

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 46TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIVERSAL STARCH – CHEM ALLIED LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MHATRE PEN BUILDING, 'B' WING, 2ND FLOOR, SENAPATI BAPAT MARG, DADAR (W), MUMBAI – 400 028 TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019, the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri. Ripudamansingh R. Vaghela (DIN: 02102872) who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. Re-appointment of Shri. Ashok N. Kothary (DIN 00811919) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri. Ashok N. Kothary (DIN 00811919), who was appointed as an Independent Director of the Company for a term of five years up to conclusion of Company’s 46th Annual General Meeting, by the members at the 41st Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the conclusion of Company’s 46th Annual General Meeting to the conclusion of Company’s 51st Annual General Meeting., and he is not liable to retire by rotation.”

4. Re-appointment of Shri. Bindumadhavan Ranga Venkatesh (DIN 01799569) as an Independent Director for a second term of five consecutive years,

in terms of Section 149 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri. Bindumadhavan Ranga Venkatesh (DIN 01799569) , who was appointed as an Independent Director of the Company for a term of five years up to conclusion of Company’s 46th Annual General Meeting, by the members at the 41st Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the conclusion of Company’s 46th Annual General Meeting to the conclusion of Company’s 51st Annual General Meeting., and he is not liable to retire by rotation.”

5. Re-appointment of Smt. Sudha Ramesh Modi (DIN 01633060) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Smt. Sudha Ramesh Modi (DIN 01633060) , who was appointed as an Independent Director of the Company for a term of five years up to conclusion of Company’s 46th Annual General Meeting, by the members at the 41st Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the conclusion of Company’s 46th Annual General Meeting to

the conclusion of Company's 51st Annual General Meeting, and she is not liable to retire by rotation."

6. Re-appointment of Shri. Ashok C. Shah (DIN 00236555) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri. Ashok C. Shah (DIN 00236555) , who was appointed as an Independent Director of the Company for a term of five years up to conclusion of Company's 46th Annual General Meeting, by the members at the 41st Annual General Meeting, in terms of Section 149 of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the conclusion of Company's 46th Annual General Meeting to the conclusion of Company's 51st Annual General Meeting., and he is not liable to retire by rotation."

7. Re-appointment of Shri. Dev Prakash Hemraj Yadava (DIN 00778976) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Shri. Dev Prakash Hemraj Yadava (DIN 00778976) , who was appointed as an Independent Director of the Company for a term of five years up to conclusion of Company's 46th Annual General Meeting, by the members at the 41st Annual General Meeting, in terms of Section 149 of the Companies Act, 2013,

be and is hereby re-appointed as an Independent Director of the Company for a second term of five consecutive years commencing from the conclusion of Company's 46th Annual General Meeting to the conclusion of Company's 51st Annual General Meeting., and he is not liable to retire by rotation."

For and on behalf of the Board of Directors
Universal Starch Chem Allied Limited

Place: Mumbai
Date: 09th August, 2019

Sd/-
Chaitali Salgaonkar
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF, THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. 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. 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 cannot act as a proxy for any other person or shareholder. The instrument appointing proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A proxy form is sent herewith. Proxy submitted on behalf of the Companies, Societies etc, must be supported by an appropriate resolution / authority, as applicable.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto and forms part of the Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 24th September 2019 to 30th September 2019 (both days inclusive).
4. Members are requested to inform the Company's Registrars & Transfer Agents regarding the changes, if any, in the residential address along with the Pin Code Number.
5. As per the provisions of the Companies Act, 2013, the facility for making nomination is available to the

shareholders in respect of the Equity Shares held by them. Nomination forms can be obtained from the Company's Registrars & Transfer Agents.

6. Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
7. Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013, as amended, dividend and shares for the financial year ended 31st March 2011 which remain unpaid or unclaimed for a period of 7 years was transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

The IEPF Rules mandate companies to transfer shares of Members whose dividends remain unpaid / unclaimed for a continuous period of seven years to the demat account of IEPF Authority. The Members whose dividend / shares are transferred to the IEPF Authority can claim their shares / dividend from the Authority.

