

# UNIVERSAL STARCH-CHEM ALLIED LTD.



Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028.  
Tel.: 6656 3333, 2436 2210 • Fax: 022-2432 7436 • Gram:GROWMAIZE • E-mail:mumbai@universalstarch.com  
CIN : L24110MH1973PLC016247

Date :

05<sup>th</sup> September, 2022

To,

Corporate Relationship Department,  
Bombay Stock Exchange  
Floor 25<sup>th</sup>, P J Towers  
Dalal Street,  
Fort, Mumbai 400 001.

**Sub: Notice of 49<sup>th</sup> Annual General Meeting of the Company.**

**Ref Code No: 524408, ISIN: INE113E01015, Company Name: Universal Starch Chem Allied Limited.**

Dear Sir,

Pursuant to Regulation 30 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 this is to inform you that the 49<sup>th</sup> Annual General Meeting of the Members of the Company is scheduled to be held on Friday, September 30, 2022 at 10:00 am at Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar West, Mumbai 400 028. (AGM notice attached).

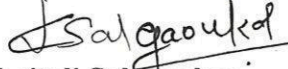
As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its members the facility to cast their votes on all resolutions set forth in Notice by electronic means ("e-voting") provided by CDSL. The instruction for e-voting is mentioned in the Notice.

Further pursuant to Regulation 42 of Listing Regulations, Register of Members and Share Transfer Books will remain closed from 24<sup>th</sup> September, 2022 Saturday to 30<sup>th</sup> September, 2022 Friday (Both days inclusive). The cut-off date for determining voting right of shareholders entitled to participating in the remote e-voting process is 23<sup>rd</sup> September, 2021, Friday.

Kindly take the above on your record, and acknowledge the receipt of the same.

Thanking you,  
yours Faithfully

For Universal Starch Chem Allied Limited

  
Chaitali Salgaonkar  
Company Secretary



Encl: a/a

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 49TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **UNIVERSAL STARCH – CHEM ALLIED LIMITED** WILL BE HELD ON FRIDAY, 30TH SEPTEMBER, 2022 AT 10:00 AM. AT THE REGISTERED OFFICE OF THE COMPANY AT MHATRE PEN BUILDING, 'B' WING, 02ND FLOOR, SENAPATI BAPAT MARG, DADAR WEST, MUMBAI-400028 TO TRANSACT THE FOLLOWING BUSINESS.

### ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022, the Reports of the Directors and the Auditors thereon.**

“RESOLVED THAT the Audited Financial Statements for the financial year ended March 31, 2022, the Report of Board of Directors and the Auditors’ Report thereon as circulated to the Members be considered and adopted.”

- To appoint a director in place of Ms. Panchratna Jitendrasinh Rawal (DIN: 03617551) who retires by rotation and being eligible offers herself for re-appointment.**

“RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Ms. Panchratna Jitendrasinh Rawal (DIN: 03617551) as a “Director”, to the extent that she is required to retire by rotation.”

- To appoint a director in place of Mr. Jaykumar J. Rawal (DIN: 02261128) who retires by rotation and being eligible offers himself for re-appointment.**

“RESOLVED THAT pursuant to the provision of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of the Members of the Company, be and is hereby accorded to the re-appointment of Mr. Jaykumar J. Rawal (DIN: 02261128) as a “Director”, to the extent that he is required to retire by rotation.”

- To appoint M/s. M. B. Agrawal & Co., Chartered Accountants, Mumbai (Registration No.: 100137W), as Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution.**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and the applicable provisions, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the recommendation and approval of the Audit Committee and the Board of Directors of the Company M/s. M. B. Agrawal & Co., Chartered Accountants, Mumbai (Registration No.: 100137W), be and is hereby appointed as Statutory Auditor of the Company in place of M/s. S. M. Gupta & Co, Chartered Accountants, (Registration No.: 310015E), the retiring Statutory Auditor of the company

to hold office for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 54<sup>th</sup> Annual General Meeting of the Company, at such remuneration, as recommended by the Audit Committee and as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.”

