26th ANNUAL REPORT

2018-2019

Uniroyal Industries Limited

BOARD OF DIRECTORS

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

AUDITOR

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

REGISTERED OFFICE CUM FACTORY

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

SHARE TRANSFER AGENTS CUM DEMAT REGISTRAR

Registrar & Transfer Agents:
Link Intime India Pvt. Ltd.
Plot Number Nh-2, Nobal Height,
First Floor, Janakpuri, Delhi - 110058,
Near Savitri Market, C1 Block
Tel: 91-011-49411000
Email: delhi@linkintime.co.in
Website: www.linkintime.co.in

BANKERS

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

ANNUAL GENERAL MEETING NOTICE

Notice is hereby given that the 26th Annual General Meeting of the members of M/s Uniroyal Industries Limited will be held on Friday, 27th September, 2019 at 10.00 a.m. at Hotel Prabhat Inn Sector 10, Panchkula to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt:
   (a) The audited financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
   (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2019.
2. To appoint a director in place of Mr. Arvind Mahajan who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a director in place of Mr. Akhil Mahajan who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

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

SPECIAL BUSINESS

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

   RESOLVED THAT pursuant to Section 196, 197, 200, 201(1) and 203(1) of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013 and other provisions applicable, if any, of the Companies Act, 2013, consent of the shareholders be and is hereby accorded by way of special resolution for re-appointment of Mrs. Rashmi Mahajan as a Whole Time Director/Executive Director of the company for a period of 3 years w.e.f., 1st April, 2019.

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

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

   A. **Salary** : Rs. 1,25,000/- (Rs. One Lac Twenty Five Thousand only) per month.

   B. **Housing** : The appointee shall be provided by the company a rent free furnished accommodation with watchmen and the expenditure incurred on gas, electricity and water shall be reimbursed to her by the company.

C. **Medical reimbursement** : The company shall reimburse the medical expenses incurred for the appointee and her family.

D. **Club Fee** : Fee of clubs subject to maximum of two clubs, including admission and life membership fees.

E. **Personal Accident Insurance** : Premium not to exceed Rs. 10,000/- per annum.

F. **Leave Travel** : First class air passage for self, spouse, dependent children and dependent parents of the appointee once in a year.

G. **Car** : Provisions of car for official – cum-personal use. However, the valuation of personal use of car shall be treated as perquisite of the appointee.

H. **Telephone** : Provision of telephone at residence for official-cum-personal use. However, the valuation of personal use telephone shall be treated as perquisite of the appointee.

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 the rate not exceeding half a month's salary for each completed year of service.

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 specified in the Companies Act, 2013.

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

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

"RESOLVED THAT pursuant to Section 196, 197, 200, 201(1) and 203(1) of the Companies Act, 2013 and rule 7 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Schedule V of the Companies Act, 2013 and other provisions applicable, if any, of the Companies Act, 2013, consent of the shareholders of the Company be and is hereby accorded by way of special resolution for the payment of Commission to Mr. Arvind Mahajan, Chairman & Managing Director of the company as may be decided by the Board, from time to time, but not exceeding 0.75 % of the turnover of the company w.e.f Financial

Year 2019-20 over and above his current remuneration.

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

By Order of the Board
For Uniroyal Industries Limited

Dated: 30/05/2019
Place: Panchkula

(Arvind Mahajan)
Managing Director
DIN No. 00007397

NOTES:

1. A member who is entitled to attend and vote at the meeting is also entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. The proxy form duly filled in and signed must reach the Registered Office of the company at least 48 hours before the meeting.
2. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business Item No. 4,5,6 to be transacted at the Meeting is annexed hereto.
3. Statement pursuant to Schedule V of the Companies Act, 2013 is annexed to the Notice.
4. 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.
5. Members are requested to notify to the company immediately change in their address, if any, by sending an email on cs@uniroyalgroup.com
6. The Register of Members and Transfer Books of the company will remain closed from 21st September, 2019 to 27th September, 2019 (both days inclusive) at the time of Annual General Meeting of the company.
7. Members having any query relating to the Annual Report are requested to write to the company on email at cs@uniroyalgroup.com, at least 7 days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
8. 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.
9. Members are requested to produce the Attendance Slip at the entrance to the venue.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will

be entitled to vote.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Private Limited.

12. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

13. M/s AGPRS & Associates., Chartered Accountants, are the present Auditors of the company. Pursuant to section 139 of the Companies Act, 2013, they would retire as auditors at the forthcoming 26th Annual General Meeting of the company. M/s Gopal Bhargwa & Co. are proposed to be appointed as the new Statutory Auditors of the Company.

    M/s Gopal Bhargwa & Co. is a peer reviewed firm of Chartered Accountants established in the year 2013.

    The remuneration of the Statutory Auditors will be decided as per mutual agreement between the Auditors Firm and Board of Directors of the Company.

14. **Voting through electronic means**

In compliance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to the Members to exercise their right to vote by electronic means on all Resolutions set forth in the Notice convening the 26th Annual General Meeting to be held on 27th September 2019, through Link Intime India Private Limited (LIIPL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it discretion, subject to compliance with the instructions prescribed below

Instructions for shareholders to vote electronically:

The voting period begins on <24th September, 2019 9.00 a.m > and ends on <26th September, 2019 5.00 p.m>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (20.09.2019 record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

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

1. Visit the e-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.

2. Click on "Login" tab, available under 'Shareholders' section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID

b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company

5. Your Password details are given below:

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

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha - numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. • Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (4 -C).

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

<u>If Shareholders holding shares in Demat Form or Physical Form have forgotten password:</u>

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

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

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

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

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

Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

7. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

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

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

8. If you wish to view the entire Resolution details, click on the 'View Resolutions’ File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “YES”, else to change your vote, click on “NO” and accordingly modify your vote.

10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

11. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as **‘Custodian / Mutual Fund / Corporate Body’.**

  They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’ login** for the Scrutinizer to verify the same.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.

- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

EXPLANATORY STATEMENTs TO ITEM NO. 5 & 6 PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mrs. Rashmi Mahajan was appointed as Whole Time Director of the company for a period 3 years w.e.f., 1st April, 2016.

Mrs. Rashmi Mahajan has been the Director of the company since 1st April, 2010 and under her management and control the products manufactured by the company have became accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.

The Nomination & Remuneration Committee in its meeting held on 30th March, 2019 has considered and recommended the re appointment of Mrs. Rashmi Mahajan as Whole Time Director.

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

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

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

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

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

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

ITEM NO. 6

Mr. Arvind Mahajan was appointed as Chairman Cum Managing Director of the company for a period 3 years w.e.f 20th April, 2018.

The project of manufacturing of woven labels was conceptualized by Mr. Arvind Mahajan and under his leadership, management and control the products manufactured by the company have become accepted by most of the renowned companies in India and abroad. Under his stewardship the company has expanded manufacturing capacity from time to time.

The Remuneration Committee in its meeting held on 30th May, 2019 has considered and recommended the payment of commission as may be decided by the Board of directors of the company not exceeding 0.75% of the turnover w.e.f Financial Year 2019-20 to Mr. Arvind Mahajan.

The company has not committed any default in repayment of its debts or interest payable and Mr. Arvind Mahajan is also not disqualified from receiving any remuneration or commission from any Company.

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

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

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

ANNEXURE

General information:

(1) Nature of industry: Textiles

(2) Date or expected date of commencement of commercial production: Already in production

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : NA

(4) Financial performance based on given indicators: Company is doing fairly well and expects to perform better in the near future.

(5) Foreign investments or collaborations, if any: NIL

Information about the appointee:

(1) Background details: Mrs. Rashmi Mahajan has been associated with the company since 1st April, 2010 and has been instrumental in the development and progress of the business of the Company. She is qualified business woman having a vast experience in the textile business.

(2) Past remuneration: Rs. 1,25,000/- per month

(3) Recognition or awards: Nil

(4) Job profile and her suitability: Managing the operations and management of the Company.

(5) Remuneration proposed: Rs. 1,25,000/- per month

(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person: The proposed remuneration is less than the industry standards. She is being paid the remuneration as per Schedule V only and not as per the market standards.

(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any: Mrs. Rashmi Mahajan is spouse of Mr. Arvind Mahajan (Managing Director) and Mr. Akhil Mahajan (Executive Director) and Mr. Abhay Mahajan (Executive Director) are her sons.

Other information:

(1) Reasons of loss or inadequate profits: N.A

(2) Steps taken or proposed to be taken for improvement: N.A.

(3) Expected increase in productivity and profits in measurable terms: The Company is expected to grow at the rate of about 10% per year.

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, 2019 and that to the best of my knowledge and belief :

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

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

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

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

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

(i) No change in internal controls during the year;
(ii) No change in accounting policies during the year
(iii) No instance of fraud of which I have become aware of and/or the involvement therein of any of the management or any employee of the company.

For **Uniroyal Industries Limited**

Place: Panchkula
Date: 30th May, 2019

(Arvind Mahajan)
Managing Director
DIN No. 00007397

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

To,

The Members of M/s Uniroyal Industries Limited,

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

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

For **A G P R S & Associates**
Chartered Accountants

(Atul Seth)
Partner
Firm Regn. No. 006943N

Place: Panchkula
Date: 30th May, 2019

DIRECTORS REPORT

The Members,
Uniroyal Industries Limited,

Your Directors are pleased to present the 26th Annual Report of the Company along with its Audited Financial Statements for the financial year ended March 31, 2019.

FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31, 2019 is summarized below:

	Consolidated		Standalone	
Particulars	**Financial Year Ended 31.03.19**	**Financial Year Ended 31.03.18**	**Financial Year Ended 31.03.19**	**Financial Year Ended 31.03.18**
Revenue from operations	7807.95	6966.17	3087.31	2923.90
Other Income	22.29	23.78	19.53	23.69
Total Revenue	7830.24	6989.95	3106.84	2947.59
Total Expenses	7082.03	6404.53	2463.36	2472.23
Finance Cost	303.42	242.71	212.37	188.71
Gross Profit after Finance Cost But before Depreciation & Tax	444.79	342.71	431.11	286.65
Depreciation & Amortization Expense	281.72	247.31	270.04	236.48
Profit Before Tax	163.07	95.40	161.07	50.17
Tax Expenses				
- Current Tax	40.13	25.27	39.33	13.82
-Tax Adju stments	(4.55)	4.31	(4.96)	4.33
-Deferred Tax	9.80	(24.95)	10.09	(25.13)
Net Profit	117.69	90.77	116.61	57.15
Other Comprehensive Income/ (Loss)	2.27	1.44	2.27	1.44
Profit/(Loss) for the period	119.96	92.21	118.88	58.59
Proposed Dividend	0.00	0.00	0.00	0.00
Carried to Balance Sheet	119.96	92.21	118.88	58.59
Paid up equity share capital	826.87	826.87	826.87	826.87
Reserves & Surplus	915.93	795.96	833.84	714.96

REVIEW OF OPERATIONS AND STATE OF AFFAIRS OF THE COMPANY

Total income from operations (Net of GST) increased from Rs. 2,947.59 lacs to Rs. 3,106.84 lacs, thereby registering an increase of 5.40% despite not so good business environment during the year under consideration. Profit before tax registered an increase of Rs. 110.90 lacs and has increased to Rs. 161.07 lacs from Rs. 50.17 lacs in previous year (an increase of 221.04%) due to better management. A M Textiles & Knitwears Limited, subsidiary of the company too was able to achieve higher turnover and as a result consolidated turnover increased to 7,830.24 lacs from Rs. 6989.95 lacs in the previous year. However due to decline of yarn prices profitability of the subsidiary declined and as a result consolidated profitability before tax rose to 163.07 lacs from 95.40 lacs in the previous year i.e an increase of 70.93%.

The Company is hopeful of achieving higher sales and increased profitability in the ensuing year.

DIVIDEND

In order to conserve resources to meet the financial requirements of Company's expansion plans in the near future, the Directors of the Company express their inability to recommend any dividend for the Financial Year 2018-19.

AMOUNT CARRIED TO RESERVES

The Profit earned by the Company is retained in the Profit and Loss account of the Company and no amount has been transferred to general reserve during the year under review.

SUBSIDIARY COMPANIES, JOINT VENTURES AND ASSOCIATE COMPANIES

During the year under review, no company have become or ceased to be Company's subsidiaries, joint venture or associate company. The company has only one 100% subsidiary company, A M Textiles & Knitwears Limited, particulars of which are attached in Form AOC-1 as per Annexure-I. The Annual Report contains the consolidated financial statements of the holding company and its subsidiary duly audited by the statutory auditors and the said financial statements have been prepared in strict compliance with applicable Accounting Standards IND-AS and Listing Agreement, SEBI (LODR), 2015. The consolidated Financial Statements presented by the company include financial results of the subsidiary company. A statement in respect of the subsidiary giving the details of capital, reserves, total assets and liabilities, details of investments, turnover, profit before taxation, provision of tax, profit after taxation and proposed dividend is attached to this report. The company will make available the Annual Accounts of the subsidiary company and other related information to any member of the company who is interested in obtaining the same. The annual accounts of the subsidiary company are available for inspection at the registered office of the company and that of the respective subsidiary between 11.00 A.M to 1.00 P.M on all working days.

CONSOLIDATED FINANCIAL STATEMENT

The Company has one wholly owned subsidiary named "A M Textiles and Knitwear Limited" and the consolidated financial statements have been prepared with consolidation to the financial statements of A M Textiles and Knitwear Limited.

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

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

No material changes and commitments have occurred from the date of closure of the Financial Year 2018-19 year till the date of finalization of this Report, which has any effect over the financial position of the Company.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply over the Company as there was no dividend declared and paid in the previous financial year 2017-18 and therefore, no amount was transferred to the Investor Education and Protection Fund during the financial year 2018-19.

ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

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

(A). Conservation of Energy	
i) The steps taken or impact on conservation of energy	**NIL**
ii) The steps taken for utilizing alternate sources of energy	**NIL**
iii) The capital investment on energy conservation equipments	**NIL**
(B.) Technology Absorption	
i) The efforts made towards technology absorption	**NIL**

ii) The benefits derived like product improvement, cost reduction, product development or import substitution	N.A.
iii) In case of imported technology(imported during the last 3 years reckoned from the beginning of the Financial Year) a) The details of Technology imported b) The year of Import c) Whether the technology been fully absorbed d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
iv) The expenditure incurred on Research an d Development	NIL
(C). Foreign Exchange Earnings and outgo	
i) The foreign exchange earned in terms of actual inflows during the year	RS. 67,04,453/-
ii) The foreign exchange outgo during the year in terms of actual outflows	RS. 14,05,403/-

DEPOSITS

The Company has neither accepted nor renewed any deposits from public during the year under review and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

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

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

PARTICULARS OF THE CONTRACTS OR ARRANGEMENTS MADE WITH THE RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Further, Your Directors draw attention of the members to Note 10 to the financial statement which sets out related party disclosures. The information on transactions with related parties pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in as Annexure - II in Form AOC-2 and same forms the part of this report.

SECRETARIAL STANDARDS

The company complies with all applicable secretarial standards issued by the Institute of Company Secretaries of India. All the provisions of Secretarial Standards I and Secretarial Standards II in respect of the meeting of the Board of Directors and general Meetings respectively has been complied with.

BOARD MEETINGS

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

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

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

RISK MANAGEMENT POLICY

In terms of the provision of section 134 of the Companies Act, 2013 a risk management policy is set out in the Annual Report of the company. The risk management policy cover the areas of capital risk, liquidity requirements and credit risks. The policy document is furnished in **Annexure IIIC** and is attached to this Report.

ANNUAL RETURN

The extracts of the annual Return, pursuant to the provisions of Section 92(3) read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in Form MGT-9 and is attached as Annexure-IV to this Report.

SECRETARIAL AUDITOR AND SCERETARIAL AUDITOR'S REPORT

The Board has appointed Mr. Manish Aggarwal, Practising Company Secretary (M. No. 6714), to conduct Secretarial Audit for the financial year 2018-19. The Secretarial Audit Report for the financial year ended March 31, 2019 is annexed herewith this Report. Copy of the Secretarial Audit Report in Form MR-3 issued by the practicing company secretary is enclosed as Annexure V.

The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

BOARD OF DIRECTORS

The Board consists of Executive and Non–executive Directors including independent Directors who have varied experience in different disciplines of corporate functioning.
In accordance with the provisions of the Act and the Articles of Association of the Company Mr. Arvind Mahajan, Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re-appointment. The Board recommends the appointment of Mr. Arvind Mahajan as Managing Director of the company liable to retire by rotation.
In accordance with the provisions of the Act and the Articles of Association of the Company Mr. Akhil Mahajan, Executive Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible have offered himself for re-appointment. The Board recommends the appointment of Mr. Akhil Mahajan as Executive Director of the company liable to retire by rotation.
The term of Mrs. Rashmi Mahajan as an Executive Director of the company came to an end on 31.03.2019 and therefore in the meeting of the Board of Directors held on 30.03.2019, it was proposed to reappoint Mrs. Rashmi Mahajan as an Executive Director for a period of 3 years w.e.f. 1st April, 2019. The said appointment will be subject to the consent of the members of the company to be attained at the ensuing Annual General Meeting
Further, Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company has obtained Certificate of Non-Disqualification of Directors from Mr. Manish Aggarwal, Practicing company Secretary and the said certificate is enclosed as ANNEXURE VI.
None of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

DISCLOSURE ABOUT KEY MANAGERIAL PERSONNEL

The company has following Key Managerial Personnel:

1. Mr. Arvind Mahajan as the Chairman & Managing Director,
2. Mrs. Rashmi Mahajan, Whole Time Director
3. Mr. Akhil Mahajan, Whole Time Director

4. Mr. Abhay Mahajan, Whole Time Director
5. Ms. Meenakshi, Company Secretary and Compliance Officer
6. Mr. Nasib Kumar Jaryal, Chief Financial Officer

Ms. Meenakshi, Qualified Company Secretary was appointed as the Company Secretary and compliance officer of the company w.e.f. 28.02.2019.
Mr. Nasib Kumar Jaryal was appointed as the Chief Financial Officer of the company w.e.f. 28.02.2019.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

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

DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures Under Section 149(7) of the Companies Act, 2013 to the Board that they fulfill all the requirements and criteria as stipulated in Section 149(6) of the Companies Act, 2013 read with Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

AUDIT COMMITTEE

The Audit Committee consists of the following members:

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

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

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of the following members:

a. Mr. Anirudh Khullar
b. Mr. Hasan Singh Mejie
c. Mr. K.K. Malik

All the members of the Nomination and Remuneration Committee are independent.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholders Relationship Committee consists of the following members:

a. Mr. Anirudh Khullar
b. Mr. Hasan Singh Mejie
c. Mr. Sushil Gupta

All the members of the Stakeholders Relationship Committee are independent.

There were no complaints filed by any of the shareholders or any other stakeholders of the company during the year under review.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report for the year under review, as stipulated under schedule V and Regulation 34 of the SEBI (LODR) regulations 2015 is presented in a separate section forming part of the Annual Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Your Directors state that:

a) In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;

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

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

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

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

PROVIDING VIGIL MECHANISM

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

AUDITORS AND AUDITOR'S REPORT

M/s A G P R S & Associates, Chartered Accountants, Statutory Auditors of the Company, hold office till the conclusion of the ensuing Annual General Meeting. Since their maximum term for which an auditor firm can be appointed under the Companies Act, 2013 has expired, they are not eligible for re-appointment.

M/s Gopal Bhargawa & Co, Chartered Accountants has been proposed to be appointed as the Statutory Auditor of the company. They have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Companies Act, 2013 and that they are not disqualified for re-appointment. The Board recommends their re appointment as auditors of the company for the financial year 2019-20.

