builders & Promoters	Partnership Investment 25% Share of the Company
A M Textiles & Knitwears Ltd.	100% subsidiary company

b) Key management personnel

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

c) Outstanding Balances

	Current Yr.	Previous Yr.
Due to Directors (Remuneration)	1233384	199592
Due to Directors (Unsecured Loan)	15115659	17168155
Due to (from) Uniroyal Builders & Developers	(10000)	675000
Due to (from) A.M Textiles and Knitwears Ltd	(1300763)	0

Capital in Uniroyal Builders & Developers	10003888	2408613
Capital in Uniroyal Builders & Promoters	300000	300000
Capital in A M Textiles & Knitwears Ltd	16500000	16500000

● Transactions/consideration during the year

Party	Relation	Nature of Transaction	Current Yr.	Previous Yr.
Mr. P.C. Mahajan	Director	Rent Paid	683200	622000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/ Perquisites/Allowance	1614548	1353923
Mrs. Rashmi Mahajan	Executive	Salary/Commission/ Perquisites/Allowance	1294199	1097199
Mr. Akhil Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1261597	1121803
Mr. Abhay Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1164464	976395
Uniroyal Builders & Developers	Partnership	Rent Received	108794	106800
Uniroyal Builders & Developers	Partnership	Share of Profit received	10930275	15539
Uniroyal Builders & Developers	Partnership	Investment during the year	(3335000)	1310000
Uniroyal Builders & Developers	Partnership	Purchase(Refund) of Flat	(1375000)	1375000
A M Textiles & Knitwears Ltd	Subsidiary Co.	Rent Received	43518	48000
A M Textiles & Knitwears Ltd	Subsidiary Co.	Investment in Shares	0	16000000
A M Textiles & Knitwears Ltd	Subsidiary Co.	Purchase of Yarn	1420829	870503
A M Textiles & Knitwears Ltd	Subsidiary Co.	Sale of Yarn	45872	0

14. Auditor's Remuneration	Current Yr.	Previous Yr.
Auditors Expenses	14064	12409
Payment to Auditors - Certification Etc	6617	3932
Audit Fee	38605	38605
Total Rs.	<u>59286</u>	<u>54946</u>

15. Value of Raw Material Consumed	Current Yr.	Previous Yr.
	Qty. KG.	Qty. KG.
Polyster Yarn	95446	20032339
	Value	Value
	20032339	98991
		18801484

16. Sale of Raw Material				
Polyster Yarn	1784	345551	462	102687

17. Value of Imports calculated on CIF	Current Yr.	Prev. Yr.
Import of Machinery	0	0
Import of Raw Material, Stores and Spares	3889568	603426

18. Expenditure in Foreign Currencies during the financial year.				
Stores	in Rupee	215723	148346	
	Euro	3085	2327	
	in Rupee	440803	244987	
	US\$	9272.77	5394	
	in Rupee	2371454	43642	
	Swis Franks	53010.89	1051	



UNIROYAL INDUSTRIES LIMITED

19. Amount remitted in foreign currencies on account of :-

Dividends.	Nil	Nil
Expenditure Travelling	881962	21064
Earnings in foreign exchange - Exports of Goods FOB Value	1422891	1029864

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

(i) CAPACITY AND PRODUCTION

Licensed Capacity	NA		NA	
Installed Capacity in Sq. Mt	602880		602880	
Actual Production at Panchkula	Current Yr.		Prev. Yr.	
	Qty	Value	Qty	Value
Labels (Qty in Pcs.)	165024437	36531617	156119213	30188026

(ii) PURCHASE

(a) Panchkula				
Labels Qty (Pcs.)	15235549	5988670	1683905	643760
(b) Ludhiana				
Yarn (Trading in KG)	0	0	40278	3975658
Knited Cloth (in KG)	0	0	18946	2350206
Labels Qty (Pcs.)	5681067	3234822	1104141	520982

(iii) TURNOVER OF GOODS PRODUCED

Labels Qty (Pcs.)	150991015	96316629	153597907	80406915
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(iv) TURNOVER OF TRADED GOODS

(From Ludhiana)				
Yarn (Trading in KG)	0	0	90128	8455181
Knited Cloth (in KG)	0	0	22318	2795807
Labels Qty (Pcs.)	5518011	4662214	1178771	821308

(iii) OPENING STOCK

(a) at Panchkula				
Labels Qty (Pcs.)	638204	216989	1393600	653587
(b) at Ludhiana				
Yarn (Trading in KG)	0	0	49850	4552755
Knited Cloth (in KG)	0	0	3372	393320
Labels Qty (Pcs.)	0	0	74630	19715

(iv) CLOSING STOCK

(a) at Panchkula				
Labels Qty (Pcs.)	479446	177395	638204	216989
(b) at Ludhiana				
Labels Qty (Pcs.)	163056	142708	0	0

22. Previous Years Figures

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

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

I. Registration Details :

Registration No.	L18101HR1993PLC033167 State Code 05
Balance sheet Date	3/31/2010

■ **Capital raised during the year (amount in thousands) :**

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

■ **Position of mobilisation and deployment of funds (amounts in thousands)**

	Total Liabilities	Total Assets
	186501	186501
Sources of funds		
	Paid up Capital	Reserve & Surplus
	82687	24525
	Share Application Money	Secured Loans
	0	43990
	Unsecured Loans	Deferred Tax Liability
	18841	16458
Application of funds		
	Net Fixed Assets	Investments
	129629	28314
	Net Current Assets	Misc. Expenditure
	28558	0
	Profit & Loss Account	
	0	

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

Turnover	Total Expenditure
120166	101802
Profit/Loss before Tax	Profit/Loss after Tax
18363	15459
(+for Profit () for loss)	
Earning Per Share	Dividend rate%
1.87	0

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

Product Description	(ITC Code)
Labels	58071020

As per our report of even date attached

For A G P R S & Associates
Chartered Accountants
Sd/-
Atul Seth
Partner
Firm Regn. No. 006943N

For and on behalf of Board of Directors
Sd/- Sd/-
Arvind Mahajan Akhil Mahajan
Managing Director Executive Director

Place : Panchkula

Date : 28th May, 2010



UNIROYAL INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010		
		(Amount in Rs.)
Uniroyal Industries Limited		
PARTICULARS	31st March, 2010	31st March, 2009
A	CASH FLOW FROM OPERATING ACTIVITIES	
	NET PROFIT BEFORE TAX AND EXTRAORDINARY ACTIVITIES	18363192
	ADJUSTMENTS FOR :-	1127263
	Depreciation	
	Prior Period Adjustments- Depreciation Written Back	15301944
	Loss on Fixed Assets	14937718
	Misc. Expenses Written Off	0
	Sundry Balance Written Off/Written Back	0
	Dividend Received	249386
	VAT Adjustable	-59847
	Profit Transfer from Uniroyal Builders & Developers	0
	Financial Expenses	-10930275
		7258956
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	8566314
	ADJUSTMENT FOR :-	30183356
	Debtors	25127740
	Inventories	-10916147
	Other Current Assets	-337572
	Loans & Advances	-7585
	Trade Payable	-1369792
		6363739
	Less:- Current Taxes	23915999
	Income Tax Paid	-3251000
	Total (A)	-93719
B	CASH FLOW FROM INVESTING ACTIVITIES	
	Purchase of Fixed assets	20571280
	Disposal of Assets	-11585815
	Misc. Expenses Incurred	0
	Dividend Received	0
	Share of Profit from Uniroyal Builders & Developers	59847
	Investments	10930275
	Total (B)	-5220275
C	CASH FLOW FROM FINANCING ACTIVITIES	
	Short Term Capital Loan - Working Capital & Adhoc Limit	-5815968
	Long Term Capital Loan	-23969595
	Unsecured Loans	685330
	Issue of Share Capital	-7283204
	Less :- Cash outflow from the financing activities	-1495923
	Financial Expenses	0
	Total (C)	-7258956
	Total Cash Inflow During The Year (A) + (B) + (C)	-8566314
	Opening Cash Balance	-15352753
	Total Cash Inflow During The Year	-597441
	Net Cash & Cash Equivalent as on 31.03.2010	2478486
		5250352
		-597441
		2478486
		4652911
		5250352

For A G P R S & Associates
(Chartered Accountants)

Sd/-
(Atul Seth)
Partner
Firm Regn. No. 006943N
Place : Panchkula
Date : 28th May, 2010

For and on behalf of the Board of Directors

Sd/-
(Arvind Mahajan)
Managing Director

Sd/-
(Akhil Mahajan)
Executive Director

DIRECTORS REPORT

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

Dear Members

AM Textiles and Knitwears Limited,

Your directors have pleasure in presenting their 3rd Annual Report together with Audited accounts of the company for the Financial Year ended 31st March, 2010 and the Auditor's Report thereon.