### SPECIAL BUSINESS:

- Re-appointment of Mr. Subhash H. Rajput (DIN: 08602709) As Whole-Time Director of the Company with effect from 12<sup>th</sup> November, 2022.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013, the re-appointment of Mr. Subhash H. Rajput to hold office as Whole-Time Director for a period of three years with effect from 12<sup>th</sup> November, 2022 on the terms and conditions given below so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 be and is hereby approved by the Nomination & Remuneration Committee and that the appointment is recommended to the Board of Directors of the Company for their approval and the same has been approved in the Board Meeting held on 12<sup>th</sup> August, 2022 subject to approval of the shareholders in the AGM.

### REMUNERATION –

- Salary:** Up to Rs. 60,322/- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- Commission:** As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under Section 197 of the Companies Act, 2013 but limited to a maximum of two years salary per year.
- Special Allowance:** As may be approved by the Board of Directors for each year subject to the overall limit of total managerial remuneration of each year as provided under section 197 of the Companies Act, 2013 but limited to a maximum of one year’s salary per year.

### REIMBURSEMENT :-

In addition to the above, Mr. Subhash H. Rajput will be reimbursed the expenses incurred for performing the role of whole time director which shall be an amount limited to Rs. 2 lakhs per month.

### PERQUISITES:-

- In addition to the above remuneration, Mr. Subhash H. Rajput, shall also be entitled to perquisites like free furnished accommodation or House Rent Allowance including furnishings, gas, electricity, and water, medical reimbursement, Leave Travel Concessions for self and

- family, Club Fees, Medical Insurance, etc. as per the Company's policy applicable to the senior management of the company.
- 2) The annual value of these prerequisites shall be limited to an amount equal to the annual salary of Mr. Subhash H. Rajput.
  - 3) For the purpose of calculating the above ceiling, prerequisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, prerequisites shall be evaluated at actual cost. Provision for use of Company's car, reimbursement of petrol and mobile phone bills for official duties shall not be included in the computation of the prerequisites for the purpose of calculating the said ceiling.
  - 4) Company's contribution to Provident Fund, Superannuation Fund as per Company's policy. Gratuity and leave including encashment of leave at the end of the tenure as per the Company's policy. These, however, shall not be included in the computation of limits on prerequisites as aforesaid.
- "FURTHER RESOLVED THAT,** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Subhash H. Rajput as the whole time director of the company, shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved by the Central Government, not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

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

Place: Mumbai  
 Date: 12<sup>th</sup> August, 2022

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 a 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 a proxy and such person cannot act as a proxy for any other person or shareholder. The instrument appointing the 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 attached with this Annual Report. 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 24-09-2022 to 30-09-2022 (both days inclusive).
  4. Updation of KYC details: The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 1, 2022, any service requests or complaints received from the Member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. On or after April 1, 2023, in case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).
  5. Pursuant to provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 to RTA.
  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, dividends and shares for the financial year ended 31<sup>st</sup> March, 2010 and 31<sup>st</sup> March, 2011 which remain unpaid or unclaimed for a period of 7 years were 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.
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 Friday, 30<sup>th</sup> September, 2022 at 10:00 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 the 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 Friday, 23<sup>rd</sup> September, 2022 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 am. onwards on Tuesday, 27<sup>th</sup> September, 2022 and will be up to 5:00 pm. on Thursday, 29<sup>th</sup> September, 2022. 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 Friday, 23<sup>rd</sup> September, 2022. 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. Friday, 23<sup>rd</sup> September, 2022 may obtain the sequence number by sending a request at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in). The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Tuesday, 27<sup>th</sup> September, 2022 at 9:00 am. onwards and will be up to 5:00 pm. on Thursday, 29<sup>th</sup> September, 2022. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday, 23<sup>rd</sup> September, 2022 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. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/ NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b> .	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> </ol>

Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b> .	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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.  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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for Universal Starch Chem Allied Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.