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

COST AUDITORS AND COST AUDITOR'S REPORT

As, the Company does not come under the ambit of the provisions of Section 148 of Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, therefore maintenance of Cost Records and requirement of Cost Audit is not applicable to the company for Financial Year 2018-19.

INTERNAL CONTROL SYSTEM

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

LISTING STATUS OF SHARES

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

SHARES

(A) **BUY BACK OF SECURITIES**

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

(B) SWEAT EQUITY

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

(C) BONUS SHARES

No Bonus Shares were issued during the year under review.

(D) EMPLOYEES STOCK OPTION PLAN

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

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the company and therefore, the Company has not developed and implemented any Corporate Social Responsibility Policy or initiatives.

PREVENTION, PROHIBITION AND REDRESSEL OF SEXUAL HARRASMENT OF WOMEN AT WORKPLACE

The act "Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013" provides for protection against the sexual harassment of women at workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith or incidental thereto. The Company has developed policy on prevention of sexual harassment at workplace as per the provisions of the Act. During the period under review no instances of Sexual Harassment or any other kind of misconduct with Women has been recorded by the Company.

Details of the incidents recorded in the year under reviewed are mentioned below:

1.Number of Complaints filed during the financial year: NIL
2.Number of complaints disposed off during the financial year: NIL
3.Number of complaints pending as on end of financial Year: NIL

GENERAL

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

1. Details relating to deposits covered under Chapter V of the Act.

2. Issue of equity shares with differential rights as to dividend, voting or otherwise.

3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.

4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

5. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

PERSONNEL AND INDUSTRIAL RELATIONS

The Employee relations continued to be cordial. The Directors express their thankfulness to the employees for their sincere contribution at all levels.

ACKNOWLEDGEMENT

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

For and on behalf of the Board

Dated: 30th May, 2019	(Arvind Mahajan)	(Akhil Mahajan)
Place: Panchkula	Managing Director	Executive Director
	DIN No. 00007397	DIN No. 00007598

Management Discussion and Analysis

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

•1.	Debtor Turnover :	4.29	4.43
2.	Inventory Turnover :	17.67	14.47
3.	Interest Coverage Ratio :	1.76	1.27
4.	Current Ratio :	0.94	0.84
5.	Debt Equity Ratio :	1.16	1.50
6.	Operating profit margin :	12.10	8.17
7.	Net Profit Margin	3.78	1.95

The Management took note of above financial ratios, discussed and expressed satisfaction over the same.

- Details of any change in return on net worth as compared to immediately previous financial year along with detailed explanation :
- The net worth of the company increased from 154183584 to 166071266 due to profit earned during the year. There was no addition/deletion to capital of the company during the year.

ANNEXURE-I

Form AOC-1

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

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

Part "A": Subsidiaries

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

	Sl. No.	Particulars	Details
1.	1.	Name of the subsidiary	A M TEXTILES AND KNITWEARS LIMITED
2.		Reporting period for the subsidiaryconcerned, if different from the holding company's reporting period	N.A
3.		Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A
4.		Share capital	1,65,00,000
5.		Reserves & surplus	82,08,889
6.		Total assets	11,47,45,046
7.		Total Liabilities	11,47,45,046
8.		Investments	0
9.		Turnover	47,34,63,651
10.		Profit before taxation	2,00,002
11.		Provision for taxation	91,182
12.		Profit after taxation	1,08,820
13.		Proposed Dividend	0
14.		% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:
1. Names of subsidiaries which are yet to commence operations; N.A
2. Names of subsidiaries which have been liquidated or sold during the year. NIL

Part "B": Associates and Joint Ventures

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

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

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

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

For Uniroyal Industries Limited

(Arvind Mahajan)
Managing Director
DIN No. 00007397

(Akhil Mahajan)
Executive Director
DIN No. 00007598

Panchkula
Dated: 30th May, 2019

For A G P R S & Associates
Chartered Accountants

Atul Seth
Partner
Firm Regn. No. 006943N

Annexure - II

FORM NO. AOC -2

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

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

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

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

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

	SL. No.	Particulars	Details
a)	1.	Name (s) of the related party & natur e of relationship	Mr. Arvind Mahajan
b)		Nature of contracts/arrangements/transaction	Rent paid for house which was taken on lease by the company.
c)		Duration of the contracts/arrangements/transaction	Till 30th September, 2019
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Rent @ Rs. 12.00 Lacs per annum is paid
e)		Date of approval by the Board	30.07.2016
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	2.	Name (s) of the related party & nature of relationship	Mr. Arvind Mahajan
b)		Nature of contracts/arrangements/transaction	Salary paid to Mr. Arvind Mahajan for working as Managing Director in the company.
c)		Duration of the contracts/arrangements/transaction	Till 19th April, 2021
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 28.81 Lacs per annum is paid.
e)		Date of approval by the Board	26.03.2018
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	3.	Name (s) of the related party & nature of relationship	Mrs. Rashmi Mahajan
b)		Nature of contracts/arrangements/transaction	Salary paid to Mrs. Rashmi Mahajan for working as Executive Director in the company
c)		Duration of the contracts/arrangements/transaction	Till 31st March, 2022
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 18.71 Lacs per annum is paid.
e)		Date of approval by the Board	30.01.2016/30.03.2019
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	4.	Name (s) of the related party & nature of relationship	Mr. Akhil Mahajan
b)		Nature of contracts/arrangements/transaction	Salary paid to Mr. Akhil Mahajan for working as Executive Director in the company
c)		Duration of the contracts/arrangements/transaction	Till 31st August, 2020
d)		Salient terms of the contracts or arra ngements or transaction including the value, if any	Salary @ Rs. 46.86 Lacs per annum is paid.
e)		Date of approval by the Board	14.08.2017
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	5.	Name (s) of the related party & nature of relationship	Mr. Abhay Mahajan
b)		Nature of contracts/arrangements/transaction	Salary paid to Mr. Abhay Mahajan for working as Executive Director in the company
c)		Duration of the contracts/arrangements/transaction	Till 31st October, 2020
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Salary @ Rs. 52.66 Lacs per annum is paid.
e)		Date of approval by the Board	29.09.2017
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	6.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
b)		Nature of contracts/arrangements/transaction	Rent received from subsidiary company
c)		Duration of the contracts/arrangements/transaction	31ST March, 2019.
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Rent of Rs. 0.48 Lacs is received for the financial year 2018-19.
e)		Date of approval by the Board	30th October, 2007
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	7.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
b)		Nature of contracts/arrangements/transaction	Purchase from subsidiary company
c)		Duration of the contracts/arrangements/transaction	Ongoing transactions
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Yarn of Rs. 10.76 Lacs is purchase for the financial year 2018-19.
e)		Date of approval by the Board	30th October, 2007
f)		Amount paid as advances, if any	NIL

	SL. No.	Particulars	Details
a)	8.	Name (s) of the related party & nature of relationship	A M Textiles & knitwears Ltd
b)		Nature of contracts/arrangements/transaction	Sale to subsidiary company
c)		Duration of the contracts/arrangements/transaction	Ongoing transactions
d)		Salient terms of the contracts or arrangements or transaction including the value, if any	Yarn of Rs. 0.00 Lacs is sale for the financial year 2018-19.
e)		Date of approval by the Board	30th October, 2007
f)		Amount paid as advances, if any	NIL

ANNEXURE-III A

NOMINATION AND REMUNERATION POLICY OF UNIROYAL INDUSTRIES LIMITED

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

1. OBJECTIVE

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

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

2. DEFINITIONS

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

3. ROLE OF COMMITTEE

3.1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee
The Committee shall:
3.1.1. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
3.1.2. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
3.1.3. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

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

3.2.1. **Appointment criteria and qualifications**

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

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

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

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:
The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive

Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

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

a. Criteria for evaluation of the Board of Directors as a whole:
i. The Frequency of Meetings
ii. Quantum of Agenda
iii. Administration of Meetings
iv. Flow and quantity of Information from the Management to the Board
v. Number of Committees and their role.
vi. Overall performance of the Company
b. Criteria for evaluation of the Individual Directors;
i. Experience and ability to contribute to the decision making process
ii. Problem solving approach and guidance to the Management
iii. Attendance and Participation in the Meetings
iv. Personal competencies and contribution to strategy formulation
v. Contribution towards statutory compliances, monitoring of controls and Corporate Governance.

3.2.4. Removal

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

3.2.5. Retirement

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

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

3.3.1. General:

a) The remuneration / compensation / commission etc. to the Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
b) The remuneration and commission to be paid to the Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
d) Where any insurance is taken by the Company on behalf of its Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

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

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

a. The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

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

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

2. Remuneration to Non- Executive / Independent Directors:

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

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

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

d. Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
   i. The Services are rendered by such Director in his capacity as the professional; and
   ii. In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

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

3) Remuneration to Key Managerial Personnel and Senior Management:

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

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

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

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

4. MEMBERSHIP OF COMMITTEE

4.1 The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
4.2 Minimum two (2) members shall constitute a quorum for the Committee meetings.
4.3 Membership of the Committee shall be disclosed in the Annual Report.
4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.
5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.
5.4 Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

6. FREQUENCY OF MEETINGS

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

7. COMMITTEE MEMBERS' INTERESTS

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

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

8. SECRETARY

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

9. VOTING

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

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

10. MINUTES OF COMMITTEE MEETING

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

ANNEXURE-III B

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

1. Introduction

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

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

2. Scope and Exclusion:

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

3. Terms and References:

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

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

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

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

4. Policy:

4.1 Qualifications and criteria

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

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

4.1.3 Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;

- Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;

- Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013, Equity Listing Agreements and other relevant laws.

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

4.2 Criteria of Independence

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

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

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

b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;

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

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

e. who, neither himself nor any of his relatives—
(i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—

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

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
(iii) holds together with his relatives two per cent or more of the total voting power of the company; or
(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
(v) is a material supplier, service provider or customer or a lessor or lessee of the company.

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

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

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

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

4.3 Other directorships / committee memberships

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

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

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

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

Annexure IIIC

RISK MANAGEMENT POLICY UNDER COMPANIES ACT, 2013

BACKGROUND AND CONTEXT APPLICABILITY:

Enterprise risk management was not mandatory according to the Companies Act 1956. However, as per the new law, there are specific requirements that a company needs to comply with. This document lays down the framework of Risk Management at the Uniroyal Industries Limited. This document shall be under the authority of the Board of Directors of the Company. It seeks to identify risks inherent in any business operations of the Company and provides guidelines to define, measure, report, control and mitigate the identified risks.

OBJECTIVE:

The objective of Risk Management at Uniroyal Industries Limited is to create and protect shareholder value by minimizing threats or losses, and identifying and maximizing opportunities. An enterprise wide risk management framework is applied so that effective management of risks is an integral part of every employee's job.

RISK MANAGEMENT:

Risk management, by and large involves reviewing the operations of the organization followed by identifying potential threats to the organization and the likelihood of their occurrence, deciding how to manage it and then taking appropriate actions to address any threats by implementing the management technique, measuring the ongoing effectiveness of management and taking appropriate corrective action.

OBJECTIVES

1. Providing a framework that enables future activities to take place in a consistent & controlled manner
2. Improving decision making, planning and prioritization by comprehensive and Structured understanding of business activities, volatility and opportunities/ threats
3. Contributing towards more efficient use/ allocation of the resources within the Organization
4. Protecting and enhancing assets and company image
5. Reducing volatility in various areas of the business
6. Developing and supporting people and knowledge base of the organization.
7. Optimizing operational efficiency

APPLICABILITY

This policy shall complement the other policies of Uniroyal Industries Limited in place e.g. Related Party Transactions Policy, Whistle blower Policy, Sexual Harassment etc. to ensure that the risk if any arising out of Related Party Transactions are effectively mitigated.

STEPS FOR IMPLEMENTATION

1. RISK IDENTIFICATION: To identify organization's exposure to uncertainty. Risk may be classified in the following:

i. Strategic
ii. Operational
iii. Financial
iv. Hazard

2. **RISK DESCRIPTION:** The description of the prospected risk related to a particular task must be ascertained and recorded in the specified manner.

- Name of Risk
- Scope of Risk Qualitative description of events with size, type, number etc.
- Nature of Risk Strategic, Operational, Financial, Hazard
- Quantification of Risk Significance & Probability
- Risk Tolerance/ Appetite Loss Potential & Financial Impact of Risk
- Risk Treatment & Control Mechanism a) Primary Means b) Level of Confidence c)
- Monitoring & Review
- Potential Action for Improvement Recommendations to Reduce Risk
- Strategy & Policy Development Identification of Function Responsible to develop
- Strategy & Policy
- To display the identified risks in a structured format

3. **RISK FACTORS**

The objectives of the Company are subject to both external and internal risks that are enumerated below:-

External Risk Factors

- Economic Environment and Market conditions
- Political Environment
- Competition

Internal Risk Factors

- Project Execution
- Contractual Compliance
- Operational Efficiency
- Hurdles in optimum use of resources
- Quality Assurance
- Environmental Management
- Human Resource Management
- Culture and values

REVENUE CONCENTRATION AND LIQUIDITY ASPECTS

Each business area of products such as pumps, turbines, motors, generators, switchgears and turnkey projects has specific aspects on profitability and liquidity. The risks are therefore associated on each business segment contributing to total revenue, profitability and liquidity. Since the projects have inherent longer time-frame and milestone payment requirements, they carry higher risks for profitability and liquidity.

INFLATION AND COST STRUCTURE

Inflation is inherent in any business and thereby there is a tendency of costs going higher. Further, the project business, due to its inherent longer time-frame, as much higher risks for inflation and resultant increase in costs.

TECHNOLOGY OBSOLESCENCE

The Company strongly believes that technological obsolescence is a practical reality. Technological obsolescence is evaluated on a continual basis and the necessary investments are made to bring in the best of the prevailing technology.

LEGAL

Legal risk is the risk in which the Company is exposed to legal action. As the
Company is governed by various laws and the Company has to do its business within four walls of law, the Company is exposed to legal risk.

FLUCTUATIONS IN FOREIGN EXCHANGE

The Company has limited currency exposure in case of sales, purchases and other expenses. It has natural hedge to some extent. However, beyond the natural hedge, the risk can be measured through the net open position i.e. the difference between un-hedged outstanding receipt and payments. The risk can be controlled by a mechanism of “Stop Loss” which means the Company goes for hedging (forward booking) on open position when actual exchange rate reaches a particular level as compared to transacted rate.

4. RISK EVALUATION

After risk analysis, comparison of estimated risks against organization risk criteria is required. It is to be used to make decisions about the significance of risks and whether each specific risk to be accepted or treated.

5. RISK ESTIMATION

Can be quantitative, semi quantitative or qualitative in terms of probability of occurrence and possible consequences.

Impact level on performance/profit – Both Threats and Opportunities

REPORTING

Internal Reporting

a) Risk and Audit Committee
b) Board of Directors
c) Vertical Heads
d) Individuals

External Reporting: To communicate to the stakeholders on regular basis as part of Corporate Governance

6. BOARD APPROVAL

The Action Plan and guidelines shall be approved by the Board before communication to the personnel for implementation.

The Board shall approve the Risk Management (including Risk Treatment) strategy, control structure and policy guidelines and delegate authority and accountability for risk management to the Company’s executive team.

7. RISK TREATMENT

Treatment of Risk through the process of selecting and implementing measures to mitigate risks. To prioritize risk control actions in terms of their potential to benefit the organization. Risk treatment includes risk control/ mitigation and extends to risk avoidance, risk transfer (insurance), risk financing, risk absorption etc. for

a) Effective and efficient operations
b) Effective Internal Controls
c) Compliance with laws & regulations

Risk Treatment shall be applied at all levels through carefully selected validations at each stage to ensure smooth achievement of the objective.

8. REVIEW

This policy shall evolve by review by the Risk and Audit Committee and the Board from time to time as may be necessary. This Policy will be communicated to all vertical/functional heads and other concerned persons of the Company. This Policy may be amended or substituted by the RMC or by the Board as and when required and also by the Compliance Officer where there is any statutory changes necessitating the change in the policy. However, no such amendment or modification will be binding on the Directors and employees unless the same is communicated in the manner described as above.

ANNEXURE-IV

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
as on financial year ended on 31.03.2019
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I **REGISTRATION & OTHER DETAILS:**

i	CIN	L18101HR1993PLC033167
ii	Registration Date	30/12/1993
iii	Name of the Company	UNIROYAL INDUSTRIES LTD
iv	Category/Sub-category of the Company	PUBLIC LTD COMPANY
v	Address of the Registered office & contact details	PLOT NO 365 INDUSTRIEAL AREA PHASE II PANCHKULA HARYANA 134113 tel 0172-5066531-33
vi	Whether listed company	YES
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	LINK INTIME INDIA PVT LTD NOBLE HEIGHTS, IST FLOOR, PLOT NO. NH-2, C-1 BLOCK, JANAKPURI, NEW DELHI-110058

II **PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

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

III **PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES**

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

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

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

V **INDEBTEDNESS**

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

VI **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

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

ANNEXURE- "A"

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

Category of Shareholders	No. of Shares held at the beginning of the year 2018				No. of Shares held at the end of the year 2019				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Shares	
A. Promoters										
(1) Indian	-	-	-	-	-	-	-	-	-	-
a) Individual/HUF	4,150,150	200,000	4,350,150	52.61%	4,350,150	-	4,350,150	52.61%	-	-
b) Central Govt.or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	-	-	-	-	-	-	-	-	-	-
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-	-
				-				-	-	-
SUB TOTAL:(A) (1)	**4,150,150**	**200,000**	**4,350,150**	52.61%	**4,350,150**	**-**	**4,350,150**	52.61%	-	-
				-				-	-	-
(2) Foreign				-				-	-	-
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other…	-	-	-	-	-	-	-	-	-	-
				-				-	-	-
SUB TOTAL (A) (2)	**-**	**-**	**-**	-	**-**	**-**	**-**	-	-	-
									-	-
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	**4,150,150**	**200,000**	**4,350,150**	52.61%	**4,350,150**	**-**	**4,350,150**	52.61%	-	-
									-	-
									-	-
B. PUBLIC SHAREHOLDING									-	-
									-	-
(1) Institutions									-	-
a) Mutual Funds	-	4,000	4,000	0.05%	-	4,000	4,000	0.05%	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-	-
C) Cenntral govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FIIS	-	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-	-
i) Others (specify) PSIDC	-	-	-		-	-	-		-	-
				-				-	-	-
SUB TOTAL (B)(1):	**-**	**4,000**	**4,000**	**0.05%**	**-**	**4,000**	**4,000**	**0.05%**	-	-
									-	-
(2) Non Institutions									-	-
a) Bodies corporates	294,088	45,600	339,688	**4.11%**	90,700	39,200	129,900	**1.57%**	(209,788)	(0.0254)
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals									-	-
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	1,291,986	656,630	1,948,616	**23.57%**	1,244,049	631,330	1,875,379	**22.68%**	(73,237)	(0.0089)
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	1,175,136	35,000	1,210,136	**14.64%**	1,460,117	35,000	1,495,117	**18.08%**	284,981	0.0345
c) Others (specify)	-	-	-	**-**	-	-	-	**-**	-	-
(c-i) Directors/Relatives	-	3,000	3,000	**0.04%**	-	3,000	3,000	**0.04%**	-	-
(c-ii) Non Resident /NRI	17,793	96,500	114,293	**1.38%**	20,493	96,500	116,993	**1.41%**	2,700	0.0003
(c-iii) Clearing Members	47,110	-	47,110	**0.57%**	46,764	-	46,764	**0.57%**	(346)	(0.0000)
(c-iv) Hindu Undivided Families	251,527	200	251,727	**3.04%**	244,377	200	244,577	**2.96%**	(7,150)	(0.0009)
(c-v) NBFCs regd with RBI	-	-	-	**0.00%**	2,840	-	2,840	**0.03%**	2,840	0.0003
									-	-
SUB TOTAL (B)(2):	**3,077,640**	**836,930**	**3,914,570**	**47.34%**	**3,109,340**	**805,230**	**3,914,570**	**47.34%**	-	-
									-	-
Total Public Shareholding (B)= (B)(1)+(B)(2)	**3,077,640**	**840,930**	**3,918,570**	**47.39%**	**3,109,340**	**809,230**	**3,918,570**	**47.39%**	-	-
									-	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-	-
									-	-
Grand Total (A+B+C)	**7,227,790**	**1,040,930**	**8,268,720**	**100.00%**	**7,459,490**	**809,230**	**8,268,720**	**100.00%**	-	-