(Rs. in Lacs)

Particulars	Financial Year Ended 31.03.2010	Financial Year Ended 31.03.2009
Sales	2806.76	2218.44
Other Income	7.03	4.68
Total Income	2813.79	2223.12
Total Expenditure	2805.90	2217.67
Profit/(Loss) Before Tax	7.89	5.45
Provision for Tax		
-Current Year	1.85	0.82
-Deferred Tax Liability	0.87	1.50
Net Profit/(Loss)	5.17	3.13
Appropriations		
Carried to Balance Sheet	5.17	3.13
Paid up equity share capital	165.00	165.00

REVIEW OF OPERATIONS

Sales of the company increased from Rs. 2212.54 lacs to Rs. 2806.76 thereby registering an increase 26.51% during the year ended 31st March 2010. Other Income also registered an increase of 50.21% and increased to Rs. 7.03 Lacs from Rs. 4.68 lacs. Profit after tax increased from Rs. 3.13 lacs to Rs. 5.17 lacs. The company expects to do better in the ensuing year.

DIRECTORATE

The Board consists of three directors Mr. Arvind Mahajan, Mr. Akhil Mahajan and Mr. Abhay Mahajan who have varied experience in different disciplines of corporate functioning. Mr. Abhay Mahajan would retire by rotation as director of the company at the forthcoming Annual General Meeting and being eligible has offered himself for re-appointment as directors of the company. The Board recommends the appointment of Mr. Abhay Mahajan as director of the company liable to retire by rotation.

AUDITORS REPORT

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

AUDITORS

M/s A G P R S & Associates, Chartered Accountants, are the present Auditors of the company. Pursuant to section 224 of the Companies Act, 1956, they would retire as auditors at the forthcoming 3rd Annual General Meeting of the company. Being eligible they have offered themselves for re appointment.



A M Textiles & Knitwears Limited

The Board recommends their re appointment as auditors of the company for the financial year 2010-11.

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

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

ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION

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

DIRECTORS' RESPONSIBILITY STATEMENT

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

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

INDUSTRIAL RELATIONS

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

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Dated : 28.05.2010
Place : Panchkula

Sd/-
(Akhil Mahajan)
Director

FIGURE-A

SOURCE OF PARTICULARS WERE DIRECTLY TO CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

Energy consumption

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

FOREIGN EXCHANGE EARNINGS AND OUTGO

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

Company is looking for export opportunity.

Total foreign exchange dealing

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



A M Textiles & Knitwears Limited

To
The members,
Uniroyal Industries Limited.

We have audited the attached Balance Sheet of A M TEXTILES & KNITWEARS LIMITED as at 31st March, 2010, the Profit and Loss Account of the company for the year ended on that date and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that:

1. As required by the Companies (Auditors' Report) Order, 2003 issued by the Central Government of India in terms of Sub-Section 4A of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in Paragraph 4 and 5 of the said order. On the basis of such checks of the books and records of the Company as we considered appropriate and the information and explanations given to us during the course of our audit.
Further to our comments in the annexure referred to above, we report that:
2. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
3. In our opinion, proper books of accounts as required by law have been kept by the company so far as appears from our examination of such books and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
4. The Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report are in agreement with the books of accounts.
5. In our opinion, the Balance Sheet and the Profit and Loss Account and Cash Flow Statement referred to in this report comply with the accounting standards referred to in Section 211(3C) of the Companies Act, 1956.
6. On the basis of the written representations received from the directors of the company as on March 31, 2010 and taken on record by the Board of Directors of the company, we report that none of the director is disqualified as on 31st March 2010 from being appointed as a director of the company under clause (g) of sub-section (1) of Section 274 of the Companies, 1956.
7. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit and Loss account read together with notes there on in Schedule 'U', give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - a) in so far as it relates to the Balance Sheet of the state of affairs of the Company as at 31st March, 2010 and
 - b) in so far as it relates to the Profit and Loss Account of the 'profits of the Company for the year ended on that date.
 - c) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Place : Panchkula
Dated: May, 28, 2010

AG P R S & ASSOCIATES
Chartered Accountants
Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N

ANNEXURE

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

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



A M Textiles & Knitwears Limited

- (viii) In our opinion and according to information and explanations given to us Central Government has not prescribed maintenance of cost records under clause (d) of sub-section (1) of section 209 of the Act.
- (ix) a) The company is regular in depositing with appropriate authorities the undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it.
- b) According to the information and explanations given, to us, no undisputed amounts payable in respect of Income Tax, Sales Tax, Wealth Tax, Custom Duty, Excise Duty & Cess were in arrears, as at 31st March, 2009 for a period of more than six months from the date they become payable.
- c) According to information and explanations given to us, there were no disputed amounts pending deposit in respect of Excise duty, Service Tax, Sales Tax, Income Tax, Custom Duty, Wealth Tax or Cess during the year.
- (x) In our opinion, the accumulated losses of the company are not more than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us the company has not defaulted in repayment of dues to the banks or financial institutions. There are no debentures issued by the company.
- (xii) The company has not granted loans and advances on the basis of the security by way of pledge of Share, Debentures and other Securities.
- (xiii) In our opinion, the company is not a chit fund or a nidhi / mutual benefit fund / society. Therefore, the provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xiv) In our opinion the company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Companies (Auditors Report) Order, 2003 are not applicable to the company.
- (xv) In our opinion, the company has not given guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion, the term loans have been applied for the purpose for which they were raised.
- (xvii) According to information and explanation given to us and on an overall examination of the balance sheet and cash flow statement of the company, we report that no fund raised on short term basis have been used for long term investments.
- (xviii) According to information and explanations given to us, the company has not made any preference allotment of shares to the parties and companies covered in register maintained under section 301 of the companies act, 1956.
- (xix) According to information and explanations given to us, during the period covered by our audit report, the company has not issued any debentures.
- (xx) According to information and explanations given to us, during the period covered by our audit report, the company has not made any public issue.
- (xxi) According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

Place : Panchkula
Dated: May, 28, 2010

AG P R S & ASSOCIATES
Chartered Accountants
Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N

STATE OF PUNJAB
ARVIND SETH & ASSOCIATES
CHARTERED ACCOUNTANTS

Particulars	Schedule	31st March, 2010	31st March, 2009
SOURCES OF FUNDS			
1. SHARE HOLDERS FUND			
(a) Share Capital	A	16500000	16500000
(b) Reserves & Surplus	B	794720	277234
Total Rs.		<u>17294720</u>	<u>1677234</u>
2. LOAN FUND			
(a) Secured Loans	C	36047016	30193559
(b) Unsecured Loans	D	0	0
Total Rs.		<u>36047016</u>	<u>30193559</u>
3. DEFERRED TAX LIABILITY/(ASSET)			
Grand Total Rs.		<u>220570</u>	<u>133940</u>
		<u>53562306</u>	<u>47104733</u>
APPLICATION OF FUNDS			
1. FIXED ASSETS			
(a) Gross Block	E	6349533	6331688
(b) Less: Depreciation		654483	52413
(c) Net Block		<u>5695050</u>	<u>6279275</u>
Total Rs.		<u>5695050</u>	<u>6279275</u>
2. INVESTMENTS			
	F	0	0
3. CURRENT ASSETS LOANS AND ADVANCES			
(a) Inventories	G	33262922	25707000
(b) Sundry Debtors	H	31811018	26401962
(c) Cash and Bank Balances	I	588290	93391
(d) Other Current Assets	J	345832	423588
(e) Loans & Advances	K	653616	828464
		<u>66661678</u>	<u>53454405</u>
Less: CURRENT LIABILITIES AND PROVISIONS			
(a) Liabilities	L	18743842	12895347
(b) Provisions	M	161000	82700
		<u>18904842</u>	<u>12778047</u>
Net Current Assets Rs.		<u>47756836</u>	<u>40676358</u>
4. (a) Miscellaneous expenditure			
(to the extent not written off or adjusted)		110420	149100
Total Rs.		<u>110420</u>	<u>149100</u>
Grand Total Rs.		<u>53562306</u>	<u>47104733</u>

