

# 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:022-2430 5969 • Gram:GROWMAIZE • E-mail:mumbai@universalstarch.com

CIN : L24110MH1973PLC016247

Date :

03<sup>rd</sup> September, 2021

To,

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

**Sub: Notice of 48<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 48<sup>th</sup> Annual General Meeting of the Members of the Company is scheduled to be held on Thursday, September 30, 2021 at 10:00 am at Mhatre Pen Building, 'B' Wing, 2<sup>nd</sup> Floor, Senapati Bapat Marg, Dadar West, Mumbai 400028. (AGM notice attached).

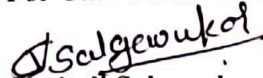
As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to its members the facility to cast their votes on all resolutions set forth in Notice by electronic 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, 2021 Friday to 30<sup>th</sup> September, 2021 Thursday (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, Thursday.

Kindly take 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

Factory : Rawal Industrial Estate, Dada Nagar, Dondaicha - 425 408. Dist. : Dhule (Maharashtra)  
Tel.: 02566-244151, 244152, 244153 • Fax : 02566-244225 • E-Mail : dondaicha@universalstarch.com

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE 48TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **UNIVERSAL STARCH - CHEM ALLIED LIMITED** WILL BE HELD ON THURSDAY, 30TH SEPTEMBER, 2021 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:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021, the Reports of the Directors and the Auditors thereon.
2. To appoint a director in place of Mrs. Nayankumar Jitendrasinh Rawal (DIN: 03605134) who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint a director in place of Mr. Subhash H. Rajput (DIN: 08602709) who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

4. **To appoint Mr. Jaykumar J. Rawal (DIN: 02261128) as Director of the Company.**

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:-

**"RESOLVED THAT** pursuant to the provisions of Sections 149 & 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 & (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), Mr. Jaykumar J. Rawal (DIN: 02261128), who was appointed as an Additional (Executive-Non Independent) Director of the Company by the Board of Directors with effect from 01<sup>st</sup> April, 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 161 (1) of the Act and in respect of whom the Company has received a notice in writing signifying his intention to propose candidature for the office of Director of the Company, be and is hereby appointed as an Director of the Company."

5. **Appointment of Mr. Jaykumar J. Rawal (DIN: 02261128) As Whole-Time Director of the Company with effect from 01<sup>st</sup> April, 2021.**

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 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 of the Companies Act, 2013, the appointment of Mr. Jaykumar Jitendrasinh Rawal to hold office as Whole-time Director for a period of three years with effect from 01<sup>st</sup> April,

2021 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 25<sup>th</sup> March, 2021 subject to approval of shareholders in the AGM.

### REMUNERATION -

- 1) **Salary:** Up to Rs. 3,00,000/- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- 2) **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.
- 3) **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. Jaykumar J. Rawal will be reimbursed the expenses incurred for performing the role of Whole Time Director which shall be an amount limited to Rs. 3 lakhs per month.

### PERQUISITES -

- 1) In addition to the above remuneration, Mr. Jaykumar 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.
- 2) The annual value of these perquisites shall be limited to an amount equal to the annual salary of Mr. Jaykumar J. Rawal
- 3) 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, reimbursement of petrol and mobile phone bills for official duties 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 perquisites as aforesaid.

**"FURTHER RESOLVED THAT,** In the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Jaykumar J. Rawal as the whole-time director – business development of the company, he shall be entitled to receive as minimum remuneration decided by the board, 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."

**6. Re-appointment of Mr. Jitendrasinh J. Rawal (DIN: 00235016) as Chairman and Managing Director of the Company with effect from 01<sup>st</sup> October, 2021 for a further period of three years.**

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 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 Mr. Jitendrasinh J. Rawal to hold office as Chairman and Managing Director for a period of three years with effect from 01<sup>st</sup> October, 2021 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 14<sup>th</sup> August, 2021 subject to approval of shareholders in the AGM.

**REMUNERATION**

- 1) **Salary :** Upto ₹ 7,00,000 /- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- 2) **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.
- 3) **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:-**

- 1) In addition to the above remuneration Mr. Jitendrasinh 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.

- 2) The annual value of these perquisites shall be limited to an amount equal to the annual salary of Mr. Jitendrasinh J. Rawal.
- 3) 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 perquisites as aforesaid.

**"FURTHER RESOLVED THAT,** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Jitendrasinh J. Rawal as Chairman & Managing Director of the company, he shall be entitled to receive as minimum remuneration decided by the board, 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."

**7. Re-Appointment of Mrs. Hansarani Vaghela (DIN: 01468168) as Whole Time Director (Joint Managing Director) of the Company with effect from 11<sup>th</sup> August, 2021.**

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 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 of the Companies Act, 2013, the re-appointment of Mrs. Hansarani R. Vaghela (DIN: 01468168) to hold office as Whole Time Director (Joint Managing Director) for a period of three years with effect from 11<sup>th</sup> August, 2021 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 14<sup>th</sup> August, 2021 subject to approval of shareholders in the AGM.