ANNEXURE-"B"

SHARE HOLDING OF PROMOTERS

Sl No.	Shareholders Name	Shareholding at the beggining of the year			Shareholding at the end of the year			% change in share holding during the year
		NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	NO of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Sh.Arvind Mahajan	2511631	30.38%	0.00%	2511631	30.38%	0.00%	0.00%
2	Mrs Rashmi Mahajan	410969	4.97%	0.00%	410969	4.97%	0.00%	0.00%
3	Mrs Anila Aggarwal	600	0.01%	0.00%	600	0.01%	0.00%	0.00%
4	Sh Akhil Mahajan	390,125	4.72%	0.00%	390125	4.72%	0.00%	0.00%
5	Sh Abhay Mahajan	713475	8.63%	0.00%	713475	8.63%	0.00%	0.00%
6	Mrs Dimple Mahajan	323,350	3.91%	0.00%	323350	3.91%	0.00%	0.00%
	Total	4,350,150	52.61%	0.00%	4,350,150	52.61%	0.00%	0.00%

ANNEXURE-"C"

Changes in Promoter's Shareholding

Sl No	Name	Share Holding No. of shares at the beginning 01.04.18 end of the yaer31.03.19	% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year No of Shares	% of total share of the company
1	Arvind Mahajan	2511631	30.3751			Nil movement during the year	2511631	30.3751
		2511631	30.3751					
2	Rashmi Mahajan	410969	4.9701			Nil movement during the year	410969	4.9701
		410969	4.9701					
3	Akhil Mahajan	390125	4.718			Nil movement during the year	390125	4.718
		390125	4.718					
4	Abhay Mahajan	713475	8.6286			Nil movement during the year	713475	8.6286
5	Dimple Mahajan	323350	3.9105			Nil movement during the year	323350	3.9105
		323350	3.9105					
6	Anila Aggarwal	600	0.0072			Nil movement during the year	600	0.0072
		600	0.0072					

ANNEXURE-"D"

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

Sl No	Name	Share Holding No. of shares at the beginning 01.04.18 end of the year31.03.19		% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year	
								No of Shares	% of total share of the company
1	Mahendra Girdhari Lal	47408		0.5733	06.04.18	302		47710	0.577
					20.04.18	63320		111030	1.3428
					27.04.18	46300		157330	1.9027
					04.05.18	25785		183115	2.2146
					11.05.18	12192		195307	2.362
					25.05.18	741		196048	2.371
					22.06.18	4960		201008	2.4309
					06.07.18	200		201208	2.4334
					13.07.18	10827		212035	2.5643
					20.07.18	20669		232704	2.8143
					31.08.18	100		232804	2.8155
					07.09.18	811		233615	2.8253
					14.09.18	2953		236568	2.861
					21.09.18	3669		240237	2.9054
					29.09.18	250		240487	2.9084
					05.10.18	6041		246528	2.9815
					12.10.18	6600		253128	3.0613
					26.10.18	50350		303478	3.6702
					09.11.18	5538		309016	3.7372
					16.11.18	1200		310216	3.7517
					23.11.18	1299		311515	3.7674
					30.11.18	2400		313915	3.7964
					14.12.18	100		314015	3.7976
					21.12.18	3361		317376	3.8383
					28.12.18	800		318176	3.8479
					31.12.18	375		318551	3.8525
					04.01.19	724		319275	3.8612
					11.01.19	1290		320565	3.8768
					18.01.19	911		321476	3.8879
					25.01.19	7590		329066	3.9796
					01.02.19	801		329867	3.9893
					22.02.19	2250		332117	4.0165
					01.03.19	499		332616	4.0226
					08.03.19	1		332617	4.0226
					15.03.19	1900		334517	4.0456
					22.03.19	2119		336636	4.0712
					29.03.19	6351		342987	4.148
		342987		4.148					
2	Sonal Lohia	227955		2.7568				227955	2.7568
		227955		2.7568					
3	Camel Foods Private Limited	196589		2.3775	20.04.18	-52749		143840	1.7396
					27.04.18	-70000		73840	0.893
					04.05.18	-20172		53668	0.649
					11.05.18	-10000		43668	0.5281
					13.07.18	-25000		18668	0.2258
					20.07.18	-18668		0	0
		0		0					
4	Luxmi Kant Gupta	102782		1.243	11.05.18	1		102783	1.243
					18.05.18	1200		103983	1.2575
					25.05.18	1798		105781	1.2793
					01.06.18	75		105856	1.2802
					03.08.18	500		106356	1.2862
					21.09.18	779		107135	1.2957
					11.01.19	200		107335	1.2981
					18.01.19	1		107336	1.2981
					15.03.19	1079		108415	1.3111
					22.03.19	100		108515	1.3124
					29.03.19	453		108968	1.3178
		108968		1.3178					
5	Raj Kumar Lohia	100000		1.2094				100000	1.2094
		100000		1.2094					
6	Raj Kumar Lohia	78658		0.9513				78658	0.9513
		78658		0.9513					
7	Harsha Hitesh Javeri	75000		0.907		0		75000	0.907
		75000		0.907					
8	Hitesh Ramji Javeri	75000		0.907		0		75000	0.907
		75000		0.907					
9	Prabhjot Singh Sahni	50082		0.6057	26.10.18	-50000		82	0.001
		82		0.001					
10	Sumita Chugh	49176		0.5947	17.08.18	30250	Transfer	79426	0.9606
		79426		0.9606					
11	Dheeraj Kumar Lohia	44539		0.5386				44539	0.5386
		44539		0.5386					

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

Sl No	Name	Share Holding No. of shares at the beginning 01.04.18 end of the yaer31.03.19	% of total Shares of the company	Date	Increase/ decrease in shareholding	Reason	Cumulative share holding during the year No of Shares	Cumulative share holding during the year % of total share of the company
1	Arvind Mahajan	2511631	30.3751		0	Nil movement during the year	2511631	30.3751
		2511631	30.3751					
2	Rashmi Mahajan	410969	4.9701			Nil movement during the year	410969	4.9701
		410969	4.9701					
3	Akhil Mahajan	390125	4.718			Nil movement during the year	390125	4.718
		390125	4.718					
4	Abhay Mahajan	713475	8.6286			Nil movement during the year	713475	8.6286
		713475	8.6286					
5	Anirudh Khullar	500	0.006			Nil movement during the year	500	0.006

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

Amount in lakhs

Indebtedness of the Company including interest outstanding/accrued but not due for payment					
	Secured Loans excluding deposits (Rs. in Lac)	**Unsecured Loans (Rs. in Lac)**	**Deposits (Rs.in Lac)**	**Total Indebtedness (Rs. In Lac)**	
Indebtness at the beginning of the financial year					
i) Principal Amount	1461.73	423.38	0	1885.11	
ii) Interest due but not paid	0	0	0	0.00	
iii) Interest accrued but not due	0	0	0	0	
Total (i+ii+iii)	1461.73	423.38	0	1885.11	
Change in Indebtedness during the financial year					
Additions	114.85	92.50	0	207.35	
Reduction	300.93	179.28	0	480.21	
Net Change	-186.08	-86.78	0	-272.86	
Indebtedness at the end of the financial year					
i) Principal Amount	1275.65	336.60	0	1612.25	
ii) Interest due but not paid	0	0	0	0.00	
iii) Interest accrued but not due	0	0	0	0.00	
Total (i+ii+iii)	1275.65	336.60	0	1612.25	

ANNEXURE-"G"

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

Amount in lakhs

Sl.No	Particulars of Remuneration		Name of the MD/WTD/Manager						Total Amount
1	**Gross salary**		Mr. Arvind Mahajan	Mrs. Rashmi Mahajan	Mr. Akhil Mahajan	Mr.Abhay Mahajan			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.		28.79	15.70	46.37	48.75			139.61
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961		1.61	9.62	1.95	9.31			22.49
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961		0	0	0	0			0
2	Stock option		0	0	0	0			0
3	Sweat Equity		0	0	0	0			0
4	Commission		0	0	0	0			0
	as % of profit		0	0	0	0			0
	others (specify)		0	0	0	0			0
5	Others, please specify		0	0	0	0			0
	Total (A)		30.40	25.32	48.32	58.06			162.10
	Ceiling as per the Act		84.00	84.00	84.00	84.00			336.00

ANNEXURE-"H"

Remuneration to other directors:

Amount in lakhs

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

ANNEXURE-"I"

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

Amount in lakhs

Sl. No.	Particulars of Remuneration		Key Managerial Personnel				
1	**Gross Salary**		CEO	Company Secretary	CFO	Total	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.			0.15	0.41	0.56	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961			0	0	0	
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961			0	0	0	
2	Stock Option			0	0	0	
3	Sweat Equity			0	0	0	
4	Commission			0	0	0	
	as % of profit			0	0	0	
	others, specify			0	0	0	
5	Others, please specify			0	0	0	
						0	
	Total			0.15	0.41	0.56	

ANNEXURE-"J"
PENALTIES/PUNISHMENT/COMPPOUNDING OF OFFENCES

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

Annexure V

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **31st March, 2019**

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

To,

The Members,
Uniroyal Industries Limited
365, Industrial Estate,
Phase-2, Panchkula
Haryana – 134109

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

Based on my verification of the Uniroyal Industries Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Uniroyal Industries Limited for the financial year ended on 31st March, 2019 according to the provisions of:

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

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

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

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

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

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

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

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

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

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

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

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

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

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

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

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

Companies Act, 2013 and rules made thereunder:

I further report that -

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

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

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

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

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

Place : Chandigarh
Date : 30/05/2019

(Manish Aggarwal)
C.P. No. 7055

Encl: "Anexxure A" Additional Disclosures

'Annexure A'

The Members,
Uniroyal Industries Limited
365, Industrial Estate,
Phase-2, Panchkula
Haryana – 134109

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Chandigarh
Date : 30/05/2019

(Manish Aggarwal)
C.P. No. 7055

ANNEXURE -VI

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Date: 30.05.2019

The Members of
Uniroyal Industries Limited
365, Industrial Estate,
Phase-2, Panchkula
Haryana - 134109

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s Uniroyal Industries Limited having CIN : L18101HR1993PLC033167 and having registered office at 365, Industrial Estate, Phase-2, Panchkula, Haryana – 134109 (hereinafter referred to as “the Company”), produced before me, by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	Director Identification Number	Date of appointment in Company
1.	Arvind Mahajan	00007397	20/04/2012
2.	Rashmi Mahajan	00007538	01/04/2010
3.	Akhil Mahajan	00007598	19/07/1999
4.	Abhay Mahajan	01420089	01/04/2012
5.	Kamlesh Kumar Malik	00009534	30/09/1998
6.	Anirudh Khullar	00019317	30/01/2003
7.	Sushil Gupta	00019895	30/01/2003
8.	Hassan Singh Mejie	01768777	01/12/2012

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place:Chandigarh
Date : 30.05.2019

Signature:
Name: Manish Aggarwal
Membership No.: 6014
CP No.: 7055

INDEPENDENT AUDITOR'S REPORT

To the Members of
Uniroyal Industries Limited

REPORT ON THE STANDALONE Ind-AS FINANCIAL STATEMENTS

OPINION

We have audited the accompanying Standalone Ind-AS financial statements of Uniroyal Industries Limited ("the Company"), which comprise the StandaloneBalance Sheet as at 31st March 2019, the Standalonestatement of Profit and Loss (including Other Comprehensive Income),the Standalone Statement of Changes in Equity and the Standalone statement of Cash Flow for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Ind-AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Litigations and contingencies:
See note 4 to the financial statements:

The Key audit matter	How the matter was addressed in our audit
• The company is exposed to a variety of different Central and state laws, regulations and interpretations thereof. In this regulatory environment, there is an inherent risk of litigations and claims. • In the normal course of business, provisions and contingent liability disclosures for	Our procedures included: ▪ Inquiring the status of significant known actual and potential litigation with the Company's in -house Legal Counsel and other senior management personal who have knowledge of these matters and critically assessing their responses.

litigations and claims may arise from direct and indirect tax proceedings, legal proceedings, including regulatory and other government/department proceedings, as well as investigations by authorities and commercial claims. • At 31 march 2019, the Company's contingent liabilities were Rs.62.00 lacs (31,March 2018 : Rs.52.25) (refer note 4 to the financial statements) • These estimates could change substantially over time as new facts emerge and each legal case progresses • Given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of pro visions required or to determine required disclosures, this is a key audit matter.	▪ Obtaining, on a sample basis, written responses from the Company's in - house legal counsel, containing their views and conclusions on material exposures and any related litigation and considered the same in evaluating the appropriateness of the Company's provisions or disclosures on such matters. ▪ Reading the latest correspondence between the Company and the various tax/legal authorities or plaintiffs and attorneys where applicable, for matters selected on sample basis for detailed evaluation. ▪ For the most significant of the matters, we assesse relevant historical and recent judgments passed by the court authorities and considering legal opinion, where obtained by management from external lawyers, to challenge the basis used for the provisions recorded and the disclosures made by the Company ▪ Challenging the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. ▪ For those matters where management concluded that no provisions should be recorded, we have reviewed the adequacy and compl eteness of the Company's disclosures.

• The company has recognised deferred tax liability amounting to Rs.163.30 lacs (31 March 2018 : Rs.153.22) for temporary differences, In the value of assets as per Books of Accounts & as per Income Tax Act.	▪ Reconciling tax losses and tax credits and its expiry dates to tax returns filed with tax authority ▪ With respect to tax matters, involving our tax specialists, and discussing with the Company's tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. ▪ Assessing the accuracy of forecast future taxable profits approved by the Board, by evaluating historical forecasting accuracy and comparing the assumptions, such as projected growth rates, with our own expectations of those assumptions derived from our knowledge of the industry and our understanding obtained during our audit, including where applicable their consistency with business plans.

INFORMATION OTHER THAN STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT

The Company's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone financial statements and our auditor's report thereon.

Our opinion on the Standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the Standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these StandaloneInd-AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (IND-AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
The Board of Directors are responsible for overseeing the Company's financial reporting process.

AUDITORS' RESPONSIBILITYY FOR AUDIT OF STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone financial statements, including the disclosures, and whether the Standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

sd-
Atul Seth
Partner
Membership No. 084241

Place : Panchkula
Dated : 30 May 2019

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by Companies (Auditor's Report) Order 2016 ("the Order"), issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the Annexure "A" a statement on the matters specified in paragraphs 3 & 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

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

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

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

   e) On the basis of the written representations received from the directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019, from being appointed as a director in terms of Section 164 (2) of the Act.

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

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

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

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

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

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

sd-
Atul Seth
Partner
Membership No. 084241

Place : Panchkula
Dated : 30 May 2019

ANNEXURE "A"

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

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

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

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

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

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

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

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

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

(vii) a) According to information & explanations given to us and on the basis of our examination of the records of the Company, amounts deducted /accrued in the books of accounts in respect of undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, Goods & Services Tax, duty of customs, duty of excise, value added tax, cess and other statutory dues have been generally regularly deposited during the year by the Company with the appropriate authorities.

According to information & explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other statutory dues were in arrears as at 31 March 2019 for more than six months from the date they became payable.

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

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

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

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

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

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

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

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

(xv) According to information & explanations given to us and based on the examinations of our records of the Company, the Company has not entered into any non cash transactions with directors or persons connected with them& therefore provisions of section 192 of the Companies Act, 2013 are not applicable to the company. Accordingly paragraph 3 (xv) of the Order is not applicable to the Company.

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

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

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Atul Seth
Partner
Membership No. 084241

Place : Panchkula
Dated : 30 May 2019

Annexure – B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of Uniroyal Industries Ltd. ('the Company') as of 31 March 2019 in conjunction with our audit of the standalone IND-AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over the financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over the Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable for to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

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

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

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material aspects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

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Place : Panchkula
Dated : 30 May 2019

Atul Seth
Partner
Membership No. 084241

UNIROYAL INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars	Note No.	Figs for the Current Yr.	Figs for the Previous Yr.
ASSETS			
1. Non-current assets			
(a) Property, Plant & Equipments	1	270219936	239084244
(b) Capital Work- in- Progress	2	0	50188726
(c) Investment Properties	3	36532979	37006653
(d) Deffered tax assets (net)		0	0
(e) Financial Assets			
Non Current Investments	4	16500000	16500000
(f) other Non Current Assets			
- Long-term loans and advances	5	4826215	13227367
- Other non-current assets	6	594578	552513
Total - Non-current assets		**328673708**	**356559503**
2. Current assets			
(a) Inventories	7	16102514	18842102
(b) Financial Assets			
(i) Investments	8	2452491	2390162
(ii) Trade receivables	9	74754288	69290330
(iii) Cash and cash equivalents	10	2614446	1938701
(c) Other current assets			
- Short-term loans and advances	11	4845665	8885147
- Other current assets	12	1259433	1188852
Total - Current assets		**102028837**	**102535294**
Total Assets		**430702545**	**459094797**
A. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	13	82687200	82687200
(b) Other Equity	14	83384066	71496384
Total Equity		**166071266**	**154183584**
Liabilities			
Non Current Liabilities			
(I) Financial Liabilities			
(a) Long-Term borrowings	15	132825848	158670030
(b) Other Long-Term liabilities		0	0
(II) Non Current Provisions	16	2347293	2971954
(III) Deferred Tax Liabilities (Net)		16330418	15321519
(IV) Other Non Current Liabilities	17	5126760	5635200
Total- Non-current liabilities		**156630319**	**182598703**
Current Liabilities			
(I) Financial Liabilities			
(a) Short-Term borrowings	18	30748565	43077258
(b) Trade Payables	19	22153901	27342445
(c) Other Financial liabilities	20	46022816	45902197
(II) Provisions	21	9075678	5990610
Total - Current liabilities		**108000960**	**122312510**
Total :- Equity and Liabilities.		**430702545**	**459094797**

Summary of significant accounting policies & other notes on accounts — 31

(Arvind Mahajan)
Managing Director
As per our attached report of even date
DIN No. 00007397

(Akhil Mahajan)
Executive Director
DIN No. 00007598

(Atul Seth)
Partner
Chartered Accountants
Firm registration No. 006943N

(Meenakshi)
Company Secretary
M. No. 46496

Panchkula
30th May 2019

UNIROYAL INDUSTRIES LIMITED

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	Figs for the Current Yr.	Figs for the Previous Yr.
Income			
(I) Revenue from operations	22	308731067	292389634
(II) Other Income	23	1953081	2369505
(III) Total Income		**310684148**	**294759139**
(IV) Expenses			
Cost of Materials consumed	24	61618592	61563033
Purchase of trade goods	25	23849878	27630973
Changes in inventories of finsihed goods, traded goods and work in progress	26	1941237	(586957)
Excise duty onsale of goods		0	1704702
Employee benefits expense	27	73977263	72994361
Finance Cost	28	21236566	18870566
Depreciation and amortization expenses	29	27040032	23648398
Other expenses	30	84913669	83916680
Total Expenses (IV)		**294577237**	**289741756**
V Profit/(Loss) before exceptional items and tax (III-IV)		16106911	5017383
VI. Exceptional items		0	0
VII Profit/(Loss) before tax (V-VI)		16106911	5017383
VIII Tax expense			
Current tax		3933000	1382000
Deferred tax		1008899	(2513195)
Adjustment of tax relating to earlier years		(495637)	433372
IX Profit/(Loss) for the year from continuing operations (VII-VIII)		**11660649**	**5715206**
X Profit/(Loss) for the year from discontinued operations		0	0
XI Tax expense of discontinued operations		0	0
XII Profit/(Loss) for the year from discontinued operations (after tax) (X-XI)		0	0
XIII Proft/(Loss) for the year (IX+XIII)		11660649	5715206
XIV Other comprehensive income			
(A) (i) Items that will not to be reclassified to profit or loss			
Re-measurement (gains)/losses on defined benefit plans		(302711)	(191989)
(ii) Income Tax relating to items that will not to be reclassified to profit or loss		75678	47997
		(227033)	(143992)
Tax impact effect			
Other comprehensive income for the year, net of tax		11887682	5859198
XV Total comprehensive income for the year (XIII+XIV)		Rs. Per share	Rs. Per share
XVI Earnings per equity share {refer note no ......} (nominal value of share Rs.10)			
Basic (Rs.)		1.44	0.71
Diluted (Rs.)		1.44	0.71
		8268720	8268720
		8268720	8268720
Summary of significant accounting policies & other notes on accounts	31		

(Arvind Mahajan)
Managing Director
As per our attached report of even date
DIN No. 00007397

(Akhil Mahajan)
Executive Director
DIN No. 00007598

(Atul Seth)
Partner
Chartered Accountants
Firm registration No. 006943N

(Meenakshi)
Company Secretary
M. No. 46496

Panchkula
30th May 2019

UNIROYAL INDUSTRIES LIMITED

NOTE "1" PROPERTY, PLANT & EQUIPMENTS

Summary of Property, plant and equipment (PPE) (In Rs.)