Notes to Accounts

Sd/-
(ARVIND MAHAJAN)
Director

Sd/-
(AKHIL MAHAJAN)
Director

As per our attached report of even date
AG P R S & ASSOCIATES
Chartered Accountants

Place : Panchkula
Dated: May, 28, 2010

Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N

Government has
Section 209 of the Act.
statutory dues,
State Insurance,
material statutory
amounts payable in
were in arrears, as
some payable.
amounts pending
Duty, Wealth Tax or
percent of its net
red by our audit and
the company has not
are no debentures
by way of pledge of
society. Therefore, the
able to the company.
debentures and other
itors Report) Order,
thers from banks or
h they were raised.
ation or the balance
on short term basis
ade any preference
d under section 301
d by our audit report,
d by our audit report,
company has been
& ASSOCIATES
Accountants
Sd/-
Seth
Partner
n. No. 006943 N



A M Textiles & Knitwears Limited

Particulars	Schedule	31st March, 2010	31st March, 2009
INCOME			
Sales of Products (Gross)	N	280676185	221844348
Sales of Products (Net)		280676185	221844348
Other Income	O	702941	468044
Increase/(Decrease) in Stock	P	755922	23809685
Total Rs.		<u>288935048</u>	<u>246122077</u>
EXPENDITURE			
Manufacturing Expenses	Q	280964757	241975653
Administrative & Other Expenses	R	1652668	610529
Selling & Distribution Expenses	T	250361	123985
Total Rs.		<u>282867786</u>	<u>242710167</u>
Profit before Interest & Depreciation		6067262	3411910
Financial Expenses	S	4637068	2775386
Misc. Expenses Written Off		38680	38680
Profit before Depreciation		1391514	597844
Depreciation		602070	52413
Profit/(Loss) for the year before taxation		789444	545431
Prior Period Adjustment - Income / (Expense)			
Depreciation			
Others		0	0
Profit/(Loss) before taxation		789444	545431
Provision for tax in earlier years		(24328)	0
Provision for Fringe Benefit Tax		0	(47700)
Provision for taxation		(161000)	(35000)
Deferred Tax Adjustment - Current Year		(86630)	(149871)
Profits after tax		517486	312860
Profit / (Loss) Brought Forward		277234	(35626)
Profit and Loss account carried over		794720	277234
Notes to Accounts	U		
Earning Per Share		Rs. Per share	Rs. Per share
Basic		0.31	0.34
Diluted		0.31	0.34
Number of Shares used in computing earning per share			
Basic		1650000	913014
Diluted		1650000	913014

Sd/-
(ARVIND MAHAJAN)
Director

Sd/-
(AKHIL MAHAJAN)
Director

As per our attached report of even date

AG P R S & ASSOCIATES
Chartered Accountants

Sd/-
Atul Seth
Partner

Firm Regn. No. 006943 N

Place : Panchkula
Dated: May, 28, 2010

31st March, 2009

844348
844348
468044
009685
122077

975653
610529
123985
710167
111910
775386
38680
597844
52413
545431

0
545431
0
47700
35000
9871
12860
5626
77234

Per share

3014
3014

AJAN)

3 N

Particulars	31st March, 2010	31st March, 2009
SHARE CAPITAL		
Authorised Capital		
17,50,000 (P.Y 17,50,000) Equity Shares of Rs. 10/- each	17500000	17500000
Total Rs.	<u>17500000</u>	<u>17500000</u>
Issued, Subscribed And Paid Up Capital		
16,50,000(Previous Year 16,50,000) Equity Shares of Rs. 10/- each - 100% held by Holding Company Uniroyal Industries Ltd.	16500000	16500000
Total Rs.	<u>16500000</u>	<u>16500000</u>
RESERVE AND SURPLUS		
General Reserve		
Opening Balance		0
Addition during the year	0	0
Profit and Loss Account	794720	277234
Total Rs.	<u>794720</u>	<u>277234</u>
FINANCIAL SECURED LOANS		
(a) Term Loans		
For Vehicles	4426664	5312532
- From Axis Bank		
Secured by way of hypothecation of Car - Audi		
(b) Cash Credit		
- From State Bank of India	31620352	24881027
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 three directors. Cash credit includes WCCL of USD 400000		
Total Rs.	<u>36047016</u>	<u>30193559</u>
FINANCIAL UNSECURED LOANS		
Total Rs.	<u>0</u>	<u>0</u>
FINANCIAL INVESTMENTS		
Total Rs.	<u>0</u>	<u>0</u>
FINANCIAL INVENTORIES		
(As prepared, valued & certified by the management) Stock in Trade		
Yarn Trading (Including stock in transit)	33262922	25707000
Total Rs.	<u>33262922</u>	<u>25707000</u>
FINANCIAL Sundry Debtors		
(Unconfirmed and unsecured but considered good)		
Due for over six months	269192	1515861
Others	31541826	24886101
Total Rs.	<u>31811018</u>	<u>26401962</u>



A M Textiles & Knitweaves Limited

SCHEDULE FIVE ASSETS

Description	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at 01.04.09	Addition	Adjustment	As at 31.03.10	As at 01.04.09	During the Year	Adjustment	W/OFFUPTO 31.03.10	As at 31.03.10	As at 31.03.09
Office Equipment	1890	0	1890	204	140	0	344	1546	1686	
Computer	20950	0	20950	2284	1554	0	3818	17132	18686	
Furniture & Fixture	0	17845	17845	0	1035	0	1035	16810	0	
Vehicles	6308848	0	6308848	49945	599341	0	649286	5659562	6258803	
Total	6331688	17845	6349533	52413	602070	0	654483	5695050	6279275	

Particulars	31st March, 2010	31st March, 2009
SCHEDULE VI: BANK BALANCES		
(a) Cash/Imprest Balance	462237	58302
(b) Bank Balance	126053	35089
with schedule banks	<u>588290</u>	<u>93391</u>
Total Rs.		
SCHEDULE VII: OTHER CURRENT ASSETS		
Quantity Discount and Rate Difference Receivable	345832	423588
Total Rs.	<u>345832</u>	<u>423588</u>
SCHEDULE VIII: LOANS & ADVANCES		
Loans and Advances (Unsecured considered good) Advances recoverable in cash or in kind or value to be received		
With parties for	0	0
- Supplies/Expenses	0	10000
- Others	94401	18078
Pre-paid Expenses	0	462809
Input VAT Recoverable	559215	337577
With Income Tax Department	<u>653616</u>	<u>828464</u>
Total Rs.		
SCHEDULE IX: CURRENT LIABILITIES		
Sundry Creditors for		
- Goods/Expenses	14567036	11793035
- Others	1844459	334832
Other Liabilities	982305	57653
Expenses Payable	1350042	509827
Total Rs.	<u>18743842</u>	<u>12695347</u>
SCHEDULE X: PROVISIONS		
Provision for Taxation		
- Income Tax	161000	35000
- Fringe Benefit Tax	0	47700
Total Rs.	<u>161000</u>	<u>82700</u>
SCHEDULE XI: SALES		
Sales	280676185	221844348
Total Rs.	<u>280676185</u>	<u>221844348</u>
SCHEDULE XII: OTHER INCOME		
Other Income	702941	468044
Total Rs.	<u>702941</u>	<u>468044</u>