In accordance with the said IEPF Rules and its amendments, the Company had sent notices to all the Shareholders whose shares were due to be transferred to the IEPF Authority and simultaneously published newspaper advertisement. In terms of the provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 / Investor Education and Protection Fund (Awareness and Protection of Investors) Rules, 2001, `Rs. 2,02,139 of unpaid / unclaimed dividends and 38,279 shares were transferred during the financial year 2018-19 to the Investor Education and Protection Fund.

8. Voting through electronic means Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer Remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting (AGM) to be held on Monday, 30th September, 2019 at 11.00 am at the Registered Office of the Company. Please note that remote e-voting through electronic means is optional. The company is also providing the facility of poll at the meeting by way of ballot. The Company has engaged the services of Central Depository Services India Ltd (CDSL) to provide remote e-voting facilities. The remote e-voting facility is available at the link <https://www.evotingindia.com>. The Company had fixed on Monday, 23rd Septmeber, 2019 as the cut off date for determining voting right of shareholders entitled to participating in the remote e-voting

process. The remote e-voting facility will be available from 9:00 a.m. onwards on Friday, 27th September, 2019 and will be up to 5:00 p.m. on Sunday, 29th September, 2019. During this period, members of the company may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote(s) on a resolution is cast by the member, the member shall not be allowed to change it subsequently, as well as not be allowed to vote at the meeting. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the company as on Monday, 23rd September, 2019. A person, whose name is recorded in the Register of members or in the Register of beneficial owners maintained by the Depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting and voting at AGM through ballot. Any person who acquires shares of the company and becomes member of the company after dispatch of the Notice and holding shares as on cut off date i.e. Monday, 23rd September, 2019. may obtain the sequence number by sending a request at mumbai@universalstarch.com / shareindia@vsnl.com. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on 9:00 a.m. onwards on Friday, 27th September, 2019 and will be up to 5:00 p.m. on Sunday, 29th September, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Monday, 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iv. Click on Shareholders
- v. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.

- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bk Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for Universal Starch Chem Allied Limited on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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

The Company has appointed M/s. Leena Agrawal & Co., Practising Company Secretaries (Membership No. 19600, CPNO 7030), as the Scrutinizer to scrutinize the remote e-voting process in fair and transparent manner.

9. Information of director who retire by rotation:

Shri. Ripudamansingh R. Vaghela, DIN: 02102872, DOB:19th December, 1976, Age of 42 years, who is MBA in finance having more than 10 years of experience in marketing, finance and production field. Appointed as non executive director on the Board w.e.f. 20th November, 2017. He is also director of M/s. Shivangan Food and Pharma Products Pvt Ltd., Shri. Ripudamansingh R. Vaghela is husband of Smt. Hansarani Vaghela and son-in-law of Shri. Jitendrasinh J. Rawal & Smt. Nayankuwar J. Rawal.

10. The information on Shri. Ashok N Kothary, Shri Bindu Madhavan, Smt. Sudha Ramesh Modi, Shri. Ashok Shah, Shri Devprakash Hemraj Yadava is provided in the notes appended below at item no. 3, 4, 5, 6 & 7 respectively.

11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.universalstarch.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

12. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote evoting facility.

13. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

14. The Annual Report 2018-19 is being sent through electronic mode only to the members whose email addresses are registered with the Company / Depository Participant(s), unless any member has requested for the physical copy of the report.

15. Members may also note that the Notice of the 46th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, Ballot Paper and the Annual Report for 2019 will also be available on the Company’s website www.universalstarch.com for their download.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the AGM.

17. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

18. If the members have any queries on the audited accounts, board’s report & auditor’s report, the same should be forwarded to the company in writing at its registered office at least 10 days before the meeting so that the same can be replied at the time of annual general meeting to the members’ satisfaction.

19. AS PER SEBI notification regarding amendment to Regulation 40 of SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) regulation with reference to mandatory dematerialization for transfer of securities. Accordingly the share holders will not be able to transfer their shares in physical mode. They will be required to dematerialize it first before transferring to anybody.