	Land (Freehold)	Building	Leasehold improvements	Plant and equipment	Furniture and fixture	Office equipment	Computers and data processing units	Motor vehicles	Total
At cost									
Deemed cost as at April 1, 2017	**3,339,199.00**	**39,885,191.00**	**-**	**330,916,715.00**	**3,382,966.00**	**1,904,069.00**	**2,607,658.00**	**30,422,169.00**	**412,457,967.00**
Additions	17,260,460.00	6,575,237.00	-	36,131,920.00	272,633.00	293,760.00	103,954.00	6,305,252.00	66,943,216.00
Disposals	-	-	-	6,270,750.00	-	-	-	(4,881,578.00)	1,389,172.00
As at March 31, 2018	**20,599,659.00**	**46,460,428.00**	**-**	**373,319,385.00**	**3,655,599.00**	**2,197,829.00**	**2,711,612.00**	**31,845,843.00**	**480,790,355.00**
Additions	-	5,904,899.00	-	57,817,658.00	9,492.00	403,462.00	39,661.00	-	64,175,172.00
Disposals	-	-	-	-	-	-			-
Adjustments	-	-	-	(11,769,856.00)	-	-	-	-	
As at March 31, 2019	**20,599,659.00**	**52,365,327.00**	**-**	**419,367,187.00**	**3,665,091.00**	**2,601,291.00**	**2,751,273.00**	**31,845,843.00**	**533,195,671.00**
Depreciation									
As at April 1, 2017	**-**	**12,542,072.00**	**-**	**195,349,173.00**	**1,977,379.00**	**1,406,130.00**	**1,256,797.00**	**8,319,021.00**	**220,850,572.00**
Charge for the year	-	1,346,330.00	-	17,277,492.00	310,071.00	160,968.00	551,578.00	3,528,285.00	23,174,724.00
Deletions	-	-	-	479,293.00	-	-	-	(2,798,477.00)	(2,319,184.00)
As at March 31, 2018	**-**	**13,888,402.00**	**-**	**213,105,958.00**	**2,287,450.00**	**1,567,098.00**	**1,808,375.00**	**9,048,829.00**	**241,706,112.00**
Charge for the year	-	1,554,207.00	-	20,430,304.00	303,196.00	198,095.00	481,316.00	3,599,240.00	26,566,358.00
Deletions	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	(5,296,734.00)		-	-	-	(5,296,734.00)
As at March 31, 2019	**-**	**15,442,609.00**	**-**	**228,239,528.00**	**2,590,646.00**	**1,765,193.00**	**2,289,691.00**	**12,648,069.00**	**262,975,736.00**
Net carrying amount									
As at March 31, 2019	**20,599,659.00**	**36,922,718.00**	**-**	**191,127,659.00**	**1,074,445.00**	**836,098.00**	**461,582.00**	**19,197,774.00**	**270,219,935.00**
As at March 31, 2018	**20,599,659.00**	**32,572,026.00**	**-**	**160,213,427.00**	**1,368,149.00**	**630,731.00**	**903,237.00**	**22,797,014.00**	**239,084,243.00**
As at April 1, 2017	**3,339,199.00**	**27,343,119.00**	**-**	**135,567,542.00**	**1,405,587.00**	**497,939.00**	**1,350,861.00**	**22,103,148.00**	**191,607,395.00**

NOTE "2" CAPITAL WORK IN PROGRESS

	Figs for the Current Yr.	Figs for the Previous Yr.
Capital Work In Progress		
- Plant & Machinery	0	46441828
- Building	0	3746898
Borrowing cost capitalised is Rs. NIL (March 31, 2018: Rs 4,36,243.64) in respective years.		
Total Rs.	0	**50188726**

NOTE "3" INVESTMENT PROPERTIES

Long term non trade		
- Investments in Immovable property(Net of accumulated depreciation& impairment,if any)		
Flat at Mohali (Under Construction)	8773903	8773903
Flat at Goa	3002105	3053722
Flat at Chandigarh	24756971	25179028
- In Associates concerns	0	0
Total Rs.	**36532979**	**37006653**

NOTE "4" FINANCIAL ASSETS

Long term trade		
- Investments in equity instruments of subsidiary companies-Unquoted		
16,50,000 Equity Shares of Rs. 10/- each fully paid up in A M Textiles & Knitwears Ltd	16500000	16500000
Total Rs.	**16500000**	**16500000**

NOTE "5" LONG TERM LOANS AND ADVANCES

Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
- With parties for Capital Goods	157125	8535125
Securities & Deposits with Government Departments & other Agencies	4669090	4692242
Total Rs.	**4826215**	**13227367**

NOTE "6" OTHER NON-CURRENT ASSETS

Balances with banks held as margin money/against commitments	594578	552513
Total Rs.	594578	552513

NOTE "7" INVENTORIES

- (As prepared, valued & certified by the management)		
Stock in Trade		
- Raw Materials	12951918	13426448
- Semi Finished Products	1010150	965050
- Finished Goods	357971	1600198
- Labels/Seal Trading	1028847	1772957
- Packing Materials	290179	201121
- Stores & Spares	242755	658657
- Fuel	196290	194880
- Printing & Stationery	24404	22791
Total Rs.	**16102514**	**18842102**

NOTE "8" INVESTMENTS

Capital in partnership firms		
- Uniroyal Builders & Developers	**2452491**	**2390162**

Details of Partners in Uniroyal Builders & Developers

Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	50.00%	2452491
Sh. Saurabh Gupta	50.00%	1013491
Total	100%	3465982

Total Rs.	**2452491**	**2390162**

NOTE "9" TRADE RECEIVABLES

(Unconfirmed and unsecured but considered good)		
Outstanding for exceeding six months from the date they were due for payment	945220	1703975
Others	73809068	67586355
Total Rs.	74754288	69290330

NOTE "10" CASH AND CASH EQUIVALENTS

Cash in hand	195368	1116890
Imprest balances with staff	80986	60991
Balances with banks	1244494	512916
Cheques, drafts on hand	1093598	247904
Total Rs.	**2614446**	**1938701**

NOTE " 11" SHORT TERM LOANS AND ADVANCES

Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	29464	372479
- Staff	344500	308000
Pre-paid Expenses	893058	678260
With Income Tax Department	3548064	3209165
With GST	30579	4317243
Total Rs.	**4845665**	**8885147**

NOTE "12" OTHER CURRENT ASSETS

Claim receivable under TUFS	501835	644062
Interest receivable	677053	329634
Rent receivable	42480	0
HDFC Ltd	0	174881
PNB Housing Finance Ltd	32782	31566
Toyata Finance Services India Ltd	5283	8709
Total	**1259433**	**1188852**

NOTE "13" EQUITY SHARE CAPITAL

Authorised Capital Uniroyal Industries Ltd.		
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Authorised Capital AM Textiles and Knitwear Ltd		
Total Rs.	**105000000**	**105000000**
Issued, Subscribed And Paid Up Capital Uniroyal Industries Ltd		
82,68,720 (Previous year-82,68,720) Equity shares of Rs. 10/- each	82687200	82687200

-22,33,200 Shares of Rs. 10/- each fully paid up have been allotted pursuant to a scheme of Amalgamation, without payments being received in cash in 2006

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

Name of shareholder	As at 31.03.19		As at 31.03.18	
	No. of shares	%age holding	No. of shares	%age holding
Mr. Arvind Mahajan	2511631	30.38	2511631	30.38
Mr. Abhay Mahajan	713475	8.63	713475	8.63

Total Rs.	**82687200**	**82687200**

NOTE :14" OTHER EQUITY

General Reserve		
Opening balance	12416074	12416074
Addition /Adjustment: Transfer from profit and loss account	0	0
Closing balance	12416074	12416074
Surplus /Profit and Loss Account	58930310	53071112
Addition during the year	11887682	5859198
Less : Transfer to general reserve	0	0
Closing balance	70817992	58930310
Securities Premium Account	150000	150000
Total Rs.	**83384066**	**71496384**

NOTE "15" LONG TERM BORROWINGS

(a) Term Loans from banks-Secured		
- Secured by 'mortgage of 'immovable & moveable properties both present 'and future and personal guarantees of the promoter directors.	66995629	77555202
- Secured by hypotecation of vehicles	7347449	11631638
(b) Term Loans NBFC's-Secured	24822778	27145523
Subtotal : Depsoits-un secured	**99165856**	**116332363**
(c) Deposits-Un secured		
from related parties		
Deposits From Directors	33659992	42337667
Deposits From Director's relatives	0	0
from others		
Deposits From Public	0	0
Subtotal : Depsoits-un secured	**33659992**	**42337667**
Total Rs.	132825848	158670030

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

NOTE "16" NON CURRENT PROVISIONS

Provision for Leave Encashment	1735470	2653940
Provision for Gratuity	611823	318014
Total Rs.	**2347293**	**2971954**

NOTE "17" OTHER NON CURRENT LIABILITIES

Deferred income against Government Grant	5126760	5635200
Total Rs.	**5126760**	**5635200**

NOTE "18" SHORT TERM BORRWINGS

(a) Cash Credit from banks- secured	30748565	43077258
Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of promoter directors		
Loans and advances from related parties-unsecured	0	0
Total Rs.	**30748565**	**43077258**

NOTE "19" TRADE PAYABLES

Sundry Creditors for		
- Goods/Expenses	21531301	26690895
- Advances received from customers	622600	651550
Total Rs.	**22153901**	**27342445**

NOTE "20" OTHER FINANCIAL LIABILITIES

Other Liabilities	5347222	3675807
Expenses Payable	12276403	12385491
Current maturity of Long Term Borrowings	28399191	29840899
Total Rs.	**46022816**	**45902197**

NOTE "21" PROVISIONS

Provision for Taxation		
- Income Tax	4008678	1429997
Provision for Gratuity	4561141	4560613
Provision for Leave Encashment	487250	0
Provision for Bad Debts	18609	0
Total Rs.	**9075678**	**5990610**

NOTE "22" REVENUE FROM OPERATIONS

Sales of Products	301509006	284098442
Other Operating Revenue	7222061	8291192
Total Rs.	308731067	292389634

NOTE "23" OTHER INCOME

Rent received	48000	46434
Interest received	621118	300937
Tuff Interest subvention	775523	1494776
All ready income treated by IT	0	18918
MiscIncome (Deffered Income Agst.GG)	508440	508440
Total Rs.	**1953081**	**2369505**

NOTE "24" COST OF MATERIALS CONSUMED

Raw Material Consumed		
Opening stock	13426448	16845513
Add : Purchases	61144062	58143968
Less: Closing stock	(12951918)	(13426448)
Total Rs.	61618592	61563033

NOTE "25" PURCHASE OF TRADE GOODS

Purchase for trading	23849878	27630973
Total Rs.	**23849878**	**27630973**

NOTE "26" CHANGES IN INVENTORY OF FINISHED GOODS, TRADE GOODS AND WORK IN PROGRESS

Stock at Close		
Finished Goods	357971	1600198
Semi Finished Goods	1010150	965050
Traded Goods	1028847	1772957
Total Rs	**2396968**	**4338205**
Opening Stock		
Finished Goods	1600198	1064143
Semi Finished Goods	965050	935200
Traded Goods	1772957	1751905
Total Rs.	4338205	3751248
Increase / (Decrease)	**(1941237)**	**586957**

NOTE "27" EMPLOYEE BENEFIT EXPENSES

Salaries, Wages & Bonus	49351952	46999017
Contribution to Provident & Other Funds	3999792	4036976
Retirement Benefits	3249075	4955333
Workmen & Staff Welfare Expenses	1471980	1237266
Director's Remuneration	15904464	15765769
Total Rs.	**73977263**	**72994361**

NOTE "28" FINANCE COST

Interest expense on		
- Borrowings	20866749	18455599
- Trade payables	0	0
- Others	0	0
Other Borrowing cost	369817	414967
Total Rs.	**21236566**	**18870566**

NOTE "29" DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation	26566358	23174724
Depreciation on Investments	473674	473674
Total	**27040032**	**23648398**

NOTE "30" OTHER EXPENSES

Manufacturing expenses		
Stores & Spares consumed	4209382	2272334
Power & fuel	33294212	30657004
Repairs - Plant & Machinery	5468850	6285906
Repairs - Building & Others	296332	286082
Other Manufacturing Expenses	1622764	1809688
Sub total	**44891540**	**41311014**
Administrative expenses		
Rent	2075164	1095280
Rates & Taxes	139098	208540
Insurance	700795	835853
Auditor's Remuneration	115142	124870
Travelling & Conveyance		
- Director's Travelling	2267028	1954412
- Other's Travelling	888252	997459
Legal & Professional Charges	2286610	1630625
Loss on sale of Fixed Assets	2173122	22101
Vehicle Running & Maintaince	1881084	1569626
Telephone Expenses	565629	676956
Festival Expenses	561726	497495
Repair & Maintenance	1570	0
Share Department expenses	920874	732473
Other Administrative expenses	1749179	2251013
Sub total	**16325273**	**12596703**
Selling and distribution expenses		
Freight & forwarding	8604420	8166313
Advertisement & publicity	49806	6513
Packing expenses	4793894	4567608
Discount & commission	9951671	16355387
Sales promotion	297065	913142
Sub total	**23696856**	**30008963**
Total	**84913669**	**83916680**

UNIROYAL INDUSTRIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 **(Amount in Rs.)**

Uniroyal Industries Limited

Sr. No.	PARTICULARS	Figs for the Current Yr.	Figs. for the Previous Yr.
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	NET PROFIT BEFORE TAX	16,106,911	5,017,383
	ADJUSTMENTS FOR :-		
	Depreciation	26,566,358	23,174,724
	Loss on Fixed Assets	2,173,122	22,101
	Misc. Exp. Written Off	-	-
	Depreciation on Investments	473,674	473,674
	Other comprehensive income for the year,net of tax	227,033	-
	Sundry Balance Written Off/Written Back	262,733	471,372
	Dividend Received	-	-
	Profit Transfer from Uniroyal Developers & Builder	12,671	-
	Financial Expenses	21,236,566	18,870,566
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	**67,059,068**	**48,029,820**
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	2,739,588	2,737,341
	Trade receivables	(5,726,691)	(6,917,848)
	Short term loans and advances	4,039,482	(1,089,154)
	Long term loans and advances	8,401,152	(935,880)
	Other Current Assets	(70,581)	785,659
	Other Non current assets	(42,065)	747,979
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	(5,188,542)	(11,361,428)
	Other Financial liabilities	120,617	3,205,972
	Other Non Current liabilities	(508,440)	(508,440)
	Provisions Short Term	3,085,068	(415,839)
	Non Current Provisions	(624,661)	11,541
		73,283,995	34,289,723
	Less:- Current Taxes	(3,933,000)	(1,382,000)
	Income Tax Paid	495,637	(433,372)
	Total (A)	**69,846,632**	**32,474,351**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property, Plant & Equipments	(13,986,446)	(93,095,128)
	Disposal of Assets	4,300,000	4,026,985
	Dividend Received	-	-
	Investments Current	(75,000)	-
	Investments Properties	-	-
	Total (B)	**(9,761,446)**	**(89,068,143)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short Term Borrowings	(12,328,693)	20,226,330
	Long Term borrowings	(25,844,182)	55,202,230
	Issue of Share Capital	-	-
	Less :- Cash outflow from the financing activities		
	Financial Expenses	(21,236,566)	(18,870,566)
	Total (C)	**(59,409,441)**	**56,557,994**
	Total Cash Inflow During The Year **(A) + (B) + (C)**	675,745	(35,798)
	Opening Cash Balance	1,938,701	1,974,499
	Total Cash Inflow During The Year	675,745	(35,798)
	Net Cash & Cash Equivalent as on 31.03.2019	**2,614,446**	**1,938,701**
		-	-

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

For and on behalf of the Board of Directors

(Atul Seth)
Partner
Firm registration No.006943N
Panchkula
30th May 2019

(Arvind Mahajan)
Managing Director
DIN No. 00007397

(Akhil Mahajan)
Executive Director
DIN No. 00007598

Note No. "31" Notes forming part of the financial statements

1 Corporate Information

Uniroyal Industries Limited (the Company) is a public Company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India.

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

2 Significant accounting policies

2.A Basis of preparation

"The Statement of Assets and Liabilities of the Company as at March 31, 2019 and the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash flows for the year ended March 31, 2019 and Other Financial Information (together referred as 'Financial Information') has been prepared under Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended)."

The financial information are presented in Indian Rupees (INR).

2.B Significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

"(i) Expected to be realized or intended to be sold or consumed in normal operating cycle(ii) Held primarily for the purpose of trading(iii) Expected to be realized within twelve months after the reporting period, or (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period"

All other assets are classified as non-current.

A liability is current when:

"(i) It is expected to be settled in normal operating cycle(ii) It is held primarily for the purpose of trading(iii) It is due to settled within twelve months after the reporting period, or(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period"

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Property, Plant and Equipment

Under the previous GAAP (Indian GAAP), all assets were carried in the balance sheet at cost, less accumulated depreciation and accumulated impairment losses, if any. On the date of transition to Ind AS, the Company has applied exemptions of Ind AS 101 to continue the carrying value of all property, plant and equipment as at the date of transition as its deemed cost.

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of CENVAT\GST credit and VAT credit availed wherever applicable. Cost includes borrowing cost for long term construction projects if recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect of other assets, depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

Assets	Useful lives estimated by the management (years)
Factory building	30
Other building	60
Plant and Equipment	15
Office Equipment	5
Computers & Data Processing Units	3
Furniture and Fixtures	10
Motor Vehicles	8

c. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

d. Impairment of non financial assets

"The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount. Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value in- use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the asset exceeds the estimated recoverable amount of the asset."