A M Textiles & Knitwears Limited

Particulars

31st March, 2010

31st March, 2009

Stock at Close	33262922	
Traded Goods	33262922	25707000
Total Rs		<u>25707000</u>
Opening Stock		
Traded Goods	25707000	1897315
Total Rs.		<u>1897315</u>
Increase / (Decrease)	25707000	23809685
	<u>7555922</u>	<u>23809685</u>
EXPENSES ON INVENTORY		
Purchase of Traded Goods	280964757	241972129
Repairs - Building & Others	0	3524
Total Rs.	<u>280964757</u>	<u>241975653</u>
EXPENSES ON OPERATIONS		
Salaries, Wages & Bonus	662500	270000
Workmen & Staff Welfare Expenses	18699	9645
Rent	204000	144000
Rates & Taxes	3410	3576
Insurance	67668	69590
Auditor's Remuneration	16545	16545
Travelling & Conveyance		
- Director's Travelling	430525	1000
- Other's Travelling	516	188
Other Administrative Expenses	248805	96005
Total Rs.	<u>1652668</u>	<u>610529</u>
EXPENSES ON FINANCING		
Bank Charges	322658	230832
Interest		
- Term Loans	520218	95781
- Working Capital	3121785	2288241
- Others	217817	160532
Hedging Premium	454590	0
Total Rs.	<u>4637068</u>	<u>2775386</u>
EXPENSES ON SALES		
Packing Expenses	240	0
Discount & Commission	226178	112680
Sales Promotion	23943	11305
Total Rs.	<u>250361</u>	<u>123985</u>

31st March, 2009

NOTES FORMING PART OF ACCOUNTS

NOTES ON ACCOUNTS

1. ACCOUNTING STANDARDS COMPLIANCE

(a) System of Accounting

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

(b) Inventories

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

(c) Fixed Assets & Depreciation

Fixed Assets

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

Depreciation

- (v) The Company has provided depreciation on the straight line method as per the provisions of Schedule XIV of the Companies Act 1956.
- (vi) Depreciation has been provided in respect of addition to / deletions from Fixed Assets, on prorata basis with reference to the date of addition / deletion of the assets.

(d) Accounting for Retirement benefits

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

(e) Borrowing cost

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

(f) Accounting for taxes on income

Provision for current tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act, 1961. Deferred tax resulting from timing differences between book and taxable profit is accounted for using the tax rates in force as on the balance sheet date. The deferred tax liability/asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.

25707000
<u>25707000</u>
1897315
<u>1897315</u>
<u>23809685</u>
241972129
3524
<u>241975653</u>
270000
9645
144000
3576
69590
16545
1000
168
96005
<u>610529</u>
230832
95781
2288241
160532
0
<u>2775386</u>
0
112680
11305
<u>123985</u>



A M Textiles & Knitwears Limited

2. Contingent Liabilities

	Curr. Yr.	Prev. Yr.
Contingent Liabilities Not Provided for		
Claims against the company not acknowledged as debt :	Nil	Nil
Uncalled Liabilities on shares partly paid up :	Nil	Nil
Arrears of Fixed Cumulative Dividend :	Nil	Nil
Estimated amount of contracts remaining to be executed on capital account and not provided for:	Nil	Nil
Other money for which the company is contingently liable :		
(i) Guarantees given by banks on behalf of the company	Nil	Nil
(ii) Letters of Credit opened by the Bank	2526300	2522288

3. Valuation

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

4. Small Scale Creditors

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

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

6. The amount of exchange differences NIL NIL

7. Related Party disclosures as per AS-18

a. List of related & Associated parties

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

b. Key management personnel

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

	Curr. Year	Prev. Year
c. Outstanding Balances		
Capital From Uniroyal Industries Ltd	16500000	16500000
Due to Uniroyal Industries Ltd.	1240763	(26047)
d. Transactions/consideration during the year		

<u>Party</u>	<u>Relation</u>	<u>Nature of Transaction</u>		
Uniroyal Industries Ltd.	Holding Company	Rent Paid	48000	48000
Uniroyal Industries Ltd.	Holding Company	Capital Received	0	16000000

Uniroyal Industries Ltd.	Holding Company	Sale of yarn	1420829	870503
Uniroyal Industries Ltd.	Holding Company	Purchase of yarn	45872	0

8. Auditor's Remuneration

Audit Fee	16545	16545
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9. Director Remuneration

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

10. Value of Imports on CIF basis

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

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

(i) CAPACITY AND PRODUCTION

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

ii) PURCHASE

Qty	Value	Qty	Value
------------	--------------	------------	--------------

Yarn (Trading in KG)	3161125	274013715	2718938	235022158
Knited Cloth (in KG)	0	0	23223	3071643

iii) TURNOVER OF GOODS PRODUCED

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

iv) TURNOVER OF TRADED GOODS

Yarn (Trading in KG)	3113158	280676185	2435017	218726307
Knited Cloth (in KG)	0	0	23223	3118041

iii) OPENING STOCK

Qty	Value	Qty	Value
------------	--------------	------------	--------------

Yarn (Trading in KG)	307185	25707000	23264	1897315
Knited Cloth (in KG)	0	0	0	0

iv) CLOSING STOCK

Yarn (Trading in KG)	355152	33262922	307185	25707000
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12. Previous Year's figures have been rearranged where ever necessary.

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

i. Registration Details :

Registration No.	UI7301PB2007PLC031538
Balance Sheet Date	31/3/2010



A M Textiles & Knitwears Limited

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

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

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

	Total liabilities	Total Assets
	53562	53562
Sources of Funds		
	Paid up Capital	Reserves & Surplus
	16500	795
	Share Application Money	Secured Loans
	0	36047
	Unsecured Loans	Deferred Tax Liability
	0	221
Application of Funds		
	Net Fixed Assets	Investments
	5695	0
	Net Current Assets	Misc. Expenditure
	47757	110
	Profit & Loss Account	
	0	

IV. Performance of Company (Amount in thousands)

Turnover	Total Expenditure
288935	288146
Profit/Loss before Tax	Profit/Loss After Tax
789	517
(+ for Profit, () for loss)	
Earning Per Share	Dividend rate %
0.31	0

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

Product Description (ITC Code)

Yarn

Knited Cloth

As per our report of even date attached.

For A.M. Textiles & Knitwears Ltd.

Sd/-
(Arvind Mahajan)
Director

Sd/-
(Akhil Mahajan)
Director

Place : Panchkula
Dated: May, 28, 2010

AG P R S & ASSOCIATES
Chartered Accountants
Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010

(Amount in Rs.)

		AM Textile & Knitwears Limited	
PARTICULARS	Figs for the Current Yr.	Figs. for the Prev. Yr.	
A CASH FLOW FROM OPERATING ACTIVITIES			
NET PROFIT BEFORE TAX AND EXTRAORDINARY ACTIVITIES	789444	545431	
ADJUSTMENTS FOR :-			
Depreciation	602070	52413	
Prior Period Adjustments- Depreciation Written Back	0	0	
Loss on Fixed Assets	0	0	
Misc. Exp. Written Off	38680	38680	
Sundry Balance Written Off/Written Back			
Dividend Received			
VAT Adjustable			
Profit Transfer from Uniroyal Developers & Builder			
Financial Expenses	4637068	2775386	
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	6067262	3411910	
ADJUSTMENT FOR :-			
Debtors	-5409056	-26401962	
Inventories	-7555922	-23809685	
Other Current Assets	77756	-423588	
Loans & Advances	174848	-752740	
Trade Payable	6126795	10782840	
	-518317	-37193225	
Less:- Current Taxes	-161000	-82700	
Income Tax Paid	-24328	0	
Total (A)	-703645	-37275925	
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed assets	-17845	-6331688	
Disposal of Assets	0	0	
Misc. Expenses Incurred	0	-165300	
Dividend Received	0	0	
Share of Profit from Uniroyal Builders & Developers	0	0	
Investments	0	0	
Total (B)	-17845	-6496988	
C CASH FLOW FROM FINANCING ACTIVITIES			
Short Term Capital Loan - Working Capital & Adhoc Limit	6739325	24881027	
Long Term Capital Loan	-885868	5312532	
Unsecured Loans	0	0	
Issue of Share Capital	0	16000000	
Less :- Cash outflow from the financing activities			
Financial Expenses	-4637068	-2775386	
Total (C)	1216389	43418173	
Total Cash Inflow During The Year (A) + (B) + (C)	494899	-354740	
Opening Cash Balance	93391	448131	
Total Cash Inflow During The Year	494899	-354740	
Net Cash & Cash Equivalent as on 31.03.2010	588290	93391	

For and on behalf of the Board of Directors.