ANNEXURE TO THE NOTICE EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

Shri Ashok N. Kothary was appointed as a Non-Executive Director of the Company on 28th October, 1999. He have given declaration to the Board that he meet the criteria

of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director. The Board has recommended the re-appointment of Shri Ashok N. Kothary as Independent Director of the Company for 2nd term of five years till the conclusion of 51st Annual General Meeting of the Company. In compliance with the provisions of section 149 of the Act, the re-appointment of above Director as Independent Director is now being placed before the Members for their approval. The brief profile of the Shri. Ashok N Kothary (Independent Director) is as under:- : DOB- 13th September, 1949, Age- 69 Yrs., He is a B.Com; F.C.A . Expert in Finance & Accounts. He is having More than 30 Yrs of experience in Finance and accounting. He is a Chairman of Audit Committee and member of the Nomination & Remuneration Committee of Universal Starch Chem Allied Ltd. His other Directorship Details- Atrium Hospitality And Property Management Private Limited, Baif Agro And Bio Technology Private Limited, Welset Plast Extursions Private Limited, Nichrome India Limited, Concord Marketing And Financiers Private Limited, Nichrome Info Management Private Limited, Arthkranti Global Private Limited, Quaestor Consultants Private Limited.

Item No. 4

Shri. Bindumadhavan Ranga Venkatesh was appointed as a Non – Executive Independent Director of the Company on 18th August, 2007. He have given declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director. The Board has recommended the re-appointment of Shri Bindu Madhavan as Independent Director of the Company for 2nd term of five years till the conclusion of 51st Annual General Meeting of the Company. In compliance with the provisions of section 149 of the Act, the re-appointment of above Director as Independent Director is now being placed before the Members for their approval. The brief profile of the Shri Bindu Madhavan (Independent Director) is as under:-: DOB- 30th March, 1952, Age- 67 Yrs., he is a Graduate in Engineering & Masters in Management from I.I.T. Kharagpur. He is having More than 30 Yrs of professional / Managerial experience in India & abroad of Mfg / trading organizations.

Item No. 5

Smt. Sudha Ramesh Modi was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 30th May, 2014. She have given declaration to the Board that she meet the criteria of

independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director. The Board has recommended the re-appointment of Smt. Sudha Ramesh Modi as Independent Director of the Company for 2nd term of five years till the conclusion of 51st Annual General Meeting of the Company. In compliance with the provisions of section 149 of the Act, the re-appointment of above Director as Independent Director is now being placed before the Members for their approval. The brief profile of the Smt. Sudha Ramesh Modi (Independent Director) is as under:-DOB- 18th April, 1956, Age- 63Yrs., she is B.Com (Hons.), LL.B. (Mumbai University) and is a Member of Bar Council of Mumbai High Court and have more than 25 years industrial experience. She has also been appointed as a member of the Nomination & Remuneration Committee of Universal Starch Chem-Allied Ltd. Her other Directorship Details – Makrand Trading Co Pvt Ltd and Pioneer Flavours Private Limited.

Item No. 6

Shri. Ashok Shah:- He was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 9th August, 2014. He have given declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director. The Board has recommended the re-appointment of Shri. Ashok Shah as Independent Director of the Company for 2nd term of five years till the conclusion of 51st Annual General Meeting of the Company. In compliance with the provisions of section 149 of the Act, the re-appointment of above Director as Independent Director is now being placed before the Members for their approval. The brief profile of the Shri. Ashok Shah (Independent Director) is as under:-DOB- 13th March, 1949., Age- 70 Yrs., he is M.Sc., Ph.D. (Micro/Biotech) and Ind. Biotech (G.B.F., Germany), Director of GNFC (Bharuch), (upto June 2014), GVFL, Gujarat, Member of Biotechnology Board, Gujarat, CII (Guj.) Task Force for Agro/Food Processing ('10/11) and Center advisory committee on "Agricultural & Rural Lending", Bank of Baroda. (2008-12). He is a member of Audit Committee.

Item No. 7

Shri. Dev prakash Hemraj Yadava :- He was appointed as a Non-Executive Director of the company on 29th January 2004. He have given declaration to the Board that he meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfill the conditions specified in the Act and the Rules framed thereunder for re-appointment as Independent Director.



The Board has recommended the re-appointment of Shri. Devprakash Hemraj Yadava as Independent Director of the Company for 2nd term of five years till the conclusion of 51st Annual General Meeting of the Company. In compliance with the provisions of section 149 of the Act, the re-appointment of above Director as Independent Director is now being placed before the Members for their approval. The brief profile of the Shri. Devprakash Hemraj Yadava (Independent Director) is as under:- : DOB- 15th November, 1945, Age- 73 Yrs., he have more than 40 years' of Rich experiences in Engineering and Pharma Industries, both in Indian and Multinational Companies, who has also a wide experience in finance, etc., He is a member of Audit Committee & Chairman of the Nomination & Remuneration Committee of Universal Starch Chem-Allied Ltd. His other Directorship Details – Ipca Laboratories Ltd, Tonira Pharma Limited , Sharda Chem International Private Limited , Monolom India Pharma Private Limited.