After impairment, depreciation is provide on the revised carrying amount of the asset over its remaining economic life.

e. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. Purchase and sale of financial assets are accounted for at trade date.

Financial instruments at amortized cost

"A financial instrument is measured at the amortized cost if both the following conditions are met:a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, andb) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding."

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method.

Financial instrument at Fair Value through Other Comprehensive Income (OCI)

"A financial instrument is classified and measured at fair value through OCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent solely payments of principal and interest."

Financial instruments included within the OCI category are measured initially as well as at each reporting date at fair value.

Fair value movements are recognized in OCI. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from OCI to statement of profit and loss.

Financial instrument at Fair Value through Profit and Loss

Any financial instrument, which does not meet the criteria for categorization at amortized cost or at fair value through other comprehensive income, is classified at fair value through profit and loss. Financial instruments included in the fair value through profit and loss category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments

Equity investments in subsidiaries are measured at cost.

Derecognition of financial assets

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset.

Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case they are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized in the statement of profit and loss.

(ii) Financial liabilities

"All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, borrowings including bank overdrafts and other payables."

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

Investment in Subsidiaries

The investment in subsidiaries are carried at cost as per Ind AS 27. Investment accounted for at cost is accounted for in accordance with Ind AS 105 when they are classified as held for sale. Investment carried at cost is tested for impairment as per Ind AS 36 . An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, an investor controls an investee if and only if the investor has all the following:

(a) power over the investee;

(b) exposure, or rights, to variable returns from its involvement with the investee and

(c) the ability to use its power over the investee to affect the amount of the investor's returns.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods and is measured at fair value of consideration received/receivable, net of returns and allowances, trade discounts and volume rebates.

Job work income

Revenue from job work is recognised by reference to stage of completion of job work as per terms of agreement. Revenue from job work is measured at the fair value of the consideration received or receivable, net of allowances, trade discounts and volume rebates, if any.

Export benefits

Export benefits constituting duty draw back and others are accounted for on accrual basis and are considered as other operating income.

h. Inventories

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

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

i. Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized under deferred income and is apportioned over the life of the asset

j. Taxes: Taxes comprises current income tax and deferred tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the year that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

GST (Goods and Service tax)/ Sales/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:

► When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable

► When receivables and payables are stated with the amount of tax included"

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

k. Borrowing costs

"Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs."

l. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs .

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payment are structured to increase in line with expected general inflation to compensate for the losses in expected inflationary cost increase.

m. Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

n. Employee benefits

Provident fund

Provident fund contribution in respect of employees are made to government as per the Provident Fund Act.

"Gratuity"

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has also made contribution to SBI Life Insurance towards a policy to cover the gratuity liability of the employees to an extent. The difference between the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with SBI Life is provided for as liability in the books.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

(i) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non routine settlements.

(ii) Net interest expenses or income

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Short-term obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

q. Foreign currencies

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates (‘the functional currency’). The Company’s financial statements are presented in Indian rupee (Rs) which is also the Company’s functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the time of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

r. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient date are avilable to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decided, after discussions with the Company's external valuers which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.

The management in conjuction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company determines classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

s. Dividend

Final dividend proposed by the Board of Directors is recognized upon approval by the shareholders who have the right to decrease but not increase the amount of dividend recommended by the Board of Directors. Interim dividends are recognized on declaration by the Board of Directors.

2.C Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

(a) Operating lease commitments - Company as lessee

The Company has taken various properties on leases. the Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it does not retain all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

(b) Gratuity benefit

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates.

(c) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. the Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Impairment of non-Financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

2.D Standards Issued but not yet effective

Following are the new standards & amendments to existing standards (as notified by Ministry of Corporate Affairs (MCA) on 30th March, 2019 which are effective for annual period beginning after 1st April, 2019. The Company intends to adopt these standards or amendments from effective date.

Ind AS 116- Leases

Ind AS 116 replaces existing lease accounting guidance i.e Ind AS 17 Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short term leases and leases for low value items, under a single on balance sheet lease accounting model. A lessee recognizes a right of use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor accounting largely unchanged from the existing standard- i.e lessors continue to classify leases as finance or operating leases.

Based on the preliminary assessment, the company does not expect any significant impacts on transition to Ind AS 116. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supprtable information when the standard will be adopted. The quantative inpacts would be finalized based on a detailed assessment which has been initiated to identify the key impacts along with evalauation of appropriate transition options.

Amendments to existing Ind AS

The following amendments to existing standards are not expected to have a significant impact on the Company's financial statements. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the company when it will adopt the respective amended standards.

1. Amendment to Ind AS 12 Income Taxes
2. Amendment to Ind AS 19 Employee Benefits
3. Amendment to Ind AS 23 Borrowing Costs
4. Amendment to Ind AS 28 Investments in Associates and Joint Ventures
5. Amendment to Ind AS 103 Business Combinations
6. Amendment to Ind AS 109 Financial Instruments
7. Amendment to Ind AS 111 Joint Arrangements

3.Statement of changes in equity for the year ended March 31, 2019

a) Equity share capital

Particulars	Nos.	(Rs.)
As at March 31, 2017	**8,268,720**	**82,687,200.00**
Add: Equity share issued	-	-
As at March 31, 2018	**8,268,720**	**82,687,200.00**
Add: Equity share issued (refer note 12)	-	-
As at March 31, 2019	**8,268,720**	**82,687,200.00**

b) Other equity (Rs.)

Particulars	Reserves and Surplus			Total Other Equity
	Securities premium account	General Reserve	Retained Earnings	
As at April 1, 2017	**150,000.00**	**11,698,089.00**	**51,564,312.00**	**63,412,401.00**
Profit\ (Loss) for the year	-	-	1,506,800.00	1,506,800.00
Other comprehensive income for the year	-	-	-	-
Transfer from Profit and Loss account		717,985.00	5,859,197.00	6,577,182.00
Addition on equity shares issued	-	-	-	-
Cash dividends	-	-	-	-
Dividend distribution tax	-	-	-	-
As at March 31, 2018	**150,000.00**	**12,416,074.00**	**58,930,309.00**	**71,496,383.00**
Profit\ (Loss) for the year	-	-	11,887,680.00	11,887,680.00
Other comprehensive income for the year	-	-	-	-
Addition on equity shares issued	-	-	-	-
Cash dividends	-	-	-	-
Dividend distribution tax	-	-	-	-
As at March 31, 2019	**150,000.00**	**12,416,074.00**	**70,817,989.00**	**83,384,063.00**

4. Summary of Commitments and contingencies

(Rs. in Lakhs)

S. No.	Particulars	As at 31-Mar-19	As at 31-Mar-18
i.	Claims against the Company not acknowledged as debts (Refer note (a))	-	-
ii.	Guarantees given by banks on behalf of the company	**62.00**	**52.25**
	- to Reliance Industries ltd.	62.00	50.00
	- to Deputy Commissioner of customs	-	-
	- to Assistant Commissioner of Central Tax Divison, GST	-	2.25

5. Summary of Gratuity

The Company has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The scheme is partially funded with SBI Life Insurance in the form of a qualifying insurance policy.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(Rs. in Lakhs)

		Year ended March 31, 2019	Year ended March 31, 2018
a)	**Reconciliation of opening and closing balances of defined benefit obligation**		
	Defined benefit obligation at the beginning of the year	8,650,867.00	6,193,549.00
	Interest expense	670,824.00	437,987.00
	Past Service Cost	-	2,276,825.00
	Current service cost	713,610.00	685,384.00
	Benefit paid	(531,145.00)	(707,451.00)
	Acquisition adjustment	-	-
	Remeasurement of (Gain)/loss in other comprehensive income		
	Actuarial changes arising from changes in demographic assumptions	-	-
	Actuarial changes arising from changes in financial assumptions	205,580.00	(289,357.00)
	Actuarial changes arising from changes in experience adjustments	(507,833.00)	53,930.00
	Defined benefit obligation at year end	**9,201,903.00**	**8,650,867.00**
b)	**Reconciliation of opening and closing balances of fair value of plan assets**		
	Fair value of plan assets at beginning of the year	3,772,241.00	3,251,322.00
	Interest Income	287,385.00	271,808.00
	Employer contribution	500,000.00	1,000,000.00
	Remeasurement of (Gain)/loss in other comprehensive income	459.00	(43,438.00)
	Benefits paid	(531,145.00)	(707,451.00)
	Fair value of plan assets at year end	**4,028,940.00**	**3,772,241.00**
c)	**Net defined benefit asset/ (liability) recognized in the balance sheet**		
	Fair value of plan assets	4,028,940.00	3,772,241.00
	Present value of defined benefit obligation	9,201,903.00	8,650,867.00
	Amount recognized in balance sheet- asset / (liability)	**(5,172,963.00)**	**(4,878,626.00)**
d)	**Net defined benefit expense (recognized in the statement of profit and loss for the year)**		
	Current service cost	713,610.00	685,384.00
	Past service cost	-	2,276,825.00
	Interest cost on benefit obligation	670,824.00	437,987.00
	Expected return on plan assets	(287,385.00)	(271,808.00)
	Net defined benefit expense debited to statement of profit and loss	**1,097,049.00**	**3,128,388.00**
e)	**Broad categories of plan assets as a percentage of total assets**		
	Asset invested in insurance scheme with the insurer	100%	100%

f) **Principal assumptions used in determining defined benefit obligation**

Assumption particulars	As At March 31, 2019	As At March 31, 2018
Discount rate	7.65%	8.00%
Salary escalation rate	4.00%	4.00%
Mortality Rate (% of IALM 06-08)	100.00%	100.00%

g) **Quantitative sensitivity analysis for significant assumptions is as below:**

Increase / (decrease) on present value of defined benefits obligations at the end of the year

	Year ended March 31, 2019	Year ended March 31, 2018
Discount rate		
Increase by 1.00%	(6.10)	(5.10)
Decrease by 1.00%	7.20	6.05
Salary growth rate		
Increase by 1.00%	5.80	4.88
Decrease by 1.00%	(5.00)	(4.20)
Withdrawal Rate		
Increase by 1%	3.20	3.06
Decrease by 1%	(3.60)	(3.49)

h) **Maturity profile of defined benefit obligation (valued on undiscounted basis)**

	Year ended March 31, 2019	Year ended March 31, 2018
Within the next 12 months (next annual reporting period)	4,561,141.00	4,560,613.00
Between 2 and 5 years	673,488.00	567,313.00
Between 6 and 10 years	1,624,972.00	1,588,001.00
Beyond 10 Years	-	-

i) The average duration of the defined benefit plan obligation at the end of the reporting period is 12 Years

j) The Company expects to contribute Rs 25.86 Lakhs to the planned assets during the next financial year.

k) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by independent Actuary.

l) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

m) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

6. Summary of Financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value are as follows:

(In Rupees)

Category	Carrying value			Fair Value		
	March 31, 2019	March 31, 2018		March 31, 2019	March 31, 2018	
Financial asset at amortized cost						
Investments	18,952,491.00	18,890,162.00		18,952,491.00	18,890,162.00	
Trade receivables	74,754,288.00	69,290,330.00		74,754,288.00	69,290,330.00	
Financial liabilities at amortized cost						
Non-Current borrowings (refer note 14)	132,825,848.00	158,670,030.00		132,825,848.00	158,670,030.00	
Short term borrowings (refer note 17)	30,748,565.00	43,077,258.00		30,748,565.00	43,077,258.00	
Other non-current financial liabilities	-	-		-	-	
Trade payables (refer note 18)	22,153,901.00	27,342,445.00		22,153,901.00	27,342,445.00	
Other current financial liabilities (refer note 19)	46,022,816.00	45,902,197.00		46,022,816.00	45,902,197.00	

The Company assessed that trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors are considered to be the same as their fair values, due to their short term nature.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

7. Restated summary of Financial risk management objectives and policies

The Company’s has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses forward covers to hedge foreign currency risk exposures.

The Company is exposed to capital risk, market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Company, duly supported by various Groups.

a) Capital risk

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns to its shareholders and benefits for other stakeholders and to provide for sufficient capital expansion.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Senior management of the Company.

c) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade receivables

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management team assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. An impairment analysis is performed at each reporting date on group\category basis. The calculation is based on exchange losses historical data and available facts as on date of evaluation. Trade receivables comprise a widespread customer base. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(ii) Financial instruments and cash deposit

Credit risk from balances with banks and financial institutions is managed by the Company's Banking and Forex team in accordance with the Company's policy. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Company.

d) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, and foreign currency receivables and payables.

8. Summary of Earnings per share (EPS)

		(In Rs.)
	Year ended March 31, 2019	**Year ended March 31, 2018**
Basic EPS		
Profit/(loss) after tax (Rs. in Lakhs)	11,887,680.00	5,859,197.00
Net profit/(loss) for calculation of basic EPS	11,887,680.00	5,859,197.00
Weighted average number of equity shares outstanding during the year (Nos.)	8,268,720	8,268,720
Basic earnings per share (Rs.)	**1.44**	**0.71**
Dilutive EPS		
Equivalent weighted average number of equity convertible security\option outstanding	Nil	Nil
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos)	8,268,720	8,268,720
Diluted earnings per share (Rs.)	**1.44**	**0.71**

9. Summary of Capital Management

For the purpose of the Company's capital management, capital includes issued equity attributable to the equity shareholders of the Company, share premium and all other equity reserves. The primary objective of the Company's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

		(Rs. in Lakhs)
	As at March 31, 2019	**As at March 31, 2018**
Long term borrowings	132,825,848.00	158,670,030.00
Short term borrowings	30,748,565.00	43,077,258.00
Trade payables	22,153,901.00	27,342,445.00
Less: Cash and Cash equivalents	2,614,446.00	1,938,701.00
Less: Other bank balances	-	-
Net Debt	183,113,868.00	227,151,032.00
Equity share capital	82,687,200.00	82,687,200.00
Other equity	83,384,063.00	71,496,381.00
Total Equity	**166,071,263.00**	**154,183,581.00**
Total Capital and net debt	**349,185,131.00**	**381,334,613.00**
Gearing ratio	110%	147%

10. 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.

11. Revenue from contracts is Rs. 30,15,09,006 which includes revenue from cintracts Rs. 30,33,70,105 minus Rate Difference, Rejections of Rs. 18,61,099.

12. Small Scale Creditors

    Sundry Creditors includes Rs 42,79,741/- (Previous year-Rs. 27,90,,223/-) due to Micro/Small/Medium enterprises . There are three undertaking from whom amount outstanding for more than 30 Days in respect of small scale undertaking where such dues exceeds Rs. 1.00 lacs (Previous year NIL)

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

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The amount of exchange rate differences	Cur. Yr.	Prev. Yr.
a) Included in Profit & Loss account of the year on	81127	256
Account of receivable and payables :Net		
b) Adjusted in carrying amount of fixed assets	0	0
c) In respect of forward exchange contract to be Recognized as an expense in the current year	0	0
d) In respect of forward exchange contract to be Recognized as an expense in the subsequent years	0	0

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Managerial Remuneration	Curr.Yr	Prev.Yr
(Remuneration is within the limit prescribed under schedule V to the Companies Act, 2013.)		
a) To the managing Director & Whole time Directors		
Salary/Commission/Allowance		
Perquisites	13440000	13440000
Rent Free Accommodation	1264463	1125769
	1200000	1200000
Total	15904463	15765769
b) To other Director	0	0

16 **Foreign exchange derivates and exposures outstanding as at the Balance Sheet Date:**

Nature of Instrument

A. Hedged Foreign Currency Exposure on:		
I. Payable	0	0
II. Receivable	0	0
B. Un hedged Foreign Currency Exposure on:		
I. Payable		
	478USD	478USD
	31,135INR	31,135INR
	1,201.54CHF	1,185CHF
	83,761 INR	80,845INR
	1,514.37EURO	0 EURO
	1,17,925 INR	0 INR
II. Receivable		
	2,971.10 USD	1,957 USD
	2,06,134 INR	1,27,453INR

17 **Related Party disclosure as per AS-18**

a. **List of related & Associated parties**

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

b. Key management personnel

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

c. Outstanding Balances

		Cur. Yr.	Prev. Yr.
Due to Directors	Remuneration	3,600,253	35,18,662
Due to Directors	Unsecured Loan	33,659,992	4,23,37,667
Due to (from) AM Textiles and Knitwears Ltd		28,938	0
Capital in Uniroyal Builders & Developers		2,452,491	23,90,162
Capital in AM Textiles & Knitwears Ltd		1,65,00,000	16500000

d. Transaction /consideration during the year

			Cur. Yr	Prev. Yr.
Party	Relation			
Mr. Arvind Mahajan	Mg. Director	Rent Paid	12,00,000	1200000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/Perquisits/Allowance	2,881,405	28,62,223
Mrs. Rashmi Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	1,870,943	1857662
Mr. Akhil Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	4,685,621	46,28,718
Mr. Abhay Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	5,266,496	52,17,166
Uniroyal Builders & Developer	Partnership	Share of Profit/(Loss) Received	(12,671.00)	(9,130.00)
Uniroyal Builders & Developer	Partnership	Investment during the year	75,000	0
AM Textiles & Knitwears Ltd	Subsidiary Company	Rent Received	48,000	46,434
AM Textiles & Knitwears Ltd	Subsidiary Company	Purchase of Yarn	1,076,223	15,15,793
AM Textiles & Knitwears Ltd	Subsidiary Company	Sale of yarn	0	0
Mr. Arvind Mahajan	Mg. Director	Interest Paid	2,801,309	26,39,715
Mrs. Rashmi Mahajan	Executive Director	Interest Paid	986,096	6,25,960
Mr. Abhay Mahajan	Executive Director	Interest Paid	733,924	9,40,531
Mr. Akhil Mahajan	Executive Director	Interest Paid	456,574	3,02,121

18 Auditor's Remuneration

	Cur. Yr.	Prev. Yr.
Auditor's Expenses	56,642	38,395
Payment to Auditors -Certification Etc	16,500	44,475
Audit Fee	42,000	42,000
Total	**115,142**	**124,870**

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

	Current Yr. % age	Current Yr. Value	Prev. Yr. & % age	Prev Yr. Value
I. Stores & Spares				
Imported	23.88	906,036	60.19	1,511,758
Indigenous	76.12	2,887,444	39.81	999,945
II. Raw Material Consumed				
Polyester Yarn				
	Qty. Kg	**Value**	**Qty. Kg**	**Value**
	179,131	49,592,431	170,995	45,285,805

20 Sale of Raw Material

	Qty. Kg	Value	Qty. Kg	Value
Polyester Yarn	3,467.00	1,110,184	7,047.00	1,164,817

21 Value of Imports Calculated on CIF

	Current Yr.	Pre Yr.
Import of Machinery	0	0

22 Expenditure in Foreign Currencies during the financial Year

		Current Yr.	Previous Yr.
Raw Material/Store	INR	728,040	408,910
	Euro	8,764	5,281
	INR	422,521	765,942
	Swiss Franks	5,663	11,251
	INR	0	113,251
	USD	0	1,763

23 Amount remitted in foreign currencies on account of

	Current Yr.	Previous Yr.
Dividend	Nil	Nil
Expenditure Travelling	1,405,403	1,126,648
Earning in foreign exchange-Exports of Goods FOB Value	6,704,453	7,607,841