Sd/-
(Arvind Mahajan)
Director

Sd/-
(Akhil Mahajan)
Director

A G P R S & ASSOCIATES
Chartered Accountants

Sd/-
Atul Seth
Partner

Firm Regn. No. 006943 N

Place : Panchkula
Dated: May, 28, 2010

S & ASSOCIATES
Chartered Accountants
Sd/-
Atul Seth
Partner
Firm No. 006943 N



UNIROYAL INDUSTRIES LIMITED

AUDITOR'S REPORT TO THE MEMBERS

We have audited the attached Consolidated Balance Sheet of UNIROYAL INDUSTRIES LIMITED ('the holding company') and its subsidiary company A M TEXTILES & KNITWEARS LIMITED (hereinafter collectively referred as "the group") as at 31st March, 2010, the Consolidated Profit and Loss Account for the year ended on that date and the Consolidated Cash Flow Statement for the year ended on that date annexed thereto.

1. These financial statements are the responsibility of the Uniroyal Industries Limited's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. We have relied on the certificates given by the management in respect of goods lying in stock as on 31st March 2010 out of intergroup transactions.
4. We report that consolidated financial statements have been prepared by the management of Uniroyal Industries Limited are in accordance with the requirements of Accounting Standard (AS) 21, 'Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India and on the basis of the separate audited financial statements of the Uniroyal Industries Limited and its subsidiary company A M Textiles & Knitwears Limited.
5. In our opinion and to the best of our information and according to the explanations given to us, the said Balance Sheet and the Profit and Loss account read together with notes there on in Schedule 'U', give the information required by the Companies Act, 1956 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:-
 - a) in so far as it relates to the Consolidated Balance Sheet of the state of affairs of the group as at 31st March, 2010 and
 - b) in so far as it relates to the Consolidated Profit and Loss Account of the 'profits of the group for the year ended on that date.
 - c) in the case of the Consolidated Cash Flow statement, of the cash flows for the year ended on that date.

Place : Panchkula
Dated: May, 28, 2010

AG P R S & ASSOCIATES
Chartered Accountants
Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N

UNIDAN ENGINEERING SERVICES LIMITED

Particulars	Schedule	31st March, 2010	31st March, 2009
SOURCES OF FUNDS			
1. SHARE HOLDERS FUND			
(a) Share Capital	A	82687200	82687200
(b) Reserves & Surplus	B	25319892	9343889
Total Rs.		<u>108007092</u>	<u>92031089</u>
2. LOAN FUND			
(a) Secured Loans	C	80036788	80781204
(b) Unsecured Loans	D	18841399	20337322
Total Rs.		<u>98878187</u>	<u>101118526</u>
3. DEFERRED TAX LIABILITY/(ASSET)			
Grand Total Rs.		<u>16678116</u>	<u>17031530</u>
		<u>223563395</u>	<u>210181145</u>
APPLICATION OF FUNDS			
1. FIXED ASSETS			
(a) Gross Block	E	239719136	229149345
(b) Less: Depreciation		106245552	90341538
(c) Net Block		133473584	138807807
(d) Capital Work in Progress		1850000	816131
Total Rs.		<u>135323584</u>	<u>139623938</u>
2. INVESTMENTS			
	F	11814292	6594017
3. CURRENT ASSETS LOANS AND ADVANCES			
(a) Inventories	G	42103034	34209540
(b) Sundry Debtors	H	60272123	44182259
(c) Cash and Bank Balances	I	5241201	5343743
(d) Other Current Assets	J	2957277	3015448
(e) Loans & Advances	K	7394622	7440440
		<u>117968257</u>	<u>94191430</u>
Less: CURRENT LIABILITIES AND PROVISIONS			
(a) Liabilities	L	36453412	26934167
(b) Provisions	M	5199746	3443173
		<u>41653158</u>	<u>30377340</u>
Net Current Assets Rs.		<u>76315099</u>	<u>63814090</u>
4. (a) Miscellaneous expenditure			
(to the extent not written off or adjusted)		110420	149100
(b) Profit and Loss Account		0	0
Total Rs.		<u>110420</u>	<u>149100</u>
Grand Total Rs.		<u>223563395</u>	<u>210181145</u>

Notes to Accounts U
For and on behalf of the Board of Directors

Sd/-
(ARVIND MAHAJAN)
Managing Director

Sd/-
(AKHIL MAHAJAN)
Executive Director

As per our attached report of even date

AGPRS & Associates
Chartered Accountants

Place: Panchkula,
Date: 28th May, 2010

Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N



UNIROYAL INDUSTRIES LIMITED

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

Particulars	Schedule	31st March, 2010	31st March, 2009
INCOME			
Sales of Products (Gross)	N	384076294	313819975
Sales of Products (Net)		384076294	313819975
Other Income	O	16092863	3633041
Increase/(Decrease) in Stock	P	7416802	18400491
Total Rs.		407585959	335853507
EXPENDITURE			
Manufacturing Expenses	Q	328417623	279930190
Administrative & Other Expenses	R	28399193	24862454
Selling & Distribution Expenses	T	3777789	3438816
Total Rs.		360594605	308231460
Profit before Interest & Depreciation		46991354	27622047
Financial Expenses	S	11896024	11341700
Misc. Expenses Written Off		38680	38680
Profit before Depreciation		35056650	16241667
Depreciation		15904014	14990131
Profit/(Loss) for the year before taxation		19152636	1251536
Prior Period Adjustment - Income / (Expense)			
Depreciation		0	447110
Others		0	(25952)
Profit/(Loss) before taxation		19152636	1672694
Provision for tax in earlier years		(118047)	(359292)
Provision for Fringe Benefit Tax		0	(503400)
Provision for taxation		(3412000)	(1220000)
Deferred Tax Adjustment - Current Year		353414	761716
Profits after tax		15976003	351718
Profit / (Loss) Brought Forward		(7189169)	(7540887)
Dividend - Interim & Final		0	0
Tax on Dividend		0	0
Profit and Loss account carried over		8786834	(7189169)
Notes to Accounts			
Earning Per Share	U	Rs. Per share	Rs. Per share
Basic		1.93	0.04
Diluted		1.93	0.04
Number of Shares used in computing earning per share			
Basic		8268720	8268720
Diluted		8268720	8268720

Sd/-
(ARVIND MAHAJAN)
Managing Director

Sd/-
(AKHIL MAHAJAN)
Executive Director

As per our attached report of even date
A G P R S & Associates
Chartered Accountants

Place: Panchkula
Date : 28th May, 2010

Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N

2010

31st March, 2009

313819975
313819975
3633041
18400491
335853507

279930190
24862454
3438816
308231460
27622047
11341700
38680
16241667
14990131
1251536

447110
(25952)
1672694

(359292)
(503400)
(1220000)
761716
351718
(7540887)
0
0
(7189169)

Rs. Per share
0.04
0.04

8268720
8268720

Particulars	31st March, 2010	31st March, 2009
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SCHEDULE A: SHARE CAPITAL		
Authorised Capital Uniroyal Industries Ltd.		
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Total Rs.	<u>105000000</u>	<u>105000000</u>
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		
Total Rs.	<u>82687200</u>	<u>82687200</u>