Shri. Dev prakash Hemraj Yadava has attained the age of seventy three years. Hence the Special resolution requires for his re-appointment for next 5 years as a Independent Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

The Board recommends the Resolutions No. 3 to 7 for approval by the members. Shri. Ashok N Kothary, Shri. Bindu Madhavan, Smt. Sudha Ramesh Modi, Shri. Ashok Shah, Shri. Devprakash Hemraj Yadava should be deemed concerned or interested in the particular Resolutions

seeking to re-appoint each of them as Independent Directors. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel have any concern or interest in the aforesaid Resolutions.

General Information: Universal Starch-Chem Allied Ltd. Is engaged in the manufacture of Starches & their derivatives and other By-Products. The company has been established more than four decades back and has shown a consistent growth from year to year.

Other Inforamtion:The Company is concentrating more on exports and with increased thrust in this direction, it has been able to penetrate in the overseas markets, more particularly the Middle East market. The Company has also concentrated on cost cutting devices to cut the cost on all fronts. The Company is also planning to add some more products in its portfolio to improve the margins. Thus with continued application of stringent cost cutting measures and addition of more products with better margins, the Company expects to improve its turnover and profitability in the years to come.

For and on behalf of the Board of Directors
Universal Starch Chem Allied Limited

Place: Mumbai
Date: 09th August, 2019

Sd/-
Chaitali Salgaonkar
Company Secretary

UNIVERSAL STARCH-CHEM ALLIED LIMITED

CIN L24110MH1973PLC016247
Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028.
Website: www.universalstarch.com

ATTENDANCE SLIP

(To be presented at the entrance)

Folio No. / Client ID _____ DP ID _____

I/We hereby record my/our presence at the 46th Annual General Meeting of the Company on Monday 30th day of September, 2019 at 11:00 a.m., at Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai-400 028.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING.

Signature of the Member / Proxy

Form No. MGT -11

PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 read with Rule 19 (3) of the Companies (Management and Administration) Rules, 2014].

UNIVERSAL STARCH-CHEM ALLIED LIMITED

CIN L24110MH1973PLC016247
Registered Office: Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028.
Website: www.universalstarch.com

Name of the member (s)	
Registered address	
E-mail Id	
Folio No/ Client Id	

I/We, being the member (s) of UNIVERSAL STARCH CHEM ALLIED LTD. havingshares, hereby appoint

1	Name	Address:
	E-mail Id:	Signature:
	Or failing him/her	
2	Name	Address:
	E-mail Id:	Signature:
	Or failing him/her	
3	Name	Address:
	E-mail Id:	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf on the 46th Annual General Meeting of the Company to be held on the 30th September, 2019 at 11.00 a.m at Regd Office: Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Number	Resolution	Vote (Please mention No. Of shares)		
		For	Against	Abstain
Ordinary Business:				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019, the Reports of the Directors and the Auditors thereon.			
2	To appoint a Director in place of Shri. Ripudamansingh R. Vaghela (DIN: 02102872) who retires by rotation and being eligible offers himself for re-appointment.			
Special Business:				
Special Resolution				
3	Re-appointment of Shri. Ashok N. Kothary (DIN 00811919) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.			
4	Re-appointment of Shri. Bindumadhavan Ranga Venkatesh (DIN 01799569) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.			
5	Re-appointment of Smt. Sudha Ramesh Modi (DIN 01633060) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.			
6	Re-appointment of Shri. Ashok C. Shah (DIN 00236555) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.			
7	Re-appointment of Shri. Dev Prakash Hemraj Yadava (DIN 00778976) as an Independent Director for a second term of five consecutive years, in terms of Section 149 of the Companies Act, 2013.			

Signed this _____ day of _____ 2019
Signature of the Shareholder _____ Signature of Proxy holder(s) _____

Affix Revenue Stamp Of Rs. 1/-

Note: This Form of Proxy, in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting.

Route Map for AGM Venue

Regrd Office: Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028