- It is mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csrakhileenaagarwal@gmail.com or chaitalis@universalstarch.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800225533.

The Company has appointed M/s. Leena Agrawal & Co., as the Scrutinizer to scrutinize the remote e- voting process in fair and transparent manner.

**9. Information on directors who retires by rotation:**

- a. Information about Ms. Panchratna J. Rawal, DIN: 03617551, DOB: 17<sup>th</sup> May, 1980, Age of 42 years, who is MBBS and has vast knowledge in business & marketing. Ms. Panchratna J. Rawal appointed as non executive director w.e.f 20<sup>th</sup> November, 2017. Holding 2,41,900 shares of the company in her name as on 31<sup>st</sup> March, 2022. She is also director of M/s. Rawal Trading Enterprises Pvt Ltd., M/s. Jay Ganga Krishi Bazar Private Limited and M/s. Jayjit Manufacturing & Trading Private Limited. She is the daughter of Mr. Jitendrasinh J. Rawal and Mrs. Nayankunwar J. Rawal and Sister of Mrs. Hansarani R. Vaghela and Mr. Jaykumar J. Rawal. Ms. Panchratna J. Rawal is interested in the resolution as it concerns her re-appointment. Mr. Jitendrasinh J. Rawal, Mrs. Hansarani Vaghela, Mr. Jaykumar J. Rawal, and Mrs. Nayankunwar J. Rawal are related may also be regarded as interested or concerned in the resolution. She is not a member/ Chairman of Committees of other Public Companies (includes only Audit and shareholder's/investor's Grievances Committee).
- b. Information about Mr. Jaykumar J. Rawal DOB: 16<sup>th</sup> January, 1975, DIN: 02261128, age of 47 years, has done B.com from symbiosis college and Business Development from Cardiff Business School UK. He is having Hands on experience across Business Management and Development, production in pharma and starch industry. He was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 25<sup>th</sup> March, 2021. He is not a director of any private and public limited Company, he is not a member/ Chairman of Committees of other Public Companies (includes only Audit and shareholder's/investor's Grievances Committee). Mr. Jaykumar J. Rawal holds 1,62,766 shares of the company in his name as on 31<sup>st</sup> March, 2022. Mr. Jaykumar J. Rawal is interested in the resolution as it concerns his re-appointment. Mr Jitendrasinh J. Rawal, Mrs. Nayankunwar J. Rawal, Ms. Panchratna J. Rawal and Mrs. Hansarani R. Vaghela are related and may also be regarded as interested or concerned in the resolution.
10. The information on Mr. Subhash Rajput required to provide under Regulation 36 of SEBI (LODR) Regulations, 2015 is provided in the notes appended below at item no. 5.
  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 e-voting 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 a consolidated Scrutinizer's Report of the total votes cast in favor 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. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules framed thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). In compliance with MCA Circular No. 20/2020 dated May 5, 2020, General Circular No. 2/2022 dated May 5, 2022, and SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 and owing to the difficulties involved in dispatching of physical copies of the Financial Statements including Boards' Report, Auditor's report or other documents required to be attached therewith (together referred to as "Annual Report"), the Annual Report for Financial Year 2021-22 including Notice of AGM are being sent in electronic mode to Members whose e-mail address(es) are registered with the Company or the Depository Participant(s). Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).
  15. Members may also note that the Notice of the 49<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map, and the Annual Report for 2022 will also be available on the Company's website [www.universalstarch.com](http://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 the provisions of Regulation 40 of the SEBI Listing Regulations, Members may note that, effective April 1, 2019, requests for effecting transfer of securities held in physical mode cannot be processed by the listed entity, unless the securities are held in dematerialized form. Hence, Members are requested to dematerialize their shares if held in physical form.