SCHEDULE B: RESERVES AND SURPLUS		
General Reserve		
Opening balance	16383058	16383058
Addition during the year	0	0
Securities Premium Account	150000	150000
Profit and Loss Account	8786834	(7189169)
Total Rs.	<u>25319892</u>	<u>9343889</u>

SCHEDULE C: SECURED LOANS		
(a) Term Loans		
For Plant & Machinery		
- From State Bank of India	20416720	25996724
Secured by 'mortgage of 'immovable & moveable properties both present and future and personal guarantees of the five directors.		
For Vehicles		
- From ICICI Ltd	3 980379	5592624
secured by way of hypothecation of Cars		
- From Tata Capital	391731	482686
Secured by way of hypothecation of Car - Logan		
- From Axis Bank	4426664	5312532
Secured by way of hypothecation of Car - Audi		
(b) Cash Credit		
- From State Bank of India	50821294	43396638
Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of five directors. Cash Credit includes WCCL of USD 400000.		
Total Rs.	<u>80036788</u>	<u>80781204</u>

SCHEDULE D: UNSECURED LOANS		
Deposits From Public	3725740	3169167
Deposits From Directors	15115659	17168155
Total Rs.	<u>18841399</u>	<u>20337322</u>



UNIROYAL INDUSTRIES LIMITED

SCHEDULE 1 - DEPRECIATION

Description	G R O S S B L O C K		D E P R E C I A T I O N		N E T B L O C K	
	As at 1.04.2009	As at 31.03.2010	As at 1.04.2009	As at 31.03.2010	As at 1.04.2009	As at 31.03.2010
	during the year	during the year	During the year	Adjustments during the year		
Land	3339199	0	0	0	3339199	3339199
Building						
-Factory	14327707	0	3381048	478546	10468113	10946659
-Office	3203876	0	813697	52223	2337956	2390179
Furniture & Fixtures	1821347	17846	739953	104888	994351	1081394
Plant & Machinery	180875813	10191702	78733113	13144862	99189540	102142700
Electric Installations	1615581	0	1027380	58395	529806	588201
Office Equipments	2975559	127465	1949919	140037	1013068	1025640
Computers	571774	124429	303948	25662	366593	267826
Miscellaneous Assets	11250	0	9915	588	747	1335
Vehicles	20407239	108350	3382565	1898813	15234211	17024674
Total	229149345	10569791	90341538	15804014	133473584	138807807

Figures for the Previous year: 219337840 11310553 (1498848) 229149345 76724056 14990131 (1372649) 90341538 138807807 142613584



31st March, 2010

31st March, 2009

Particulars

SCHEDULE I INVESTMENTS

LONG TERM	1510404	1510404
1. IN SHARES (OTHER THEN TRADE)		
Quoted	0	1000000
2. IN MUTUAL FUND (Non Trading)		
Unquoted		
3. INVESTMENTS IN IMMOVABLE PROPERTY (Non Trading)	0	1375000
Flat at Baddi		
4. INVESTMENTS IN ASSOCIATED FIRMS (Non Trading)	10003888	2408613
Uniroyal Builders & Developers	300000	300000
Uniroyal Builders & Promoters	11814292	6594017
Total Rs.		

SCHEDULE II INVENTORIES

(As prepared, valued & certified by the management)

1. Stock in Trade	7517623	7088699
(a) Raw Materials	413000	655250
(b) Semi Finished Products	177395	216973
(c) Finished Goods	33262922	25707000
(d) Yarn Trading (Including stock in transit)	142708	0
(e) Labels Trading	83214	49647
2. Packing Materials	359922	407394
3. Stores & Spares	109792	59700
4. Fuel	36458	24877
5. Printing & Stationery		
Total Rs.	42103034	34209540

SCHEDULE III SUNDRY DEBTORS

(Unconfirmed and unsecured but considered good)

Due for over six months	2116609	7344540
Others	58155514	36837719
Total Rs.	60272123	44182259

SCHEDULE IV CASH & BANK BALANCES

(a) Cash/Imprest Balance	903650	567140
(b) Bank Balance	4337551	4776603
with schedule banks		
Total Rs.	5241201	5343743

SCHEDULE V OTHER CURRENT ASSETS

Commission Receivable	1681322	1533026
Claim Under Technology Up gradation Fund Scheme (TUFS)	786141	977810
Interest Receivable	64502	35105
Rent	70000	10000
Duty Drawback Receivable	0	26840
Tata Capital Ltd	9480	9079
Quantity Discount and Rate Difference Receivable	345832	423588
Total Rs.	2957277	3015448

Vehicles	20407239	108350	0	20515589	3382555	1898813	0	5281378	15234211	17024674
Total	229149345	10569791	0	239719136	90341538	15904014	0	106245552	133473584	136807807
Figures for the Previous year	219337640	11310553	(1498648)	229149345	76724056	14990131	(1372649)	90341538	136807807	142613584



UNIROYAL INDUSTRIES LIMITED

Particulars	31st March, 2010	31st March, 2009
SCHEDULE K: LOANS & ADVANCES		
(Unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	37185	107606
- Staff	371500	188941
- Capital Goods	564200	859815
- Others	0	10000
Pre-paid Expenses	558713	483680
Input VAT Recoverable	0	462809
With Income Tax Department	3807800	3244690
Securities & Deposits with Government Departments & Other Agencies	2055224	2082899
Total Rs.	7394622	7440440
SCHEDULE L: CURRENT LIABILITIES		
Sundry Creditors for		
- Goods/Expenses	25510805	19918521
- Others	2173891	1359349
Other Liabilities	3952381	2953608
Expenses Payable	4816335	2702689
Total Rs.	36453412	26934167
SCHEDULE M: PROVISIONS		
Provision for Leave Encashment	818514	469776
Provision for Gratuity	969232	1249997
Provision for Taxation		
- Income Tax	3412000	1220000
- Fringe Benefit Tax	0	503400
Total Rs.	5199746	3443173
SCHEDULE N: SALES		
Sales	384076294	313819975
Total Rs.	384076294	313819975
SCHEDULE O: OTHER INCOME		
Other Income	16092863	3633041
Total Rs.	16092863	3633041
SCHEDULE P: (INCREASE/DECREASE) STOCKS		
Stock at Close		
Finished Goods	177395	216973
Semi Finished Goods	413000	655250
Traded Goods	33405630	25707000
Total Rs	33996025	26579223
Opening Stock		
Finished Goods	216973	653877
Semi Finished Goods	655250	661750
Traded Goods	25707000	6863105
Total Rs.	26579223	8178732
Increase / (Decrease)	7416802	18400491

31st March, 2009

Particulars

31st March, 2010

31st March

107608
188941
859815
10000
483680
462809
3244690
2082899

7440440

19918521
1359349
2953608
2702689
26934167

469776
1249997

1220000
503400
3443173

313819975
313819975

3633041
3633041

216973
655250
25707000
26579223

653877
661750
6863105
8178732
18400491

Opening Stock	7088699	6650402
Add: Purchases	18994562	18130108
Less: Closing Stock	(7517623)	(7088699)
Total Rs.	18565638	17691811
Purchase of Traded Goods	293352707	250606853
Stores & Spares Consumed	5116455	1917868
Power & Fuel	8729534	8105095
Repairs - Plant & Machinery	1567044	846583
Repairs - Building & Others	187679	156890
Other Manufacturing Expenses	998566	605090
Total	328417623	279930190

ADMINISTRATIVE & OTHER EXPENSES

Salaries, Wages & Bonus	12048780	11050669
Contribution to Provident & Other Funds	1019868	987732
Retirement Benefits	1112200	194828
Workmen & Staff Welfare Expenses	628522	380728
Rent	514000	542000
Director's Remuneration	6018008	5171320
Rates & Taxes	64797	102926
Insurance	374458	501110
Auditor's Remuneration	75831	71491
Travelling & Conveyance		
- Director's Travelling	1937963	716033
- Other's Travelling	561263	601506
Other Administrative Expenses	4043503	4542111
Total Rs.	28399193	24862454