24 Previous Years Figures

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

25 Balance Sheet abstract and company's general business profile

I. Registration Details:	
Registration No.	L18101HR1993PLC033167
Balance Sheet Date	31/03/2019
II. Capital raised during the year (amount in thousand	
Public Issue	Nil
Right Issue	Nil
Bonus Issue	Nil
Private Placement	Nil
III. Position of mobilization and deployment of funds (amounts in thousands)	
Source of Funds	
Total Liabilities	430703
Paid up Capital	82687
Reserve & Surplus	83384
Share Application Money	0
Non Current Liabilities	156630
Current Liabilities	108000
Application for Funds	
Total assets	430703
Non current Assets	328674
Current assets	102029
IV. Peformance of Company (Amount in thousands)	
Turnover	310684
Total Expenditure	294577
Profit/Loss before Tax	16107
Profit/Loss after Tax	11888
(+for profit, ()for loss)	
Earning Per Share	1.44
Dividend rate%	0
V.Generic Names of Three Principal Products/Services of Company (as per Monetary terms	
Product Description	(ITC Code)
Labels	58071020
Plastic Seals	39269099
As per our report of even date attached	

For Uniroyal Industries Limited

For A G P R S & Associates

(Arvind Mahajan)
Managing Director
DIN: 00007397

(Akhil Mahajan)
Executive Director
DIN: 00007598

Atul Seth
Partner
Firm Regn. No. 006943N

Place: Panchkula
Dated: 30th May, 2019

(Meenakshi)
Company Secretary
M. No. 46496

FORM A

(For Audit Report with unmodified opinion)

1.	Name of the Company	Uniroyal Industries Limited
2.	Annual Financial statements for the year ended	31st March 2019 (Standalone)
3.	Type of Audit observation	Unmodified
4.	Frequency of observation	Not Applicable
5.	CEO/Mg. Director/Executive Director	Sd- Akhil Mahajan
	CFO	Sd- Nasib Kumar Jaryal
	Auditor	Sd- Atul Seth Partner
	Chairman Audit Committee	Sd- Anirudh Khullar

Dated : 30th May, 2019
Place : Panchkula

INDEPENDENT AUDITOR'S REPORT

To the Members of
Uniroyal Industries Limited

REPORT ON THE CONSOLIDATED Ind-AS FINANCIAL STATEMENTS

OPINION

We have audited the accompanying consolidated Ind-AS financial statements of Uniroyal Industries Limited (“the Holding Company”), and its subsidiary company A M Textiles & Knitwears Ltd. (hereinafter collectively referred as “The Group”) which comprise the Consolidated Balance Sheet as at 31st March 2019, the Consolidated statement of Profit and Loss (including Other Comprehensive Income),the Consolidated Statement of Changes in Equity and the Consolidated statement of Cash Flow for the year then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Ind-AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, (“Ind AS”) and other accounting principles generally accepted in India, of the state of affairs of the Group as at 31 March 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor’s responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI’s Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Key Audit matters

Key Audit Matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Standalone Ind AS financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

Litigations and contingencies:
See note 4 to the financial statements:

The Key audit matter	How the matter was addressed in our audit
• The company is exposed to a variety of different Central and state laws, regulations and interpretations thereof. In this regulatory environment, there is an inherent risk of litigations and claims. • In the normal course of business, provisions and contingent liability disclosures for litigations and claims may arise from direct and indirect tax proceedings, legal	Our procedures included: ▪ Inquiring the status of significant known actual and potential litigation with the Company’s in-house Legal Counsel and other senior management personal who have knowledge of these matters and critically assessing their responses. ▪ Obtaining, on a sample basis, written responses from the Company’s in-house

proceedings, including regulatory and other government/department proceedings, as well as investigations by authorities and commercial claims. • At 31 march 2019, the Company's contingent liabilities were Rs.62.00 lacs (31,March 2018 : Rs.52.25) (refer note 4 to the financial statements) • These estimates could change substantially over time as new facts emerge and each legal case progresses • Given the inherent complexity and magnitude of potential exposures across the Company and the judgement necessary to estimate the amount of provisions required or to determine required disclosures, this is a key audit matter.	legal counsel, containing their views and conclusions on material exposures and any related litigation and considered the same in evaluating the appropriateness of the Company's provisions or disclosures on such matters. ▪ Reading the latest correspondence between the Company and the various tax/legal authorities or plaintiffs and attorneys where applicable, for matters selected on sample basis for detailed evaluation. ▪ For the most significant of the matters, we assesse relevant historical and recent judgments passed by the court authorities and considering legal opinion, where obtained by management from external lawyers, to challenge the basis used for the provisions recorded and the disclosures made by the Company ▪ Challenging the decisions and rationale for provisions held or for decisions not to record provisions or make disclosures. ▪ For those matters where management concluded that no provisions should be recorded, we have reviewed the adequacy and completeness of the Company's disclosures.

• The company has recognised deferred tax liability amounting to Rs.163.30 lacs (31 March 2018 : Rs.153.22) for temporary differences, In the value of assets as per Books of Accounts & as per Income Ta x Act.	▪ Reconciling tax losses and tax credits and its expiry dates to tax returns filed with tax authority ▪ With respect to tax matters, involving our tax specialists, and discussing with the Company's tax officers, their views and strategies on significan t cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. ▪ Assessing the accuracy of forecast future taxable profits approved by the Board, by evaluating historical forecasting accuracy and comparing the a ssumptions, such as projected growth rates, with our own expectations of those assumptions derived from our knowledge of the industry and our understanding obtained during our audit, including where applicable their consistency with business plans.

INFORMATION OTHER THAN CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT

The Group's management and Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Group's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation of these consolidatedInd-AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Group in accordance with the accounting principles generally accepted in India including the Indian Accounting Standards (IND-AS) prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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

In preparing the financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.
The Board of Directors are responsible for overseeing the Group's financial reporting process.

AUDITORS' RESPONSIBILITYFOR AUDIT OF CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on

whether the Group has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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

sd-
Atul Seth
Partner
Membership No. 084241

Place : Panchkula
Dated : 30 May 2019

UNIROYAL INDUSTRIES LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2019

Particulars			Note No.	Figs for the Current Yr.	Figs for the Previous Yr.
ASSETS					
1.	**Non-current assets**				
	(a)	Property, Plant & Equipments	1	275992708	245848571
	(b)	Capital Work- in- Progress	2	0	50188726
	(c)	Investment Properties	3	36532979	37006653
	(d)	Deffered tax assets (net)		1282	0
	(e)	Financial Assets			
	Non Current Investments			0	0
	(f)	other Non Current Assets			
	-	Long-term loans and advances	4	4826215	13227367
	-	Other non-current assets	5	594578	552513
	Total - Non-current assets			**317947762**	**346823830**
2.	**Current assets**				
	(a)	Inventories	6	72190766	62270247
	(b)	Financial Assets			
	(i)	Investments	7	2452491	2390162
	(ii)	Trade receivables	8	122458679	123202973
	(iii)	Cash and cash equivalents	9	2901770	2072193
	(c)	Other current assets			
	-	Short-term loans and advances	10	8836792	13952016
	-	Other current assets	11	2087913	1999992
	Total - Current assets			**210928411**	205887583
	Total Assets			**528876173**	552711413
A.	**EQUITY AND LIABILITIES**				
	Equity				
	(a)	Equity Share Capital	12	82687200	82687200
	(b)	Other Equity	13	91592955	79596453
	Total Equity			**174280155**	**162283653**
	Liabilities				
	Non Current Liabilities				
	(I)	**Financial Liabilities**			
	(a)	Long-Term borrowings	14	134054933	161605350
	(b)	Other Long-Term liabilities		0	0
	(II)	Non Current Provisions	15	2347293	2971954
	(III)	Deferred Tax Liabilities (Net)		16330418	15349453
	(IV)	Other Non Current Liabilities	16	5126760	5635200
	Total- Non-current liabilities			**157859404**	**185561957**
	Current Liabilities				
	(I)	**Financial Liabilities**			
	(a)	Short-Term borrowings	17	96133732	97446727
	(b)	Trade Payables	18	43588348	50945605
	(c)	Other Financial liabilities	19	47858856	49337861
	(II)	Provisions	20	9155678	7135610
	Total - Current liabilities			**196736614**	**204865803**
	Total :- Equity and Liabilities.			**528876173**	**552711413**

Summary of significant accounting policies & other notes on accounts 30

(Arvind Mahajan)
Managing Director
As per our attached report of even date
DIN No. 00007397

(Akhil Mahajan)
Executive Director
DIN No. 00007598

(Atul Seth)
Partner
Chartered Accountants
Firm registration No. 006943N

(Meenakshi)
Company Secretary
M. No. 46496

Panchkula
30th May 2019

UNIROYAL INDUSTRIES LIMITED

CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

Particulars	Note No.	Figs for the Current Yr.	Figs for the Previous Yr.
Income			
(I) Revenue from operations	21	780794657	696617098
(II) Other Income	22	2228919	2377444
(III) Total Income		**783023576**	**698994542**
(IV) Expenses			
Cost of Materials consumed	23	60542369	60047240
Purchase of trade goods	24	496261275	408015991
Changes in inventories of finsihed goods,	25	(10718870)	6911565
traded goods and work in progress		0	1704702
Excise duty onsale of goods		74755838	74412981
Employee benefits expense	26	30341764	24271083
Finance Cost	27	28172119	24730612
Depreciation and amortization expenses	28	87362168	89360508
Other expenses	29	0	0
- Inter Unit (Income)/ Expenses		**766716663**	**689454682**
Total Expenses (IV)		16306913	9539860
V Profit/(Loss) before exceptional items		0	0
and tax (III-IV)		16306913	9539860
VI. Exceptional items			
VII Profit/(Loss) before tax (V-VI)			
VIII Tax expense			
Current tax		4013000	2527000
Deferred tax		979683	(2495246)
Adjustment of tax relating to earlier years		(455239)	430819
IX Profit/(Loss) for the year from continuing		**11769469**	**9077287**
operations (VII-VIII)		0	0
X Profit/(Loss) for the year from discontinued operations		0	0
XI Tax expense of discontinued operations		0	0
XII Profit/(Loss) for the year from discontinued operations		11769469	9077287
(after tax) (X-XI)			
XIII Proft/(Loss) for the year (IX+XIII)			
XIV Other comprehensive income		(302711)	(191989)
(A) (i) Items that will not to be reclassified to profit or loss			
Re-measurement (gains)/losses on defined		75678	47997
benefit plans		(227033)	(143992)
(ii) Income Tax relating to items that will not to be			
reclassified to profit or loss		11996502	9221279
Tax impact effect			
Other comprehensive income for the year, net of tax			
		Rs. Per share	Rs. Per share
XV Total comprehensive income for the year (XIII+XIV)			
XVI Earnings per equity share {refer note no ......}			
(nominal value of share Rs.10)		1.45	1.12
Basic (Rs.)		1.45	1.12
Diluted (Rs.)			
		8268720	**8268720**
		8268720	**8268720**
Summary of significant accounting policies & other notes on accounts	30		

(Arvind Mahajan)
Managing Director
As per our attached report of even date
DIN No. 00007397

(Akhil Mahajan)
Executive Director
DIN No. 00007598

(Atul Seth)
Partner
Chartered Accountants
Firm registration No. 006943N

(Meenakshi)
Company Secretary
M. No. 46496

Panchkula
30th May 2019

CONSOLIDATED

UNIROYAL INDUSTRIES LIMITED

NOTE "1" PROPERTY , PLANT & EQUIPMENTS

Summary of Property, plant and equipment (PPE)

(In Rs.)

	Land (Freehold)	Building	Leasehold improvements	Plant and equipment	Furniture and fixture	Office equipment	Computers and data processing units	Motor vehicles	Total
At cost									
Deemed cost as at April 1, 2017	**3,339,199.00**	**39,885,191.00**	**-**	**330,916,715.00**	**3,423,311.00**	**2,053,369.00**	**2,658,127.00**	**39,264,247.00**	**421,540,159.00**
Additions	17,260,460.00	6,575,237.00	-	36,131,920.00	272,633.00	480,367.00	117,079.00	6,363,668.00	67,201,364.00
Disposals	-	-	-	6,270,750.00	-	-	-	(4,881,578.00)	1,389,172.00
As at March 31, 2018	**20,599,659.00**	**46,460,428.00**	**-**	**373,319,385.00**	**3,695,944.00**	**2,533,736.00**	**2,775,206.00**	**40,746,337.00**	**490,130,695.00**
Additions	-	5,904,899.00	-	57,817,658.00	9,492.00	522,808.00	60,847.00	-	64,315,704.00
Disposals	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	(11,769,856.00)	-	-	-	-	
As at March 31, 2019	**20,599,659.00**	**52,365,327.00**	**-**	**419,367,187.00**	**3,705,436.00**	**3,056,544.00**	**2,836,053.00**	**40,746,337.00**	**542,676,543.00**
Depreciation									
As at April 1, 2017	**-**	**12,542,072.00**	**-**	**195,349,173.00**	**1,989,583.00**	**1,534,235.00**	**1,299,368.00**	**9,629,940.00**	**222,344,371.00**
Charge for the year	-	1,346,330.00	-	17,277,492.00	314,584.00	176,203.00	553,656.00	4,588,673.00	24,256,938.00
Deletions	-	-	-	479,293.00	-	-	-	(2,798,477.00)	(2,319,184.00)
As at March 31, 2018	**-**	**13,888,402.00**	**-**	**213,105,958.00**	**2,304,167.00**	**1,710,438.00**	**1,853,024.00**	**11,420,136.00**	**244,282,125.00**
Charge for the year	-	1,554,207.00	-	20,430,304.00	307,707.00	252,976.00	488,827.00	4,664,424.00	27,698,445.00
Deletions	-	-	-	-	-	-	-	-	-
Adjustments	-	-	-	(5,296,734.00)	-	-	-	-	(5,296,734.00)
As at March 31, 2019	**-**	**15,442,609.00**	**-**	**228,239,528.00**	**2,611,874.00**	**1,963,414.00**	**2,341,851.00**	**16,084,560.00**	**266,683,836.00**
Net carrying amount									
As at March 31, 2019	**20,599,659.00**	**36,922,718.00**	**-**	**191,127,659.00**	**1,093,562.00**	**1,093,130.00**	**494,202.00**	**24,661,777.00**	**275,992,707.00**
As at March 31, 2018	**20,599,659.00**	**32,572,026.00**	**-**	**160,213,427.00**	**1,391,777.00**	**823,298.00**	**922,182.00**	**29,326,201.00**	**245,848,570.00**
As at April 1, 2017	**3,339,199.00**	**27,343,119.00**	**-**	**135,567,542.00**	**1,433,728.00**	**519,134.00**	**1,358,759.00**	**29,634,307.00**	**199,195,788.00**

NOTE "2" CAPITAL WORK IN PROGRESS

	Figs for the Current Yr.	Figs for the Previous Yr.
Capital Work In Progress		
- Plant & Machinery	0	46441828
- Building	0	3746898
Borrowing cost capitalised is Rs. NIL (March 31, 2018: Rs 4,36,244) in respective years.		
Total Rs.	0	**50188726**

NOTE "3" INVESTMENT PROPERTIES

Long term non trade		
- Investments in Immovable property (Net of accumulated depreciation& impairment,if any)		
Flat at Mohali (Under Construction)	8773903	8773903
Flat at Goa	3002105	3053722
Flat at Chandigarh	24756971	25179028
- In Associates concerns	0	0
Total Rs.	**36532979**	**37006653**

NOTE "4" LONG TERM LOANS AND ADVANCES

Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
- With parties for Capital Goods	157125	8535125
Securities & Deposits with Government Departments & other Agencies	4669090	4692242
Total Rs.	**4826215**	**13227367**

NOTE "5" OTHER NON-CURRENT ASSETS

Balances with banks held as margin money/against commitments	594578	552513
Total Rs.	594578	552513

NOTE "6" INVENTORIES

- (As prepared, valued & certified by the management)		
Stock in Trade		
- Raw Materials	12951918	13426448
- Semi Finished Products	1010150	965050
- Finished Goods	357971	1600198
- Yarn Trading (Including stock in transit)	56088252	43428145
- Labels/Seal Trading	1028847	1772957
- Packing Materials	290179	201121
- Stores & Spares	242755	658657
- Fuel	196290	194880
- Printing & Stationery	24404	22791
Total Rs.	**72190766**	**62270247**

NOTE "7" INVESTMENTS

Capital in partnership firms		
- Uniroyal Builders & Developers	**2452491**	**2390162**

Details of Partners in Uniroyal Builders & Developers

Name of Partners	Profit/(Loss) Sharing Ratio	Capital Rs.
Uniroyal Industries Ltd	50.00%	2452491
Sh. Saurabh Gupta	50.00%	1013491
Total	100%	3465982

Total Rs.	**2452491**	**2390162**

NOTE "8" TRADE RECEIVABLES

(Unconfirmed and unsecured but considered good)		
Outstanding for exceeding six months from the date they were due for payment	2282570	3428544
Others	120176109	119774429
Total Rs.	**122458679**	**123202973**

NOTE "9" CASH AND CASH EQUIVALENTS

Cash in hand	482692	1250382
Imprest balances with staff	80986	60991
Balances with banks	1244494	512916
Cheques, drafts on hand	1093598	247904
Total Rs.	**2901770**	**2072193**

NOTE " 10" SHORT TERM LOANS AND ADVANCES

Loans and Advances (unsecured considered good)		
Advances recoverable in cash or in kind or value to be received		
With parties for		
- Supplies/Expenses	29464	372479
- Staff	344500	308000
- With related parties:		
Pre-paid Expenses	967479	764949
With Income Tax Department	3785997	4258614
With GST	3709352	8247974
Total Rs.	**8836792**	**13952016**

NOTE "11" OTHER CURRENT ASSETS

Claim receivable under TUFS	501835	644062
Interest receivable	677053	329634
Rent receivable	0	(42480)
HDFC Ltd	0	174881
PNB Housing Finance Ltd	32782	31566
Toyata Finance Services India Ltd	5283	8709
Quantity Discount and Rate Difference Receivable	870960	853620
Total	**2087913**	**1999992**

NOTE "12" EQUITY SHARE CAPITAL

Authorised Capital Uniroyal Industries Ltd.		
1,05,00,000 Equity Shares of Rs. 10/- each	105000000	105000000
Authorised Capital AM Textiles and Knitwear Ltd		
17,50,000 (P.Y 17,50,000) Equity Shares of Rs. 10/- each	17500000	17500000
Total Rs.	**105000000**	**105000000**

Issued, Subscribed And Paid Up Capital Uniroyal Industries Ltd
82,68,720 (Previous year-82,68,720) Equity shares of Rs. 10/- each

-22,33,200 Shares of Rs. 10/- each fully paid up have been allotted pursuant to a scheme of Amalgamation, without payments being received in cash in 2006

Issued, Subscribed And Paid Up Capital AM Textiles & Knitwear Ltd
16,50,000(Previous Year 16,50,000) Equity
Shares of Rs. 10/- each - 100% held by Holding Company Uniroyal Industries Ltd.

