

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 :

07th September, 2023

To,

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

Sub: Notice of 50th 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 50th Annual General Meeting of the Members of the Company is scheduled to be held on Saturday, September 30, 2023 at 10:00 am at Mhatre Pen Building, 'B' Wing, 2nd 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 24th September, 2023 Sunday to 30th September, 2023 Saturday (Both days inclusive). The cut-off date for determining voting right of shareholders entitled to participating in the remote e-voting process is 23rd September, 2023, Saturday.

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

Thanking you,
yours Faithfully

For Universal Starch Chem Allied Limited

Nikhil K. Borana

Nikhil Borana
Company Secretary



Encl: a/a

Factory : Rawal Industrial Estate, Dada Nagar, Dondaicha - 425 408. Dist. : Dhule (Maharashtra)
Phone : 02566-244151, 244152, 244153 • E-Mail : dondaicha@universalstarch.com



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 50TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **UNIVERSAL STARCH - CHEM ALLIED LIMITED** WILL BE HELD ON SATURDAY, 30TH SEPTEMBER, 2023 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 31st March, 2023, the Reports of the Directors and the Auditors thereon.

"RESOLVED THAT the Audited Financial Statements for the financial year ended March 31, 2023, 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 Mrs. Nayankunwar Jitendrasinh Rawal (DIN: 03605134) who retires by rotation and being eligible offers herself for re-appointment

To consider and if thought fit, to pass, the following as an **ORDINARY RESOLUTION:**

"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 Mrs. Nayankunwar Jitendrasinh Rawal (DIN: 03605134) as a "Director", to the extent that she is required to retire by rotation."

SPECIAL BUSINESS:

- Change in Designation of Shri. Jaykumar Rawal (DIN: 02261128) from Whole-Time Director of the Company to Joint Managing Director of the Company with effect from 12th August, 2023.

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

"RESOLVED THAT in partial modification of the earlier resolution approved by the shareholders in 48th Annual General Meeting on 30th September, 2021 vide Special Resolution, Mr. Jaykumar Rawal (DIN: 02261128), who was appointed as Whole Time Director for a period of three years from 01st April, 2021, be and is hereby re-designated as Joint Managing Director of the Company, for further period of Three years effective from 12th August, 2023 at the Remuneration of Rs. 5,00,000/- per month

RESOLVED FURTHER THAT except for the change in designation mentioned above, all other terms and conditions of his appointment as approved by the shareholders remain unchanged.

- Re-appointment of Smt. Nayankunwar J. Rawal (DIN 03605134) as Whole Time Director with effect from 20th November, 2023 for a further period of three years.

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special resolution:** -

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provision 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 to the Companies Act, 2013 and on the recommendation and approval of the Nomination and Remuneration Committee and the Board, consent of the Company, be and is hereby accorded for the re-appointment of Smt. Nayankunwar J. Rawal to hold office as Whole Time Director for a period of three years with effect from 20th November, 2023 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 be recommended to the Board of Directors of the Company for their approval and the same has been approved in the Board Meeting held on 12th August, 2023 subject to approval of shareholders in the AGM.

REMUNERATION

- Salary:** Up to 1,00,000/- 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 year's 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.

PERQUISITES:-

- In addition to the above remuneration Smt. Nayankunwar J. Rawal, 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.
- The annual value of these perquisites shall be limited to an amount equal to the annual salary of Smt. Nayankunwar J. Rawal.
- For the purpose of calculating the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites shall be evaluated at actual cost. Provision for use of Company's car for official duties and telephone at residence shall not be included in the computation of the perquisites 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 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 Smt. Nayankumar J. Rawal as Whole Time Director of the company, she shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

5. To approve conversion of loan into equity or other capital of the Company

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special resolution**:-

"RESOLVED THAT pursuant to Section 62(3) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), the consent of the Company be and is hereby accorded to increase subscribed capital of the Company caused in the event of exercise of rights by the Mr. Jitendrasinh Rawal of the company to convert the whole or part of the outstanding amount(s) of Loan(s) into equity or other capital of the Company in the Event of Default by the Company to repay the Loan(s) in terms of the Financing Document(s) executed or to be executed by the Company in favour of the Mr. Jitendrasinh Rawal at a price to be determined in accordance with the applicable regulations of Securities and Exchange Board of India or in accordance with the applicable regulatory guidelines of the regulatory authorities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to negotiate and finalize on behalf of the Company all the terms and conditions and the agreement(s), undertaking(s), declaration(s), indemnity(ies), affidavit(s), document(s), paper(s) and to execute

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

Sd/-

Place: Mumbai
Date: 12th August, 2023

Nikhil Borana
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.

- 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.
- The Register of Members and the Share Transfer Books of the Company will remain closed from 24-09-2023 to 30-09-2023 (both days inclusive).
- 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 October 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).
- 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.
- Members / Proxies are requested to bring the attendance slip duly filled in for attending the meeting.
- Pursuant to the provisions of Section 124 & 125 of the Companies Act, 2013, as amended, dividends and shares for the financial year ended 31st March, 2010 and 31st 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.