FINANCIAL EXPENSES

Bank Charges	685959	449498
Interest		
- Term Loans	3083366	3767656
- Working Capital	4887557	4485926
- Others	2361052	2381212
Hedging Premium	878090	257408
Total Rs.	11896024	11341700

SELLING EXPENSES & DISTRIBUTION EXPENSES

Freight & Forwarding	1887152	1670858
Advertisement & Publicity	6936	10011
Packing Expenses	1139932	861929
Discount & Commission	615878	751456
Sales Promotion	127891	144562
Total Rs.	3777789	3438816



UNIROYAL INDUSTRIES LIMITED

1. CONSOLIDATION

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

- a. System of Accounting
 - i. Financial statements are prepared under the historical cost convention, in accordance with Accounting Standards applicable in India on a going concern basis.
 - ii. The Company follows the mercantile system of accounting and recognises income and expenditure on accrual basis.
- b. Inventories
 - i. Raw Materials, Stores and Spares and Packing Materials are valued at cost.
 - ii. Finished goods, Traded Goods and Semi-finished goods are valued at lower of cost or market value.
 - iii. While determining the cost, the direct material cost is assigned on the basis of weighted average cost and the conversion cost is determined on the basis of systematic allocation of relatable fixed and variable production overheads and the element of excise duty, in accordance with the revised Accounting Standards (AS-2) "Valuation of inventories" issued by the ICAI.
- c. Fixed Assets & Depreciation
 - Fixed Assets
 - i. Fixed Assets are stated at cost less depreciation/amortisation.
 - ii. Cost of major civil works required for plant & machinery support, is capitalised as Plant & Machinery.
 - iii. In case of new projects including major expansion, the related identifiable expenses like interest on borrowings for specific project, employees related expenses, travelling expenses, trial run costs and other preoperative expenses etc. up to its commissioning are capitalised.
 - iv. Capital Assets under erection/installation are reflected in the Balance Sheet as "Capital Work in Progress".
 - Depreciation
 - v. The Company has provided depreciation on the straight line method as per the provisions of Schedule XIV of the Companies Act 1956.
 - vi. Depreciation has been provided in respect of addition to / deletions from Fixed Assets, on prorata basis with reference to the date of addition / deletion of the assets.
- d. Accounting for effects of changes in foreign exchange rates.
 - a) Transaction denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
 - b) Year end foreign currency denominated liabilities and receivable are translated at year end market exchange rates the difference being charged/credited to revenue account.
- e. Accounting for Government Grants
 - i. Grant related to Depreciable assets are treated as Deferred Income which is recognised in the Profit and Loss Statement on a systematic and rational basis over the useful life of the Asset.
 - ii. Grants relating to revenue items are recognised in the Profit and Loss Account after matching them with the related costs which they are intended to compensate.
- f. Accounting for investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognise a decline other than temporary in the value of the investments.
- g. Accounting for Retirement benefits
 - a) Provident Fund contribution in respect of employees are made to Government as per the Provident Fund Act.
 - b) Retirement benefits as to Gratuity to its employees are accounted in accordance with Accounting Standard (AS 15) issued by the Institute of chartered Accountants of India on the basis of actuarial valuation.

Gratuity Payment scheme is funded with an Insurance Company.
The actuarial gains or losses are recognised immediately in the profit and loss account. Contributions towards the defined contribution plans are recognised in the profit and loss account on accrual basis.

- Borrowing cost**
All borrowing costs are charged to revenue except to the extent they are attributable to qualifying assets which are capitalized.
- Segment reporting**
Holding Company operates in one segment i.e. labels and the subsidiary co. operates in one segment i.e. Yarn.
- Accounting for taxes on income**
Provision for current tax is made after taking into consideration benefits admissible under the provisions of Income Tax Act 1961.
Deferred tax resulting from timing differences between book and taxable profit is accounted for using the tax rates in force as on the balance sheet date. The deferred tax liability/asset is recognized and carried forward only to the extent that there is reasonable certainty that the asset will be realized in future.

2. Contingent Liabilities

	Curr. Yr.	Prev. Yr.
Contingent Liabilities Not Provided for		
Claims against the company not acknowledged as debt :	Nil	Nil
Uncalled Liabilities on shares partly paid up :	Nil	Nil
Arrears of Fixed Cumulative Dividend :	Nil	Nil
Estimated amount of contracts remaining to be executed on capital account and not provided for:	Nil	Nil
Other money for which the company is contingently liable :	50 Lakhs	50 Lakhs
i) Guarantees given by banks on behalf of the company - to Reliance Industries Ltd.	2526300 INR	2522288 INR
ii) Letters of Credit opened by the Bank		
iii) There is a contingent liability of Rs. 138.02 lacs in respect of closed pharma division merged with the company on account of sales tax exemption availed by it. The erstwhile Company was granted Sales Tax Exemption for Rs. 506.85 lacs to be availed in 120 months by AETC Patiala based on the eligibility certificate issued by the DIC Patiala on the basis of the unit being considered as EOU. Later on due to inadequate exports the category of the company was shifted from Category A to B i.e. General Category vide letter dated 26/09/2002. The sales tax exemption claimed by the erstwhile company was within the eligibility limits of category B granted to the company. However as mentioned by DET (Appeals) the afore mentioned letter was withdrawn by the department. This suo motto withdrawal of the eligibility of exemption is illegal and unjustified and the company is making efforts to restore the exemption. However while framing assessment for the year 2004-05 a demand notice of Rs. 56.8 lacs was raised by The Excise & Taxation Officer on the basis of the erstwhile company being ineligible for sales tax exemption. The company has preferred an appeal before the Deputy Excise and Taxation Commissioner, Appeals, Patiala and the decision of which is still awaited. The company has not recognised this liability in the books being hopeful of the favourable decision.		
3. In the opinion of the Directors current assets loans & advances have a value on realization in ordinary course of business at least equal to the value at which they have been stated in the Balance sheet.		
4. Balances of sundry creditors Sundry debtors and other advances are subject to confirmation		
5. The amount of exchange differences		
(a) Included in Profit & Loss account of the year on account of receivable and payables : Net	4827	10313
(b) Adjusted in carrying amount of fixed assets	0	0
(c) In respect of forward exchange contract to be recognised as an expense in the current year	878090	257408
(d) In respect of forward exchange contract to be recognised as an expense in the subsequent years	18410	7849
6. Following items are being carried in the name of the erstwhile company i.e. Sidharta Textile Mills Ltd. which was subsequently merged with the company :		
Fixed Assets - Vehicles included in the fixed assets schedule 'E' having WDV as on 31.3.2010 amounting to		



UNIROYAL INDUSTRIES LIMITED

Rs. 9.50 lacs

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

Fixed Assets - Vehicles included in the fixed assets schedule 'E' having WDV as on 31.3.2010 amounting to Rs. 5.60 lacs

7. The effect of profit / loss (if any) in case of investment in the following Partnership Firm for the period from the availability of the audited financial statements upto the date of the Annual Accounts i.e. 31.3.2010 have not been considered in these financial statements as the same are not available with the company: in case of Uniroyal Builders & Promoters w.e.f 1.4.2007.

8. Managerial Remuneration

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

- a. To the Managing Director & Whole time Directors

Salary/Commission/Allowances

Perquisites

Rent Free Accomodation

Total

4809589 4196288

525219 353032

683200 622000

6018008 5171320

- b. To other Directors

0 0

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

(A) Hedged Foreign Currency Exposure on:

- i. Payable

400000 USD 350000 USD
(INR 19791000) (INR 14754470)

- ii. Receivable

NIL NIL

(B) Unhedged Foreign Currency Exposure on:

- i. Payable

29856.74 CHF NIL
(INR 1301753) NIL
312.50 USD 359 USD
(INR 13834) (INR 18040)

- ii. Receivable

10. Employee Benefits

The Company has adopted Accounting Standard 15 (Revised) on accounting for Employee Benefits issued by the Institute of Chartered Accountants of India and has accounted the liability and planned assets on the basis of actuarial valuation during the year company took gratuity policy form SBI Life Insurance Co. Ltd. and contributed Rs. Five Lacs.