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

Name of shareholder	As at 31.03.19		As at 31.03.18	
	No. of shares	%age holding	No. of shares	%age holding
Mr. Arvind Mahajan	2511631	30.38	2511631	30.38
Mr. Abhay Mahajan	713475	8.63	713475	8.63
Uniroyal Industries Limited	1650000	100.00	1650000	100.00

Total Rs.	**82687200**	**82687200**

NOTE :13" OTHER EQUITY

General Reserve		
Opening balance	12416074	12416074
Addition /Adjustment: Transfer from profit and loss account	0	0
Closing balance	12416074	12416074
Surplus /Profit and Loss Account	67030379	57809100
Addition during the year	11996502	9221279
Less : Transfer to general reserve	0	0
Closing balance	79026881	67030379
Securities Premium Account	150000	150000
Total Rs.	**91592955**	**79596453**

NOTE "14" LONG TERM BORROWINGS

(a) Term Loans from banks-Secured		
- Secured by 'mortgage of 'immovable & moveable properties both present 'and future and personal guarantees of the promoter directors.	**66995629**	**77555202**
- Secured by hypotecation of vehicles	8576534	14566958
(b) Term Loans NBFC's-Secured	24822778	27145523
Subtotal : Depsoits-un secured	**100394941**	**119267683**
(c) Deposits-Un secured		
from related parties		
Deposits From Directors	33659992	42337667
Deposits From Director's relatives	0	0
from others		
Deposits From Public	0	0
Subtotal : Depsoits-un secured	**33659992**	**42337667**
Total Rs.	134054933	161605350

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

NOTE "15" NON CURRENT PROVISIONS

Provision for Leave Encashment	1735470	2653940
Provision for Gratuity	611823	318014
Total Rs.	**2347293**	**2971954**

NOTE "16" OTHER NON CURRENT LIABILITIES

Deferred income against Government Grant	5126760	5635200
Total Rs.	**5126760**	**5635200**

NOTE "17" SHORT TERM BORRWINGS

(a) Cash Credit from banks- secured Secured by way of first charge on debtors arising out of trade transactions & stocks of raw materials and consumable stores stocks in process finished goods and packing materials and by way of charge on the immovable assets of the company and personal guarantees of promoter directors	96133732	97446727
Loans and advances from related parties-unsecured	0	0
Total Rs.	**96133732**	**97446727**

NOTE "18" TRADE PAYABLES

Sundry Creditors for		
- Goods/Expenses	42814964	50119616
- Advances received from customers	773384	825989
Total Rs.	**43588348**	**50945605**

NOTE "19" OTHER FINANCIAL LIABILITIES

Other Liabilities	5371342	5413545
Expenses Payable	12382088	12528991
Current maturity of Long Term Borrowings	30105426	31395325
Total Rs.	**47858856**	**49337861**

NOTE "20" PROVISIONS

Provision for Taxation		
- Income Tax	4088678	2574997
Provision for Gratuity	4561141	4560613
Provision for Leave Encashment	487250	0
Provision for Bad Debts	18609	0
Total Rs.	**9155678**	**7135610**

NOTE "21" REVENUE FROM OPERATIONS

Sales of Products	772040225	688325906
Other Operating Revenue	8754432	8291192
Total Rs.	**780794657**	**696617098**

NOTE "22" OTHER INCOME

Rent received	0	(1566)
Interest received	944956	356876
Tuff Interest subvention	775523	1494776
All ready income treated by IT	0	18918
MiscIncome (Deffered Income Agst.GG)	508440	508440
Total Rs.	**2228919**	**2377444**

NOTE "23" COST OF MATERIALS CONSUMED

Raw Material Consumed		
Opening stock	13426448	16845513
Add : Purchases	60067839	56628175
Less: Closing stock	(12951918)	(13426448)
Total Rs.	**60542369**	**60047240**

NOTE "24" PURCHASE OF TRADE GOODS

Purchase for trading	496261275	408015991
Total Rs.	**496261275**	**408015991**

NOTE "25" CHANGES IN INVENTORY OF FINISHED GOODS, TRADE GOODS AND WORK IN PROGRESS

Stock at Close		
Finished Goods	357971	1600198
Semi Finished Goods	1010150	965050
Traded Goods	57117099	45201102
Total Rs	**58485220**	**47766350**
Opening Stock		
Finished Goods	1600198	1064143
Semi Finished Goods	965050	935200
Traded Goods	45201102	45180050
Total Rs.	**47766350**	**47179393**
Increase / (Decrease)	**10718870**	**586957**

NOTE "26" EMPLOYEE BENEFIT EXPENSES

Salaries, Wages & Bonus	50103752	48295017
Contribution to Provident & Other Funds	3999792	4036976
Retirement Benefits	3249075	4955333
Workmen & Staff Welfare Expenses	1498755	1359886
Director's Remuneration	15904464	15765769
Total Rs.	**74755838**	**74412981**

NOTE "27" FINANCE COST

Interest expense on		
- Borrowings	27443929	24021855
- Trade payables	1674186	166206
- Others	683438	(403798)
Other Borrowing cost	540211	486820
Total Rs.	**30341764**	**24271083**

NOTE "28" DEPRECIATION AND AMORTIZATION EXPENSES

Depreciation	27698445	24256938
Depreciation on Investments	473674	473674
Total	**28172119**	**24730612**

NOTE "29" OTHER EXPENSES

Manufacturing expenses		
Stores & Spares consumed	4209382	2272334
Power & fuel	33294212	30657004
Repairs - Plant & Machinery	5468850	6285906
Repairs - Building & Others	296332	286082
Other Manufacturing Expenses	1622764	1809688
Sub total	**44891540**	**41311014**
Administrative expenses		
Rent	2433964	1302280
Rates & Taxes	147553	251286
Insurance	865547	1001325
Auditor's Remuneration	135142	144870
Travelling & Conveyance		
- Director's Travelling	3674511	3549080
- Other's Travelling	888452	997949
Legal & Professional Charges	2307910	1656625
Loss on sale of Fixed Assets	2173122	22101
Vehicle Running & Maintaince	2179595	1735843
Telephone Expenses	577591	656285
Festival Expenses	610526	553739
Repair & Maintenance	21890	61300
Share Department expenses	920874	732473
Other Administrative expenses	1788888	2526818
Sub total	**18725565**	**15191974**
Selling and distribution expenses		
Freight & forwarding	8604420	8166313
Advertisement & publicity	49806	6513
Packing expenses	4793894	4567608
Discount & commission	9972730	19142986
Sales promotion	324213	933965
Sub total	**23745063**	**32817385**
Total	**87362168**	**89320373**

Consolidated

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 **(Amount in Rs.)**

Sr. No.	PARTICULARS	Figs for the Current Yr.	Figs. for the Previous Yr.
A	**CASH FLOW FROM OPERATING ACTIVITIES**		
	NET PROFIT BEFORE TAX	16,306,913	9,539,860
	ADJUSTMENTS FOR :-		
	Depreciation	27,698,445	24,256,938
	Loss on Fixed Assets	2,173,122	22,101
	Misc. Exp. Written Off	-	-
	Depreciation on Investments	473,674	473,674
	Other comprehensive income for the year,net of tax	227,033	-
	Sundry Balance Written Off/Written Back	(1,052,100)	649,143
	Dividend Received	-	-
	Profit Transfer from Uniroyal Developers & Builder	12,671	-
	Financial Expenses	30,341,764	24,271,083
	OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE	**76,181,522**	**59,212,799**
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	(9,920,519)	10,235,863
	Trade receivables	1,796,394	(27,089,754)
	Short term loans and advances	5,115,224	(5,587,827)
	Long term loans and advances	8,401,152	(935,880)
	Other Current Assets	(87,921)	(25,481)
	Other Non current assets	(42,065)	747,979
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payable	(7,357,256)	(5,792,400)
	Other Financial liabilities	(1,479,006)	3,566,338
	Other Non Current liabilities	(508,440)	(508,440)
	Provisions Short Term	2,020,068	(35,839)
	Non Current Provisions	(624,661)	11,541
		73,494,492	33,798,899
	Less:- Current Taxes	(4,013,000)	(2,527,000)
	Income Tax Paid	455,239	(430,819)
	Total **(A)**	**69,936,731**	**30,841,080**
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Purchase of Property, Plant & Equipments	(14,126,978)	(93,353,276)
	Disposal of Assets	4,300,000	4,026,985
	Dividend Received	-	-
	Investments Current	(75,000)	-
	Investments Properties	-	-
	Total **(B)**	**(9,901,978)**	**(89,326,291)**
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Short Term Borrowings	(1,312,995)	28,908,614
	Long Term borrowings	(27,550,417)	53,786,109
	Issue of Share Capital	-	-
	Less :- Cash outflow from the financing activities		
	Financial Expenses	(30,341,764)	(24,271,083)
	Total **(C)**	**(59,205,176)**	**58,423,640**
	Total Cash Inflow During The Year **(A) + (B) + (C)**	829,577	(61,571)
	Opening Cash Balance	2,072,193	2,133,764
	Total Cash Inflow During The Year	829,577	(61,571)
	Net Cash & Cash Equivalent as on 31.03.2019	**2,901,770**	**2,072,193**

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

For and on behalf of the Board of Directors

(Atul Seth)
Partner
Firm registration No.006943N
Panchkula
30th May 2018

(Arvind Mahajan)
Managing Director
DIN No. 00007397

(Akhil Mahajan)
Executive Director
DIN No. 00007598

Note No. "30" Notes forming part of the financial statements

1. Corporate Information

Uniroyal Industries Limited (hereinafter referred to as "the Company" or "the Parent Company") and its subsidiary (hereinafter collectively refererred to as "the Group") are domiciled in India and incorporated under the provisions of the Companies Act applicable in India.

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

2. A Significant accounting policies

(a) Basis of Preparation of Consolidated Financial Statements

The consolidated financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

The financial information are presented in Indian Rupees (INR).

(b) Basis of Consolidation

The consolidated financial statements comprise the financial statements of Uniroyal Industries Limited, the Parent Company, and its subsidiaries, as at 31 March 2018.

Control is achieved when the Group is exposed, or has rights to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

a) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

b) Exposure, or rights, to variable returns from its involvement with the investee, and

c) The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

a) The contractual arrangement with the other vote holders of the investee

b) Rights arising from other contractual arrangements

c) The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary.

The financial statements of the subsidiaries in the Group are added on a line-by-line basis and intercompany balances and transactions including unrealized gain/loss from such transactions, are eliminated upon consolidation. The consolidated financial statements are prepared by applying uniform accounting policies in use by the Group.

2.B Significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

"(i) Expected to be realized or intended to be sold or consumed in normal operating cycle(ii) Held primarily for the purpose of trading(iii) Expected to be realized within twelve months after the reporting period, or (iv) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period"

All other assets are classified as non-current.

A liability is current when:

"(i) It is expected to be settled in normal operating cycle(ii) It is held primarily for the purpose of trading(iii) It is due to settled within twelve months after the reporting period, or(iv) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period"

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Property, Plant and Equipment

Under the previous GAAP (Indian GAAP), all assets were carried in the balance sheet at cost, less accumulated depreciation and accumulated impairment losses, if any. On the date of transition to Ind AS, the Company has applied exemptions of Ind AS 101 to continue the carrying value of all property, plant and equipment as at the date of transition as its deemed cost.

Property, Plant and equipment including capital work in progress are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of CENVAT\GST credit and VAT credit availed wherever applicable. Cost includes borrowing cost for long term construction projects if recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their respective useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

The company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.

Capital work- in- progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect of other assets, depreciation is calculated on a straight-line basis using the rates arrived at based on the useful lives estimated by the management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:

Assets	**Useful lives estimated by the management (years)**
Factory building	30
Other building	60
Plant and Equipment	15
Office Equipment	5
Computers & Data Processing Units	3
Furniture and Fixtures	10
Motor Vehicles	8

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Internally generated intangibles, excluding capitalized development cost, are not capitalized and the related expenditure is reflected in statement of Profit and Loss in the period in which the expenditure is incurred. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

The useful lives of intangible assets are assessed as either finite or indefinite. Intangible assets with finite lives are amortized over their useful economic lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life is reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate and are treated as changes in accounting estimates. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss in the expense category consistent with the function of the intangible assets.

Intangible assets with indefinite useful lives are not amortized, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from disposal of the intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the assets are disposed off.

d. Impairment of non financial assets

"The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's, recoverable amount. Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value in- use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the asset exceeds the estimated recoverable amount of the asset."

After impairment, depreciation is provide on the revised carrying amount of the asset over its remaining economic life.

e. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial Assets

All financial assets are recognized initially at fair value. Transaction costs that are directly attributable to the acquisition of financial assets (other than financial assets at fair value through profit or loss) are added to the fair value measured on initial recognition of financial asset. Purchase and sale of financial assets are accounted for at trade date.

Financial instruments at amortized cost

"A financial instrument is measured at the amortized cost if both the following conditions are met:a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, andb) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding."

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate method.

Financial instrument at Fair Value through Other Comprehensive Income (OCI)

"A financial instrument is classified and measured at fair value through OCI if both of the following criteria are met:a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, andb) The asset’s contractual cash flows represent solely payments of principal and interest."

Financial instruments included within the OCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in OCI. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from OCI to statement of profit and loss.

Financial instrument at Fair Value through Profit and Loss

Any financial instrument, which does not meet the criteria for categorization at amortized cost or at fair value through other comprehensive income, is classified at fair value through profit and loss. Financial instruments included in the fair value through profit and loss category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investments

Equity investments in subsidiaries are measured at cost.

Derecognition of financial assets

A financial asset is primarily derecognized when the rights to receive cash flows from the asset have expired, or the Company has transferred its rights to receive cash flows from the asset.

Impairment of financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit and loss. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case they are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognized in the statement of profit and loss.

(ii) Financial liabilities

"All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.The Company's financial liabilities include trade payables, borrowings including bank overdrafts and other payables."

After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest rate (EIR) method. Gains and losses are recognized in the statement of profit and loss when the liabilities are derecognized as well as through the EIR amortization process.

Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires.

f. Investment in Subsidiaries

The investment in subsidiaries are carried at cost as per Ind AS 27. Investment accounted for at cost is accounted for in accordance with Ind AS 105 when they are classified as held for sale. Investment carried at cost is tested for impairment as per Ind AS 36 . An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee. An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Thus, an investor controls an investee if and only if the investor has all the following:

(a) power over the investee;

(b) exposure, or rights, to variable returns from its involvement with the investee and

(c) the ability to use its power over the investee to affect the amount of the investor's returns.

On disposal of investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

g. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

Sale of goods

Revenue from the sale of goods is recognized when the significant risks and rewards of ownership of the goods have passed to the buyer, usually on delivery of the goods and is measured at fair value of consideration received/receivable, net of returns and allowances, trade discounts and volume rebates.

Job work income

Revenue from job work is recognised by reference to stage of completion of job work as per terms of agreement. Revenue from job work is measured at the fair value of the consideration received or receivable, net of allowances, trade discounts and volume rebates, if any.

Export benefits

Export benefits constituting duty draw back and others are accounted for on accrual basis and are considered as other operating income.

h. Inventories

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

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

i. Government Grants

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized under deferred income and is apportioned over the life of the asset

j. Taxes: Taxes comprises current income tax and deferred tax

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961 and the income computation and disclosure standards (ICDS) enacted in India by using tax rates and tax laws that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred income tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

The effect of changes in tax rates on deferred income tax assets and liabilities is recognized as income or expense in the year that includes the enactment or the substantive enactment date. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized.

GST (Goods and Service tax)/ Sales/ value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of sales/ value added taxes paid, except:

"► When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable

► When receivables and payables are stated with the amount of tax included"

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

k. Borrowing costs

"Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs."

l. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalized at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit and loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs .

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payment are structured to increase in line with expected general inflation to compensate for the losses in expected inflationary cost increase.

m. Provisions

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases, where there is a liability that cannot be recognized because it cannot be measured reliably. the Company does not recognize a contingent liability but discloses its existence in the financial statements unless the probability of outflow of resources is remote.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each balance sheet date.

n. Employee benefits

Provident fund

Provident fund contribution in respect of employees are made to gevernment as per the Provident Fund Act.

"Gratuity"

Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has also made contribution to SBI Life Insurance towards a policy to cover the gratuity liability of the employees to an extent. The difference between the actuarial valuation of the gratuity of employees at the year-end and the balance of funds with SBI Life is provided for as liability in the books.

Net interest is calculated by applying the discount rate to the net defined benefit (liabilities/assets). The Company recognized the following changes in the net defined benefit obligation under employee benefit expenses in statement of profit and loss

(i) Service cost comprising current service cost, past service cost, gain & loss on curtailments and non routine settlements.

(ii) Net interest expenses or income

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Short-term obligations

Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. the liabilities are presented as current employee benefit obligations in the balance sheet.

o. Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

p. Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

q. Foreign currencies

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates ('the functional currency'). The Company's financial statements are presented in Indian rupee (Rs) which is also the Company's functional and presentation currency.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate prevailing at the date of transaction. However, for practical reasons, the Company uses an average rate if the average approximates the actual rate at the time of the transaction.

Measurement of foreign currency items at the balance sheet date

Foreign currency monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized as income or expense in the period in which they arise with the exception of exchange differences on gain or loss arising on translation of non-monetary items measured at fair value which is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

r. Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient date are avilable to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

(i) Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

(ii) Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

(iii) Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and financial assets and significant liabilities. Involvement of external valuers is decided upon annually by the management. The management decided, after discussions with the Company's external valuers which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies.

The management in conjuction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company determines classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

s Dividend

Final dividend proposed by the Board of Directors is recognized upon approval by the shareholders who have the right to decrease but not increase the amount of dividend recommended by the Board of Directors. Interim dividends are recognized on declaration by the Board of Directors.

2.C Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. These estimates are based on the management's best knowledge of current events, historical experience, actions that the Company may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements.

(a) Operating lease commitments - Company as lessee

The Company has taken various properties on leases. the Company has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a substantial portion of the economic life of the commercial property, and that it does not retain all the significant risks and rewards of ownership of these properties and accounts for the contracts as operating leases.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws, and the amount and timing of future taxable income. Given the wide range of business relationships and the long term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax income and expense already recorded. The Company establishes provisions, based on reasonable estimates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the companies.

(b) Gratuity benefit

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using actuarial valuations. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. The mortality rate is based on publicly available mortality tables for the specific countries. Future salary increases and pension increases are based on expected future inflation rates.

(c) Impairment of Financial assets

The impairment provisions of financial assets are based on assumptions about risk of default and expected loss rates. the Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on

Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

(d) Impairment of non-Financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An assets recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

2.D Standards Issued but not yet effective

Following are the new standards & amendments to existing standards (as notified by Ministry of Corporate Affairs (MCA) on 30th March, 2019 which are effective for annual period beginning after 1st April, 2019. The Company intends to adopt these standards or amendements from effective date.

Ind AS 116- Leases

Ind AS 116 replaces existing lease accounting guidance i.e Ind AS 17 Leases. It sets out principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases, except short term leases and leases for low value items, under a single on balance sheet lease accounting model. A lessee recognizes a right of use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. Lessor accounting largely unchanged from the existing standard- i.e lessors continue to classify leases as finance or operating leases.

Based on the preliminary assessment, the company does not expect any significant impacts on transition to Ind AS 116. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supprtable information when the standard will be adopted. The quantative inpacts would be finalized based on a detailed assessment which has been initiated to identify the key impacts along with evalauation of appropriate transition options.

Amendments to existing Ind AS

The following amendments to existing standards are not expected to have a significant impact on the Company's financial statements. This assessment is based on currently available information and may be subject to changes arising from further reasonable and supportable information being made available to the company when it will adopt the respective amended standards.

