



## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of Uniroyal Marine Exports Ltd. will be held at the Registered Office of the Company at 11/19, Vengalam P.O, Kozhikode District, Kerala – 673 303 on Saturday the 20<sup>th</sup> September 2014 at 2.30 p.m. to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. V T John (DIN: 00483604), who retires by rotation and, being eligible, seeks re-appointment.
3. To appoint a Director in place of Mr. Varghese Thomas (DIN: 01312530), who retires by rotation and, being eligible, seeks re-appointment.
4. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, M/s. Kuruvilla and Indukumar, Chartered Accountants (Registration No. 013882S), be and is hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the 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. Appointment of Mr. Iype Mathew as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Iype Mathew (DIN 01546555), a non-executive Director and Chairman of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from conclusion of this Annual General Meeting”.

#### 6. Appointment of Mr. Nath Ram as an Independent Director of the Company

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mr. Nath Ram (DIN 01546672), a non-executive Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years from conclusion of this Annual General Meeting”.



## 7. **Increase in the Borrowing powers of the Company**

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED that in supersession of the Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the Annual General Meeting of the Company held on September 27, 1997 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the “Board”) for borrowing from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the sum of Rs.25,00,00,000/- (Rupees Twenty Five Crores only).”

“RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such further acts and deeds and to take all such actions as may be necessary to give effect to the above resolution.”

## 8. **To create Charges on the assets of the Company**

To consider and if thought fit, to pass with or without modification(s), as a Special Resolution:

“RESOLVED that in supersession of the Resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the Annual General Meeting of the Company held on March 15, 1993 and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for creation of such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities.”

“RESOLVED FURTHER that the Board be and is hereby authorised to finalise with the Lending Agencies / Trustees, the documents for creating the aforesaid mortgages, charges and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions of the aforesaid documents and to do all such acts and things and to execute all such documents as may be necessary for giving effect to this Resolution.”

By order of the Board  
For UNIROYAL MARINE EXPORTS LIMITED

Kozhikode  
09-08-2014

Joseph P G  
Company Secretary

**Notes :**

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 8 of the Notice, is annexed hereto.
2. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Register of the Company will remain closed from **16-09-2014 to 20-9-2014** (both days inclusive).
4. Members are requested to notify their change of address, if any, quoting their folio numbers to the Regd. Office of the company/ our RTA. Similarly members holding shares in demat form shall intimate the change of address, if any, to their respective Depository Participants (DP).
5. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members will be entitled to vote.
6. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
7. Members/Proxies must bring the original attendance slip sent herewith duly filled in, signed and hand it over at the entrance of the meeting hall.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/ RTA of the Company.

**9. Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting. e-voting is optional.



Procedure / Instructions for e-voting are as under:

**I. In case of members receiving e-mail:**

- a) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- b) Click on “Shareholders” tab.
- c) Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- d) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e) Next enter the Image Verification as displayed and Click on Login.
- f) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- g) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/ folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p># Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the dividend bank details field.</p>



- h) After entering these details appropriately, click on “SUBMIT” tab.
- i) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <UNIROYAL MARINE EXPORTS LTD> on which you choose to vote.
- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

## **II. In case of members receiving the physical copy:**

Please follow all steps from sl. no. (a) to sl. no. (q) above to cast vote.

III. The voting period begins from 9.00 a.m. on Sunday, September 14, 2014 and ends at 6.00 p.m. on Tuesday, September 16, 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 08<sup>th</sup> August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

- r) Mr. Satheesh Kumar N, Practising Company Secretary, Cochin has been appointed as scrutinizer, who in the opinion of the Board can scrutinize the e-voting process in fair and transparent manner.
- s) The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- t) The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website [www.uniroyalmarine.com](http://www.uniroyalmarine.com) within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and Cochin Stock Exchange Limited.

By order of the Board  
For Uniroyal Marine Exports Limited

Kozhikode  
09-08-2014

Joseph P G  
Company Secretary



## **EXPLANATORY STATEMENT**

### **(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 05 to 08 of the accompanying Notice:

#### **Item No. 05:**

Mr. Iype Mathew is a Non-Executive Independent Director and Chairman of the Board of Directors of the Company. He joined the Board of Directors of the Company on 21.08.1992. Mr. Iype Mathew is the chairman of the Audit committee and Stakeholders Relationship Committee and a member of Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Iype Mathew is a Chartered Accountant in practice for nearly 39 years. He is holding 24,000 equity shares in the Company and is not related to any Director of the Company.