**REMUNERATION -**

- 1) **Salary** : Upto ₹ 2,00,000/- per month as approved by the Board of Directors from time to time and as permissible under Schedule V of the Companies Act, 2013.
- 2) **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.
- 3) **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, Mrs. Hansarani R. Vaghela will be reimbursed the expenses incurred for performing the role of Whole Time Director (Joint Managing Director) which shall be an amount limited to ₹ 2 lakhs per month.

**PERQUISITES -**

- 1) In addition to the above remuneration, Mrs. Hansarani R. Vaghela, 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 perquisites shall be limited to an amount equal to the annual salary of Mrs. Hansarani R. Vaghela.
- 3) 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, reimbursement of petrol and mobile phone bills for official duties 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 perquisites as aforesaid.

**"FURTHER RESOLVED THAT,** in the event of loss or inadequacy of profits in any financial year during the tenure of Mrs. Hansarani R. Vaghela as the Whole Time Director (joint managing director) of the company, she shall be entitled to receive as minimum remuneration decided by the board, 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."

8. **Appointment of Mr. Vishal Thakkar (DIN: 05327900) as an Independent Director for a 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 an **ORDINARY 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, Mr. Vishal Thakkar (DIN: 05327900), be and is hereby appointed as an Independent Director of the Company for a term of five years from the conclusion of 48<sup>th</sup> Annual General Meeting to the conclusion of Company's 53<sup>rd</sup> Annual General Meeting, and he is not liable to retire by rotation.

For and on behalf of the Board of Directors

**For Universal Starch Chem Allied Limited**

Sd/-

Place: Mumbai  
Date: 14<sup>th</sup> August, 2021

**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 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 24-09-2021 to 30-09-2021 (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 31<sup>st</sup> March, 2010 and 31<sup>st</sup> 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.
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 Thursday, 30<sup>th</sup> September, 2021 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 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 Thursday 23<sup>rd</sup> September, 2021 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 Monday, 27<sup>th</sup> September, 2021 and will be up to 5:00 p.m. on Wednesday, 29<sup>th</sup> September, 2021. 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 Thursday, 23<sup>rd</sup> September, 2021. 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. Thursday, 23<sup>rd</sup> September, 2021. 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 Monday, 27<sup>th</sup> September, 2021 at 9:00 am. onwards and will be up to 5:00 pm. on Wednesday, 29<sup>th</sup> September, 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Thursday, 23<sup>rd</sup> September, 2021 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 <b>CDSL</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 or joining virtual meeting &amp; voting during the meeting. 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><li>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 &amp; 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.</li></ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"><li>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.nsd.com">https://eservices.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li><li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 or joining virtual meeting &amp; voting during the meeting.</li></ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</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 or joining virtual meeting & voting during the meeting.

**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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings 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:

	<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.
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- (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) 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- 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 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; [cspankita.lakhani@gmail.com](mailto:cspankita.lakhani@gmail.com) or [chaitalis@universalstarch.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43. 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

**9. Information of director who retire by rotation:**

- a. Information about Mrs. Nayankumar J. Rawal required to give under Regulation 36 of SEBI (LODR) Regulations, 2015., is given below: - DIN: 03605134, DOB: 13<sup>th</sup> August, 1956, age 65 years. Original Date of Appointment is 20<sup>th</sup> November, 2017., and re-appointment of Mrs. Nayankumar J. Rawal as whole-time Director have been approved in the Board Meeting held on 15<sup>th</sup> 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 Farmar 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. She is holding 3,26,300 shares of the Company as on 31<sup>st</sup> March, 2021., Mrs. Nayankumar J. Rawal is interested in the resolution as it concerns her appointment. Mr. Jitendrasinh J. Rawal, Mrs. Hansarani Vaghela, Mrs. Panchratna J. Rawal 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).
- b. Information about 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 67 years. The principal terms and conditions of 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> November, 2019, 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 on 31<sup>st</sup> March, 2021., he is interested in the resolution as it concerns his 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).

10. The information on Mr. Jaykumar J. Rawal, Mr. Jitendrasinh J. Rawal, Mrs. Hansarani R. Vaghela and Mr. Vishal Thakkar required to provide under Regulation 36 of SEBI (LODR) Regulations, 2015 is provided in the notes appended below at item no. 5, 6, 7 and 8 respectively.
11. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.universalstarch.com](http://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, 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.
14. 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 2020-21 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 48<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2021 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 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. 5 :-** The principal terms and conditions of appointment of Mr. Jaykumar J. Rawal (DIN: 02261128) as Whole Time Director have been approved by the Board of Directors in the Board Meeting dated 25<sup>th</sup> March, 2021. These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 190 of the companies Act, 2013. Under section 196 and 197 of the acts, the appointment and the terms of remuneration of the WTD are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for 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. Jaykumar J. Rawal be appointed as the (Whole Time Director -Business Development) 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- Business Development) to the members of the Company. The Relevant information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is as given below: DOB: 16<sup>th</sup> January, 1975, DIN: 02261128, age of 46 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, 2021. Mr. Jaykumar J. Rawal is interested in the resolution as it concerns his appointment. Mr Jitendrasinh J. Rawal, Mrs. Nayankumar J. Rawal, Mrs. Panchratna J. 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. 6:-** Shareholders are aware that Mr. Jitendrasinh J. Rawal the Chairman & Managing Director of the Company is currently holding the office for a period of 3 years from 01<sup>st</sup> October, 2018 and the terms of appointment were approved by the shareholders at the Annual General Meeting held on 29<sup>th</sup> September, 2018. Under the Management of Mr. Jitendrasinh J. Rawal the company has shown commendable progress in view of the challenging environment, as evident from the Annual Reports that have been adopted by the shareholders from year to year barring some few exceptional years. The terms of