- 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 Saturday, 30th September, 2023 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 Saturday, 23rd September, 2023 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 Wednesday, 27th September, 2023 and will be up to 5:00 p.m. on Friday, 29th September, 2023. 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 Saturday, 23rd September, 2023. 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. 23rd September, 2023 may obtain the sequence number by sending a request at mumbai@universalstarch.com/ support@sharexindia.com. The instructions for shareholders voting electronically are as under:

- i. The voting period begins on Wednesday, 27th September, 2023 at 9:00 am. onwards and will be up to 5:00 pm. on Friday, 29th September, 2023. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday, 23rd September, 2023 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 and joining virtual meetings 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 CDSL Depository.	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

Type of shareholders	Login Method
	<p>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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository.	<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: https://eservices.nsd.com 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 https://eservices.nsd.com. Select “Register Online for IDEAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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 Depository Participants (DP)	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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 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.
- 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; cs@universalstarch.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.

- 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.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- 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, 25th 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 Ms. Rakhi Agarwal., Practising Company Secretaries (ACS-29225) (COP:10570), as the Scrutinizer to scrutinize the remote e- voting process in fair and transparent manner.

9. Information on directors who retires by rotation:

- Information about Mrs. Nayankumar J. Rawal required to give under Regulation 36 of SEBI (LODR) Regulations, 2015., is given below: - DIN: 03605134, DOB: 13th August, 1956, age 68 years. Original Date of Appointment is 20th November, 2017., and re-appointment of Mrs. Nayankumar J. Rawal as whole-time Director have been approved in the Board Meeting held on 15th September, 2020. The terms and conditions of appointment along with the details of remuneration decided by the Board as per Nomination and Remuneration policy of the Company. Mrs. Nayankumar J. Rawal is BA and having good knowledge & experience in management, business and other fields, she is a wife of Mr. Jitendrasinh J.

Rawal and mother of Mrs. Hansarani R. Vaghela, Mrs. Panchratna J. Rawal and Mr. Jaykumar J. Rawal. She is also director of M/s., Jay Ganga Farmer Producer Company Limited., M/s. Jay Ganga Krishi Bazar Private Limited., M/s. Jayjit Manufacturing & Trading Private Limited., M/s. Eklingji Agro Assets Private Limited. Mrs. Nayankumar J. Rawal is interested in the resolution as it concerns her appointment. Mr. Jitendrasinh J. Rawal, Mrs. Hansarani Vaghela, and Mr. Jaykumar J. Rawal is 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)

- The information on Mr. Jaykumar Rawal and Mrs. Nayankumar J. Rawal required to provide under Regulation 36 of SEBI (LODR) Regulations, 2015 is provided in the notes appended below at item no. 3 and 4.
- 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.
- 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.
- 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 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.
- 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, MCA General Circular No. 02/2021 dated January 13, 2021, General Circular No. 2/2022 dated May 5, 2022, SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI Circular No. SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated January 15, 2021 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 2022-23 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).

In consonance with the MCA circulars and the SEBI circular dated May 12, 2020, in view of COVID-19 pandemic, the notice of the AGM along with the Annual Report for the financial year 2022-23 is being sent only through 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. The members, who have not registered their E-mail IDs with the company are once again requested to kindly register / update their e-mail IDs.

15. Members may also note that the Notice of the 50th Annual General Meeting, Attendance Slip, Proxy Form, Route Map, and the Annual Report for 2023 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 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. 3 :- The shareholders vide special resolution passed in the 48th Annual General Meeting on 30th September, 2021 approved the appointment of Mr. Jaykumar Jitendrasinh Rawal as Whole Time Director of the Company for a period of three years. The terms and conditions of his appointment, including remuneration were approved by the shareholders in accordance with the provisions contained in Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013. Pursuant to the recommendation by the Nomination

and Remuneration Committee, the Board of Directors at their meeting held on 12th August, 2023, has re-designated Mr. Jaykumar Jitendrasinh Rawal as the Joint Managing Director of the Company w.e.f 12th August, 2023 at the Remuneration of Rs. 5,00,000/- Per Month. Since, the designation of Mr. Jaykumar Jitendrasinh Rawal was specifically mentioned as whole Time Director in the earlier resolution dated 30th September, 2021 approved by the shareholders, this resolution is being proposed to partially modify the same. Except for the change in designation and remuneration, all other terms and conditions as approved by the shareholders on 30th September, 2021 remain unaltered. Save and except, Mr. Jaykumar Jitendrasinh Rawal to whom the resolution relates alongwith his relatives including Mr. Jitendrasinh Rawal, Mrs. Hansarani Vaghela, Mrs. Subhadrakumari Rawal and Mrs. Nayankunwar Jitendrasinh Rawal, none of the Directors/ Key Managerial Personnel of the Company/their relatives is in any way, financially or otherwise, concerned or interested in this Resolution. The Board recommends the Resolution set forth at Item No. 3 of the Notice for approval of the members as a Special Resolution.