Mr. Iype Mathew is not holding any Directorships, Memberships/Chairmanships of Committees of Other Companies .

Mr. Iype Mathew is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile provisions of the Companies Act, 1956. In terms of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Iype Mathew as an Independent Director for a term of five years.

Mr. Iype Mathew has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

The Board recommends the Resolution set forth in item No. 5 for Members's approval.

None of the Directors, Key Managerial Persons(KMP's) or the relatives of Directors or KMP's, except Mr. Iype Mathew is concerned / interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### **Item No. 06:**

Mr. Nath Ram, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 21.08.1992. Mr. Nath Ram is a member of the Audit committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Mr. Nath Ram is a Commerce Graduate. He has wide experience in seafood business.



He does not hold any equity shares of the Company and is not related to any Director of the Company.

Mr. Nath Ram is not holding any Directorships, Memberships/Chairmanships of Committees of Other Companies .

Mr. Nath Ram is a Director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile provisions of the Companies Act, 1956. In terms of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination and Remuneration Committee has recommended the appointment of Mr. Nath Ram as an Independent Director for a term of five years.

Mr. Nath Ram has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

The Board recommends the Resolution set forth in item No. 6 for Members's approval.

None of the Directors, Key Managerial Persons (KMP's) or the relatives of Directors or KMP's, except Mr. Nath Ram is concerned / interested in the said resolution. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchange.

#### **Item No. 07:**

At the Annual General Meeting of the Company held on September 27, 1997, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of Section 293(1)(d) of the Companies Act, 1956, authorised the Board to borrow on behalf of the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) in excess of the aggregate of the paid-up capital of the Company and its free reserves, subject to the total outstanding amount so borrowed not exceeding a sum of Rs. 12,00,00,000/- (Twelve Crore) at any point of time;

Section 180 of the Companies Act, 2013 effective from September 12, 2013 requires that consent of the company accorded by way of a special resolution is required to borrow money in excess of the company's paid up share capital and free reserves. In order to forsee the future expansion of the business it is required to enhance the borrowing limits of the company from Rs. 12 crores to Rs.25 crores.

The approval of the Members for the said borrowings is, therefore, now being sought, by way of Special Resolutions, pursuant to Section 180(1)(c) of the Act, respectively.

The Board recommends the Resolution set forth in item No. 7 for Members's approval.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the said resolution.





**Item Nos. 08:**

At the Annual General Meeting of the Company held on March 15, 1993, the Members had, by way of an Ordinary Resolution and in pursuance of the provisions of Section 293(1)(a) of the Companies Act, 1956, authorised the Board to create a mortgage or charge or hypothecation on the Company's assets in favour of lending agencies and trustees to secure the amounts borrowed including interest, charges, etc.

Section 180 of the Companies Act, 2013 was notified on September 12, 2013. Under the said section, the above powers of the Board are required to be exercised only with the consent of the company by way of a Special Resolution.

The approval of the Members for the said creation of a mortgage or charge or hypothecation is, therefore, now being sought, by way of Special Resolutions, pursuant to Section 180(1) (a) of the Act, respectively.

The Board recommends the Resolution set forth in item No. 8 for Members's approval.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the said resolution.

**Details of directors seeking re-appointment as required under clause 49 of the listing agreement with the stock exchange:**

<b>Particulars</b>	<b>V T John</b>	<b>Varghese Thomas</b>
DIN	00483604	01312530
Date of Birth	24.05.1952	10.02.1948
Date of Appointment	21.08.1992	21.08.1992
Directorships held in other Public Companies	Nil	Falcon Infrastructures Limited
Number of shares held in the Company	1,25,100/-	1,25,100/-
Membership /Chairmanship of Committees of other public companies	Nil	Nil

By order of the Board  
For Uniroyal Marine Exports Limited

Kozhikode  
09-08-2014

Joseph P G  
Company Secretary