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

Defined Contribution Plan :

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

Current Year Previous Year

672026 632124

Defined Benefit Plan:

Amount recognised in the balance sheet :

Present value of funded obligations

Fair value of plan assets

Net liability

Principal actuarial assumptions at the balance sheet date:

Discount rate

Salary Escalation

Salary Considered

Mortality table

Current Year Previous Year

1469232 1249997

500000 0

969232 1249997

8% P.A 8% P.A

5% 6%

Basic -

IAL (1994-96) LIC (1994-96)

ultimate ultimate

Projected Unit

Credit Method -

Rs. 3,50,000 Rs. 3,50,000

Ceiling

11. Related Party disclosures as per AS-18

1.3.2010 amounting to

for the period from
i.e. 31.3.2010
with the company:

Act. 1956.)

9	4198288
9	353032
0	622000
8	5171320
0	0

et date :

350000 USD
(INR 14754470)
NIL

NIL
NIL
359 USD
(INR 18040)

Employee Benefits issued
planned assets on the
Life Insurance Co.

Previous Year
632124

Previous Year
1249997
0
1249997

8% P.A
6%
LIC (1994-96)
ultimate

Rs. 3,50,000

a) List of related & Associated parties

Name of Party	Relationship
Uniroyal Builders & Developers	Partnership Investment of 50% Share of the Company
Uniroyal Builders & Promoters	Partnership Investment 25% Share of the Company

b) Key management personnel

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

(c) Outstanding Balances

Due to Directors (Remuneration)	1233384	199592
Due to Directors (Unsecured Loan)	15115659	17168155
Due to Uniroyal Builders & Developers	(10,000)	675000
Capital in Uniroyal Builders & Developers	10003888	2408613
Capital in Uniroyal Builders & Promoters	300000	300000

d) Transactions/consideration during the year

Party	Relation	Nature of Transaction		
Mr. P.C. Mahajan	Director	Rent Paid	683200	622000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/ Perquisites/Allowance	1614548	1353923
Mrs Rashmi Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1294199	1097199
Mr. Akhil Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1261597	1121803
Mr. Abhay Mahajan	Executive Director	Salary/Commission/ Perquisites/Allowance	1164464	976395
Uniroyal Builders & Developers	Partnership	Rent Received	108794	106800
Uniroyal Builders & Developers	Partnership	Share of Profit received	10930275	15539
Uniroyal Builders & Developers	Partnership	Investment during the yr.	(3335000)	1310000
Uniroyal Builders & Developers	Partnership	Purchase (Refund) of Flat (1375000)		1375000

As per our report of even date attached

Sd/-
(Arvind Mahajan)
Managing Director

Sd/-
(Akhil Mahajan)
Executive Director

A G P R S & Associates
Chartered Accountants

Place: Panchkula
Date : 28th May, 2010

Sd/-
Atul Seth
Partner
Firm Regn. No. 006943 N



UNIROYAL INDUSTRIES LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2010 (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	19152636	1672694
ADJUSTMENTS FOR:-		
Depreciation	15904014	14990131
Prior Period Adjustments- Depreciation Written Back	0	-447110
Loss on Fixed Assets	0	123309
Misc. Expenses Written Off	38680	38680
Sundry Balance Written Off/Written Back	249386	950086
Dividend Received	-59847	-60402
VAT Adjustable	0	-53899
Profit Transfer from Uniroyal Builders & Developers	-10930275	-15539
Financial Expenses	11896024	11341700
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	36250618	28539650
ADJUSTMENT FOR:-		
Debtors	-16339250	-337721
Inventories	-7893494	-18559001
Other Current Assets	58171	1910268
Loans & Advances	45819	-1784506
Trade Payable	11275818	2466522
	23397682	12235212
Less:- Current Taxes	-3412000	-1723400
Income Tax Paid	-118047	-359292
Total (A)	19867635	10152520
B		
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	-11603660	-12126684
Disposal of Assets	0	450000
Misc. Expenses Incurred	0	-165300
Dividend Received	59847	60402
Share of Profit from Uniroyal Builders & Developers	10930275	15539
Investments	-5220275	-2700540
Total (B)	-5833813	-14466583
C		
CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Capital Loan - Working Capital & Adhoc Limit	7424655	22137480
Long Term Capital Loan	-8169072	-4192897
Unsecured Loans	-1495923	-165074
Issue of Share Capital	0	0
Less :- Cash outflow from the financing activities		
Financial Expenses	-11896024	-11341700
Total (C)	-14136364	6437809
Total Cash Inflow During The Year (A) + (B) + (C)	-102542	2123746
Opening Cash Balance	5343743	3219997
Total Cash Inflow During The Year	-102542	2123746
Net Cash & Cash Equivalent as on 31.03.2010	5241201	5343743

Sd/-

Sd/-

(Arvind Mahajan)
Managing Director

(Akhil Mahajan)
Executive Director

As per our attached report of even date

A G P R S & Associates

Chartered Accountants

Place: Panchkula

Date : 28th May, 2010

Sd/-

Atul Seth

Partner

Firm Regn. No. 006943 N

Amount in Rs.)
Figs. for the Previous Yr.
1672694
14990131
-447110
123309
38680
950086
-60402
-53899
-15539
11341700
28539650
-337721
-18559001
1910268
-1784506
2466522
12235212
-1723400
-359292
10152520
-12126684
450000
-165300
60402
15539
-2700540
-14466583
22137480
-4192897
-165074
0
-11341700
6437809
2123746
3219997
2123746
5343743

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

Sr. No.	Name of the Subsidiary Company	Date from which the company became subsidiary	Financial Yr. ending of the subsidiary	Number of equity shares held	Face Value	Extent of holding	For financial year of the Subsidiary			For the previous financial years since it became the subsidiary		
							Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company (except to the extent dealt with in col. 6)	Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company	Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company (except to the extent dealt with in col. 8)	Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company	Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company	Profit / (losses) so far it concerns members of the holding company and dealt with in the books of account of the holding company
1	AM Textiles & Knitwears Ltd	24.12.2007	31.3.2010	76,50,000 (16,50,000)	Rs. 10 each	100% (100%)	517486	0	277,234.00	0	11	

Change in the interest of Uniroyal Industries Ltd. in the subsidiary companies between the end of financial year of the subsidiary companies and 31st March, 2010 **NIL**

Note :

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

Sd/-
Arvind Mahajan
Managing Director

Sd/-
Akhil Mahajan
Executive Director
A G P S & Associates

Chartered Accountants

Place: Panchkula
Date : 28th May, 2010

Sd/-
Atul Seih
Partner
Firm Regn. No. 006943N



UNIROYAL INDUSTRIES LIMITED

UNIROYAL INDUSTRIES LIMITED

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

_____ of _____ in the district of _____ being a member/members of the above named company hereby appointing _____ of _____ or failing him/her _____ of _____ in the district of _____ as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Thursday, 30th September, 2010 at 10.00 a.m. and at any adjournment thereof.

Signed this _____ day of _____

Folio No. _____

Signature _____

Affix
15 paise
Revenue

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

UNIROYAL INDUSTRIES LIMITED

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

DP ID No.	_____
Client ID No.	_____

L/F No.	_____
No. of Shares Held	_____

ADMISSION SLIP

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

Member's Folio Number

Name of the Attending Member (in Block Letters)

No. of Shares Held

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

Signature of t

Attending Member/Pro

I hereby record my presence at the Annual General Meeting at Hotel-Parbhat Inn, Sector 10, Panchkula, Haryana on Thursday, 30th September, 2010 at 10.00 A.M.

BOOK POST



Uniroyal
Industries Limited

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

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