The Relevant information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is as given below: DOB: 16th January, 1975, DIN: 02261128, age of 48 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 25th 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 31st March, 2023. Mr. Jaykumar J. Rawal is interested in the resolution as it concerns his appointment. Mr. Jitendrasinh J. Rawal, Mrs. Nayankunwar J. Rawal, Mrs. Subhadrakumari Rawal and Mrs. Hansarani R. Vaghela is related may also be regarded as interested or concerned in the resolution. The Board of Directors recommends the resolution as a Special Resolution for approval of the members

Item No. 4:- The principal terms and conditions of re-appointment of Mrs. Nayankunwar Jitendrasinh Rawal (DIN 03605134) as whole-time Director have been approved by the Board of Directors in the Board Meeting dated 12th August, 2023. 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 Mrs. Nayankunwar Jitendrasinh Rawal is re-appointed as the whole time Director of the Company, the terms and conditions of his appointment are fair & reasonable and commensurate with his qualifications. Hence the Board recommends his 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 Mrs. Nayankunwar Jitendrasinh Rawal required to give under Regulation 36 of SEBI (LODR) Regulations, 2015, is given below:- DIN: 03605134, DOB: 13th August, 1956, age 67 years. Who is BA and having good knowledge & experience in management, business and other fields. Smt. Nayankunwar J. Rawal is wife of Mr. Jitendrasinh J. Rawal and mother of Mrs. Hansarani R. Vaghela She is also director of M/s. Jaynayan Infra Projects Private Limited. She is holding 326300 shares of the Company as on 31st March, 2023, Mrs. Nayankunwar J. Rawal is interested in the resolution as it concerns her reappointment. Mr. Jitendrasinh J. Rawal, Mrs. Hansarani Vaghela, Mr. Jaykumar Rawal and Mrs. Subhadrakumari Rawal is 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). The Board of Directors recommends the resolution as a Special Resolution for approval of the members

Item No. 5: The Company has obtain financial assistance for its manufacturing plant and meeting other purposes related to the Business of Rs. 4,25,00,000/- from Mr. Jitendrasinh Rawal, Managing Director and Chairman of the Company. Since taking loan from banks and other financial institutions on interest puts extra burden on the Company, it was considered that unsecured loan from Mr. Jitendrasinh Rawal, Managing Director and Chairman of the Company be taken upon such terms and conditions as may be stipulated in the financing documents and approved by the Board upto an extent of Rs. 05.00 crores. The Loan Agreements will be executed with the Mr. Jitendrasinh Rawal having one of the condition that during the period till the Loan is outstanding and/or extended period as defined in the Loan Agreement, the lender shall have right (but not obligation) to convert whole or part of the loan facility into fully paid up Equity Shares of the Company which shall rank pari-passu in all respects with the then Equity Shares of the Company, by issuing advance written notice of 30 days to the Company.

On notice of Conversion, whole or part of the Loan Facility amount shall be converted into equity shares of the Company subject to

the Applicable Laws in relation thereto. Provided further, if at the time of conversion, the authorised share capital of the Company is not sufficient to accommodate the allotment of equity shares to the Lender, then the Company and the Promoters shall take all the necessary steps to increase the authorised share capital of the Company, thereby ensuring the effective conversion of the relevant Loan Facility amount in accordance with the terms of the Loan Agreement.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the members by way of passing of a Special Resolution. Hence, the Board recommends the said enabling resolution for the approval of the members as a Special Resolution. Mrs. Nayankunwar Rawal, Mrs. Hansarani Vaghela, Mr. Jaykumar Rawal and Mrs. Subhadrakumari Rawal is related may also be regarded as interested or concerned in the resolution

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

Place: Mumbai
Date: 12th August, 2023

Sd/-
Nikhil Borana
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 50th Annual General Meeting of the Company on the 30th day of September, 2023 at 10:00 am., 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 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, 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		DP 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 50th Annual General Meeting of the Company to be held on Friday 30th September, 2023 at 10.00 am at the Registered 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 indicted 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, 2023, the Reports of the Directors and the Auditors thereon. (Ordinary Resolution)			
2	To appoint a director in place of Mrs. Nayankunwar Jitendrasinh Rawal (DIN: 03605134) who retires by rotation and being eligible offers herself for re-appointment. (Ordinary Resolution)			
Special Business:				
3	Change in Designation of Shri. Jaykumar Rawal (DIN: 02261128) from Whole-Time Director of the Company to Joint Managing Director of the Company with effect from 12 th August, 2023 (Special Resolution)			
4	Re-appointment of Smt. Nayankuwar J. Rawal (DIN 03605134) as Whole Time Director with effect from 20 th November, 2023 for a further period of three years. (Special Resolution)			
5	To approve conversion of loan into equity or other capital of the Company (Special Resolution)			

Signed this _____ day of _____ 2023

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