1. Amendment to Ind AS 12 Income Taxes
2. Amendment to Ind AS 19 Employee Benefits
3. Amendment to Ind AS 23 Borrowing Costs
4. Amendment to Ind AS 28 Investments in Associates and Joint Ventures
5. Amendment to Ind AS 103 Business Combinations
6. Amendment to Ind AS 109 Financial Instruments
7. Amendment to Ind AS 111 Joint Arrangements

3. Statement of changes in equity for the year ended March 31, 2019

a) Equity share capital

Particulars	Nos.	(Rs. in Rupees)
As at April 1, 2017	8,268,720	82,687,200.00
Add: Equity share issued	-	-
As at March 31, 2018	**8,268,720**	**82,687,200.00**
Add: Equity share issued (refer note 12)	-	-
As at March 31, 2019	**8,268,720**	**82,687,200.00**

b) Other equity (Rs. in Rupees)

Particulars	Reserves and Surplus			Total Other Equity
	Securities premium account	General Reserve	Retained Earnings	
As at April 1, 2016				
As at April 1, 2017	**150,000.00**	**12,416,074.00**	**57,809,100.00**	**70,375,174.00**
Profit\ (Loss) for the year	-	-	9,221,278.00	9,221,278.00
Other comprehensive income for the year	-	-	-	-
Transfer from Profit and Loss account		-	-	-
Addition on equity shares issued	-	-	-	-
Cash dividends	-	-	-	-
Dividend distribution tax	-	-	-	-
As at March 31, 2018	**150,000.00**	**12,416,074.00**	**67,030,378.00**	**79,596,452.00**
Profit\ (Loss) for the year	-	-	11,996,501.00	11,996,501.00
Other comprehensive income for the year	-	-	-	-
Addition on equity shares issued	-	-	-	-
Cash dividends	-	-	-	-
Dividend distribution tax	-	-	-	-
As at March 31, 2019	**150,000.00**	**12,416,074.00**	**79,026,879.00**	**91,592,953.00**

Summary of significant accounting policies & other notes on accounts — Note No. 30

The accompanying notes are integral part of the restated restated financial statements

(Arvind Mahajan)
Managing Director - DIN No. 00007397
As per our attached report of even date

(Akhil Mahajan)
Executive Director
DIN No. 00007598

(Atul Seth)
Partner

Chartered Accountants
Firm registration No.006943N

Panchkula
30th May 2019

4. Summary of Commitments and contingencies

(Rs. in Lakhs)

S. No.	Particulars	As at 31-Mar-19	As at 31-Mar-18
i.	Claims against the Company not acknowledged as debts (Refer note (a))	-	-
ii.	Guarantees given by banks on behalf of the company	**62.00**	**52.25**
	- to Reliance Industries ltd.	62.00	50.00
	- to Deputy Commissioner of customs	-	-
	- to Assistant Commissioner of Central Tax Divison, GST	-	2.25

5. Summary of Gratuity

The Company has a defined benefit gratuity plan. Under Gratuity Plan, every employee who has completed five years or more of service gets a gratuity on departure at 15 days of last drawn salary for each completed year of service. The scheme is partially funded with SBI Life Insurance in the form of a qualifying insurance policy.

The gratuity plan is governed by the Payment of Gratuity Act, 1972. The Company has purchased insurance policy, which is basically a year-on-year cash accumulation plan in which the interest rate is declared on yearly basis and is guaranteed for a period of one year. The insurance Company, as part of the policy rules, makes payment of all gratuity outgoes happening during the year (subject to sufficiency of funds under the policy). The policy, thus, mitigates the liquidity risk. However, being a cash accumulation plan, the duration of assets is shorter compared to the duration of liabilities. Thus, the Company is exposed to movement in interest rate (in particular, the significant fall in interest rates, which should result in a increase in liability without corresponding increase in the asset

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and the funded status and amounts recognised in the balance sheet for the respective plans:

(Rs. in Lakhs)

		Year ended March 31, 2019	Year ended March 31, 2018
a)	**Reconciliation of opening and closing balances of defined benefit obligation**		
	Defined benefit obligation at the beginning of the year	8,650,867.00	6,193,549.00
	Interest expense	670,824.00	437,987.00
	Past Service Cost	-	2,276,825.00
	Current service cost	713,610.00	685,384.00
	Benefit paid	(531,145.00)	(707,451.00)
	Acquisition adjustment	-	-
	Remeasurement of (Gain)/loss in other comprehensive income		
	Actuarial changes arising from changes in demographic assumptions	-	-
	Actuarial changes arising from changes in financial assumptions	205,580.00	(289,357.00)
	Actuarial changes arising from changes in experience adjustments	(507,833.00)	53,930.00
	Defined benefit obligation at year end	**9,201,903.00**	**8,650,867.00**
b)	**Reconciliation of opening and closing balances of fair value of plan assets**		
	Fair value of plan assets at beginning of the year	3,772,241.00	3,251,322.00
	Interest Income	287,385.00	271,808.00
	Employer contribution	500,000.00	1,000,000.00
	Remeasurement of (Gain)/loss in other comprehensive income	459.00	(43,438.00)
	Benefits paid	(531,145.00)	(707,451.00)
	Fair value of plan assets at year end	**4,028,940.00**	**3,772,241.00**
c)	**Net defined benefit asset/ (liability) recognized in the balance sheet**		
	Fair value of plan assets	4,028,940.00	3,772,241.00
	Present value of defined benefit obligation	9,201,903.00	8,650,867.00
	Amount recognized in balance sheet- asset / (liability)	**(5,172,963.00)**	**(4,878,626.00)**
d)	**Net defined benefit expense (recognized in the statement of profit and loss for the year)**		
	Current service cost	713,610.00	685,384.00
	Past service cost	-	2,276,825.00
	Interest cost on benefit obligation	670,824.00	437,987.00
	Expected return on plan assets	(287,385.00)	(271,808.00)
	Net defined benefit expense debited to statement of profit and loss	**1,097,049.00**	**3,128,388.00**

e) **Broad categories of plan assets as a percentage of total assets**

Asset invested in insurance scheme with the insurer	100%	100%

f) **Principal assumptions used in determining defined benefit obligation**

Assumption particulars	As At March 31, 2019	As At March 31, 2018
Discount rate	7.65%	8.00%
Salary escalation rate	4.00%	4.00%
Mortality Rate (% of IALM 06-08)	100.00%	100.00%

g) **Quantitative sensitivity analysis for significant assumptions is as below:**

Increase / (decrease) on present value of defined benefits obligations at the end of the year

	Year ended March 31, 2019	Year ended March 31, 2018
Discount rate		
Increase by 1.00%	(6.10)	(5.10)
Decrease by 1.00%	7.20	6.05
Salary growth rate		
Increase by 1.00%	5.80	4.88
Decrease by 1.00%	(5.00)	(4.20)
Withdrawal Rate		
Increase by 1%	3.20	3.06
Decrease by 1%	(3.60)	(3.49)

h) **Maturity profile of defined benefit obligation (valued on undiscounted basis)**

	Year ended March 31, 2019	Year ended March 31, 2018
Within the next 12 months (next annual reporting period)	4,561,141.00	4,560,613.00
Between 2 and 5 years	673,488.00	567,313.00
Between 6 and 10 years	1,624,972.00	1,588,001.00
Beyond 10 Years	-	-

i) The average duration of the defined benefit plan obligation at the end of the reporting period is 12 Years

j) The Company expects to contribute Rs 25.86 Lakhs to the planned assets during the next financial year.

k) The estimates of rate of escalation in salary considered in actuarial valuation are after taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is as certified by independent Actuary.

l) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

m) The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

6. Summary of Financial instruments

The comparison of carrying value and fair value of financial instruments by categories that are not measured at fair value are as follows:

(In Rupees)

Category	Carrying value			Fair Value		
	March 31, 2019	March 31, 2018		March 31, 2019	March 31, 2018	
Financial asset at amortized cost						
Investments	2,452,491.00	2,390,162.00		2,452,491.00	2,390,162.00	
Trade receivables	122,458,679.00	123,202,973.00		122,458,679.00	123,202,973.00	
Financial liabilities at amortized cost						
Non-Current borrowings (refer note 14)	134,054,933.00	161,605,350.00		134,054,933.00	161,605,350.00	
Short term borrowings (refer note 17)	96,133,732.00	97,446,727.00		96,133,732.00	97,446,727.00	
Other non-current financial liabilities (refer note 12)	-	-		-	-	
Trade payables	43,588,348.00	50,945,605.00		43,588,348.00	50,945,605.00	
Other current financial liabilities (refer note 19)	47,858,856.00	49,337,861.00		47,858,856.00	49,337,861.00	

The Company assessed that trade receivables, cash and cash equivalents, other bank balances, loans and advances to related parties, interest receivable, trade payables, capital creditors are considered to be the same as their fair values, due to their short term nature.
The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:
Long-term fixed-rate and variable-rate receivables/borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, individual creditworthiness of the customer and the risk characteristics of the financed project. Based on this evaluation, allowances are taken into account for the expected credit losses of these receivables.

7. Restated summary of Financial risk management objectives and policies

The Company's has instituted an overall risk management programme which also focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the Company's financial performance. The Company uses forward covers to hedge foreign currency risk exposures.
The Company is exposed to capital risk, market risk, credit risk and liquidity risk. These risks are managed pro-actively by the Senior Management of the Company, duly supported by various Groups.

a) Capital risk
The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to provide returns to its shareholders and benefits for other stakeholders and to provide for sufficient capital expansion.

b) Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company employees prudent liquidity risk management practices which inter alia means maintaining sufficient cash and the availability of funding through an adequate amount of committed credit facilities. Given the nature of the underlying businesses, the corporate finance maintains flexibility in funding by maintaining availability under committed credit lines and this way liquidity risk is mitigated by the availability of funds to cover future commitments. Cash flow forecasts are prepared and the utilized borrowing facilities are monitored and there is adequate focus on good management practices whereby the collections are managed efficiently. The Company while borrowing funds for large capital project, negotiates the repayment schedule in such a manner that these match with the generation of cash on such investment. Longer term cash flow forecasts are updated from time to time and reviewed by the Senior management of the Company.

c) Credit risk
Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

(i) Trade receivables
Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Management evaluate credit risk relating to customers on an ongoing basis. Receivable control management team assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit or other forms of credit insurance. An impairment analysis is performed at each reporting date on group\category basis. The calculation is based on exchange losses historical data and available facts as on date of evaluation. Trade receivables comprise a widespread customer base.The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

(ii) Financial instruments and cash deposit
Credit risk from balances with banks and financial institutions is managed by the Company's Banking and Forex team in accordance with the Company's policy. The limits are set to minimize the concentration of risks and therefore mitigate financial loss through counter party's potential failure to make payments. Credit limits of all authorities are reviewed by the management on regular basis. All balances with banks and financial institutions is subject to low credit risk due to good credit ratings assigned to the Company.

d) Market risk
Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market

prices. Market prices comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits, and foreign currency receivables and payables.

8. Summary of Earnings per share (EPS)

	Year ended March 31, 2018	(In Rs.) **Year ended March 31, 2017**
Basic EPS		
Profit/(loss) after tax (Rs. in Lakhs)	11,996,501.00	9,221,278.00
Net profit/(loss) for calculation of basic EPS	11,996,501.00	9,221,278.00
Weighted average number of equity shares outstanding during the year (Nos.)	8,268,720	8,268,720
Basic earnings per share (Rs.)	**1.45**	**1.12**
Dilutive EPS		
Equivalent weighted average number of equity convertible security\option outstanding	Nil	Nil
Weighted average number of equity shares outstanding during the year for dilutive earnings per share (Nos)	8,268,720	8,268,720
Diluted earnings per share (Rs.)	1.45	1.12

9. Summary of Capital Management

For the purpose of the Company's capital management, capital includes issued equity attributable to the equity shareholders of the Company, share premium and all other equity reserves. The primary objective of the Company's capital management is that it maintain an efficient capital structure and maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, The Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

	As at March 31, 2019	**(Rs)** **As at March 31, 2018**
Long term borrowings	134,054,933.00	161,605,350.00
Short term borrowings	96,133,732.00	97,446,727.00
Trade payables	43,588,348.00	50,945,605.00
Less: Cash and Cash equivalents	2,901,770.00	2,072,193.00
Less: Other bank balances	-	-
Net Debt	270,875,243.00	307,925,489.00
Equity share capital	82,687,200.00	82,687,200.00
Other equity	91,592,953.00	79,596,452.00
Total Equity	**174,280,153.00**	**162,283,652.00**
Total Capital and net debt	**445,155,396.00**	**470,209,141.00**
Gearing ratio	155%	190%

10 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.

11 Revenue from contracts is Rs. 77,20,40,225 which includes revenue from contracts Rs. 77,39,00,282 minus Rate Difference, Rejections of Rs. 18,60,057.

12 **Small Scale Creditors**

Sundry Creditors includes Rs 42,79,741/- (Previous year-Rs. 27,90,223/-) due to Micro/Small/Medium enterprises . There are three undertaking from whom amount outstanding for more than 30 Days in respect of small scale undertaking where such dues exceeds Rs. 1.00 lacs (Previous year NIL)

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

14	The amount of exchange rate differences	Cur. Yr.	Prev. Yr.
	a) Included in Profit & Loss account of the year on	81,127	256
	Account of receivable and payables :Net		
	b) Adjusted in carrying amount of fixed assets	0	0
	c) In respect of forward exchange contract to be Recognized as an expense in the current year	0	0
	d) In respect of forward exchange contract to be Recognized as an expense in the subsequent years	0	0

15	Managerial Remuneration	Curr.Yr	Prev.Yr
	(Remuneration is within the limit prescribed under schedule V to the Companies Act, 2013.)		
	a) To the managing Director & Whole time Directors		
	Salary/Commission/Allowance		
	Perquisites	13,440,000	13,440,000
	Rent Free Accommodation	1,264,463	1,125,769
		1,200,000	1,200,000
	Total	15,904,463	15,765,769
	b) To other Director	0	0

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

Nature of Instrument

A. Hedged Foreign Currency Exposure on:		
I. Payable	0	0
II. Receivable	0	0
B. Un hedged Foreign Currency Exposure on:		
I. Payable		
	478USD	478USD
	31,135INR	31,135INR
	1,201.54CHF	1,185CHF
	83,761 INR	80,845 INR
	1514.37 EURO	0 EURO
	1,17,925 INR	0 INR
II. Receivable		
	2,971.10 USD	1,957 USD
	2,06,134 INR	1,27,453 INR

17 Related Party disclosure as per AS-18

a. **List of related & Associated parties**

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

b. **Key management personnel**

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

c. **Outstanding Balances**

		Cur. Yr.	Prev. Yr.
Due to Directors	Remuneration	3,600,253	35,18,662
Due to Directors	Unsecured Loan	33,659,992	4,23,37,667
Capital in Uniroyal Builders & Developers		2,452,491	23,90,162

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

			Cur. Yr	Prev. Yr.
Party	Relation			
Mr. Arvind Mahajan	Mg. Director	Rent Paid	12,00,000	12,00,000
Mr. Arvind Mahajan	Mg. Director	Salary/Commission/Perquisits/Allowance	2,881,405	28,62,223
Mrs. Rashmi Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	1,870,943	18,57,662
Mr. Akhil Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	4,685,621	46,28,718
Mr. Abhay Mahajan	Executive Director	Salary/Commission/Perquisits/Allowance	5,266,496	52,17,166
Uniroyal Builders & Developer	Partnership	Share of Profit/(Loss) Received	(12,671.00)	(9,130.00)
Uniroyal Builders & Developer	Partnership	Investments During the Year	75,000.00	-
Mr. Arvind Mahajan	Mg. Director	Interest Paid	2,801,309	26,39,715
Mrs. Rashmi Mahajan	Executive Director	Interest Paid	986,096	6,25,960
Mr. Abhay Mahajan	Executive Director	Interest Paid	1,417,362	9,40,531
Mr. Akhil Mahajan	Executive Director	Interest Paid	456,574	3,02,121

18 Auditor's Remuneration

	Cur. Yr.	Cur. Yr.
Auditor's Expenses	56,642	38,395
Payment to Auditors -Certification Etc	16,500	44,475
Audit Fee	62,000	62,000
Total	135,142	144,870

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

	Current Yr. % age	Current Yr. Value	Prev. Yr. & % age	Prev Yr. Value
I. Stores & Spares				
Imported	23.88	906,036	60.19	1511758
Indigenous	76.12	2,887,444	39.81	999945
II. Raw Material Consumed				
Polyester Yarn	Qty. Kg	Value	Qty. Kg	Value
	179,131	49,592,431	170995	45285805

20 Sale of Raw Material

	Qty. Kg	Value	Qty. Kg	Value
Polyester Yarn	3,467.00	1,110,184	7,047.00	11,64,817

21 Value of Imports Calculated on CIF

	Current Yr.	Pre Yr.
Import of Machinery	0	0

22 Expenditure in Foreign Currencies during the financial Year

Raw Material/Store	INR	728,040	4,08,910
	Euro	8,764	5,281
	INR	422,521	7,65,942
	Swiss Franks	5,663	11,251
	INR	0 INR	1,13,251
	USD	0 USD	1,763

23 Amount remitted in foreign currencies on account of

Dividend	Nil	Nil
Expenditure Travelling	2,740,446	2618215
Earning in foreign exchange-Exports of Goods FOB Value	6,704,453	76,07,841

24 Previous Years Figures

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

25 Balance Sheet abstract and company's general business profile

I. Registration Details:	
Registration No.	L18101HR1993PLC033167
Balance Sheet Date	31/03/2019
II. Capital raised during the year (amount in thousand	
Public Issue	Nil
Right Issue	Nil
Bonus Issue	Nil
Private Placement	Nil
III. Position of mobilization and deployment of funds (amounts in thousands)	
Source of Funds	
Total Liabilities	528876
Paid up Capital	82687
Reserve & Surplus	91593
Share Application Money	0
Non Current Liabilities	157859
Current Liabilities	196737
Application for Funds	
Total assets	528876
Non current Assets	317948
Current assets	210928
IV. Peformance of Company (Amount in thousands)	
Turnover	783024
Total Expenditure	766717
Profit/Loss before Tax	16307
Profit/Loss after Tax	11997
(+for profit, ()for loss)	
Earning Per Share	1.45
Dividend rate%	0
V.Generic Names of Three Principal Products/Services of Company (as per Monetary terms	
Product Description	(ITC Code)
Labels	58071020
Plastic Seals	39269099
Polyester Filament Yarn	54024700
Polyester Texturised Yarn	54023300
As per our report of even date attached	

For Uniroyal Industries Limited

For A G P R S & Associates

(Arvind Mahajan)
Managing Director
DIN: 00007397

(Akhil Mahajan)
Executive Director
DIN: 00007598

Atul Seth
Partner
Firm Regn. No. 006943N

Place:Panchkula
Dated: 30th May, 2019

(Meenakshi)
Company Secretary
M. No. 46496

Uniroyal Industries Limited
CIN: L18101HR1993PLC033167
Registered Office:365, Industrial Area, Phase II, Panchkula
PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL
Joint shareholders may obtain additional Slip at the venue of the Meeting

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

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the 26th ANNUAL GENERAL MEETING of the Company held on Friday, September 27, 2019 at 10.00 am at Hotal Prabhat Inn, Sector -10, Panchkula

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

Signature of Shareholder

- -

PROXY FORM

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

Uniroyal Industries Limited
CIN: L18101HR1993PLC033167
Registered Office: 365, Industrial Area, Phase II, Panchkula

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

I/We being the member(s) of ________________________________Shares of Uniroyal Industries limited, hereby appoint:

1) _______________________Of _____________________having e-mail id _________________________of falling him

2) _______________________Of _____________________having e-mail id _________________________of falling him

and whose signature(s) are appended below as my/our proxy to attend vote (on a Poll) for me/us and on my/our behalf at the 26th ANNUAL GENERAL MEETING of the Company held on Friday, September 27, 2019 at 10.00am at Hotel Prabhat Inn, Sector -10, Panchkula and at any adjournment therof in respect of such resolutions as are indicated below:

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

Resolutions	FOR	AGAINST
1. Consider and adopt:		
a. Audited Financial Statements, Reports of the Board of Directors and Auditors b. Audited Consolidated Financial Statements		
2. Re-appointment of Mr. Arvind Mahajan, Director, retiring by rotation:		
3. Re-appointment of Mr. Akhil Mahajan, Director, retiring by rotation		
4. Appointment of Auditors and fixing their remuneration		
5. Appointment of Mrs. Rashmi Mahajan as Whole Time Director and fixing her remuneration		
6. Payment of Commission to Mr. Arvind Mahajan, Managing Director		

Signed this………………day of…………………2019

Affix a 15 paise Revenue Stamp

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

Note :

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

Uniroyal Industries Limited

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

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