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

**Item No. 5 :-** The principal terms and conditions of re-appointment of Mr. Subhash H. Rajput (DIN: 08602709) as whole-time director have been approved by the Board of Directors in the Board Meeting dated 12<sup>th</sup> August, 2022. These particulars also constitute the abstract of the terms of re-appointment and remuneration pursuant to section 190 of the Companies Act, 2013. Under section 196 and 197 of the Act, the re-appointment and the terms of remuneration of the whole-time Director are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for the approval of shareholders. The Board and the Nomination and Remuneration Committee is of the opinion that it is in the interests of the company that Mr. Subhash H. Rajput is re-appointed as the whole time director of the Company, the terms and conditions of his re-appointment are fair & reasonable and commensurate with his qualifications. Hence the Board recommends his re-appointment as the Whole Time Director to the members of the Company. The Relevant information as required under sub clause (iv) of Proviso 2 of (B) of Part II of Schedule V is as given below:

Information of Mr. Subhash H. Rajput required to give under Regulation 36 of SEBI (LODR) Regulations, 2015., is given below:- DIN: 08602709, DOB: 01<sup>st</sup> June, 1954, age 68 years. The principal terms and conditions of re-appointment of Mr. Subhash H. Rajput as whole-time director have been approved by the Board of Directors in the Board Meeting held on 12<sup>th</sup> August, 2022, having qualification of B.Sc (Chemistry) and having good knowledge & experience in Manufacturing and Production of starch products. Mr. Subhash H. Rajput is not holding any shares of the Company as of 31<sup>st</sup> March, 2022., he is interested in the resolution as it concerns his re-appointment. Non of the other directors are interested and concerned in this resolution. He does not hold any Directorship in other Indian Public /Private Companies(excluding foreign Companies and section 8 Companies.). He is not related to any other directors of the Company. He is not a member/Chairman of Committees of other Public Companies (includes only Audit and shareholder's/ investor's Grievances Committee).



**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 Information:** 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  
**For Universal Starch Chem Allied Limited**

Sd/-  
**Chaitali Salgaonkar**  
Company Secretary

Place: Mumbai  
Date: 12<sup>th</sup> August, 2022

# UNIVERSAL STARCH-CHEM ALLIED LIMITED

CIN L24110MH1973PLC016247

Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> 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 49<sup>th</sup> Annual General Meeting of the Company on the 30<sup>th</sup> day of September, 2022 at 10:00 am., at Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> 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 SLIPS 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

Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> 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		DP ID:

I/We, being the member (s) of UNIVERSAL STARCH CHEM ALLIED LTD. having .....shares, 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 49<sup>th</sup> Annual General Meeting of the Company to be held on Friday 30<sup>th</sup> September, 2022 at 10.00 am at the Registered Office: Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 and at any adjournment thereof in respect of such resolutions as are indicted below:

Resolution Number	Resolution	Vote (Please mention No. Of shares)		
		For	Against	Abstain
<b>Ordinary Business:</b>				
1	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2022, the Reports of the Directors and the Auditors thereon.			
2	To appoint a director in place of Ms. Panchratna Jitendrasinh Rawal (DIN: 03617551) who retires by rotation and being eligible offers herself for re-appointment.			
3	To appoint a director in place of Mr. Jaykumar J. Rawal (DIN: 02261128) who retires by rotation and being eligible offers himself for re-appointment.			
4	To appoint M/s. M B Agrawal & Co., Chartered Accountants, Mumbai (Registration No.: 100137W), as Statutory Auditors of the Company and to fix their remuneration.			
<b>Special Business:</b>				
5	Re-appointment of Mr. Subhash H. Rajput (DIN: 08602709) As Whole-Time Director of the Company with effect from 12 <sup>th</sup> November, 2022. <b>(Special Resolution)</b>			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of the Shareholder \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

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.

Affix Revenue  
Stamp  
Of Rs. 1/-

ROUTE MAP FOR AGM VENUE