appointment have been specified in the said resolution No. 6. These particulars also constitute the abstract of the terms of 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 Managing Director are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for approval of shareholders. Mr. Jitendrasinh J. Rawal is one of the Original Promoter of the company and completed age of 74 years and the Board and the Nomination and Remuneration Committee is of the opinion that it is in the interests of the company that Mr. Jitendrasinh J. Rawal be re-appointed as the Chairman & Managing Director of the Company, the terms and conditions of his appointment are fair & reasonable and commensurate with his longstanding experience in management of the Industrial Enterprise as Managing Director. Hence the Board recommends his re-appointment as the Chairman & Managing Director to the members of the Company. The Relevant information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is as given below: DOB: 02<sup>nd</sup> August, 1947 DIN: 00235016, age: 74 years, holding 5,95,767 shares of the Company as on 31<sup>st</sup> March, 2021. Under the guidance and able management of Mr. Jitendrasinh J. Rawal, the company has made remarkable progress and it would therefore be in the interest of the Company to re-appoint Mr. Jitendrasinh J. Rawal as the Chairman and Managing Director of the Company on the terms and conditions as mentioned above. Mr. Jitendrasinh J. Rawal is interested in the resolution as it concerns his re-appointment. Mrs. Nayankuwar J. Rawal, Mrs. Hansarani Vaghela, Mrs. Panchratna J. Rawal, Mr. Jaykumar J. Rawal to whom Mr. Jitendrasinh J. Rawal is related may also be regarded as interested or concerned in the resolution.

**Other Directorship Details:** He is a director on M/s. Agni Pankh Communication Private Limited., M/s. Jayjit Manufacturing & Trading Private Limited., M/s. Jay Ganga Krishi Bazar Private Limited., M/s. Sunayan Agro Impex Private Limited., M/s. Jay Ganga Farma Producer Company Limited.

He is not a member/ Chairman of Committees of other Public Companies (includes only Audit and shareholder's/investor's Grievances Committee).

Mr. Jitendrasinh J. Rawal has attained the age of seventy-four years. Hence the Special resolution requires for his re-appointment for next 3 years as Chairman and Managing Director and recommended the above resolution for approval of the Shareholders as a Special Resolution.

**Item 7:** The principal terms and conditions of re-appointment of Mrs. Hansarani R. Vaghela (DIN: 01468168) as Whole Time Director (Joint Managing Director) have been approved by the Board of Directors in the Board Meeting dated 14<sup>th</sup> August, 2021. These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 190 of the companies Act, 2013. Under section 196 and 197 of the act, the appointment and the terms of remuneration of the Whole Time Director (Joint MD) are required to be approved by the company in General Meeting. Accordingly, a resolution is being moved for 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. Hansarani R. Vaghela be re-appointed as the WTD (Joint MD) of the Company, the terms

and conditions of her re-appointment are fair & reasonable and commensurate with her qualifications. Hence the Board recommends her re-appointment as the WTD (Joint MD) to the members of the Company. The Relevant information as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is as given below: DOB: 31<sup>st</sup> August, 1978, DIN: 01468168 age of 42 years, has done BA (Economics) from Fergusson College, Pune and MBA (Human Resource Development) from SIOM Pune. She was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 13<sup>th</sup> August, 2016. She is director of M/s. Shivangan Food & Pharma Products Private Limited, M/s. Rawal Trading Enterprise Private Limited And M/s. Jay Ganga Farma Producer Company Limited., She is not a member/ Chairman of Committees of other Public Companies (includes only Audit and shareholder's/investor's Grievances Committee). Mrs. Hansarani Vaghela holds 1,12,700 shares of the company in her name as on 31<sup>st</sup> March, 2021. Mrs. Hansarani Vaghela is interested in the resolution as it concerns her re-appointment. Mr Jitendrasinh J. Rawal, Mrs. Nayankuwar J. Rawal, Mrs. Panchratna J. Rawal and Mr. Jaykumar J. Rawal 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 8:** Mr. Vishal L. Thakkar was appointed as a Non - Executive Independent Director of the Company on 11<sup>th</sup> February, 2021. He has given declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director. The Board has recommended the appointment of Mr. Vishal L. Thakkar as Independent Director of the Company for term of five years till the conclusion of 53<sup>rd</sup> Annual General Meeting of the Company. In compliance with the provisions of section 149 of the Act, the appointment of above Director as Independent Director is now being placed before the Members for their approval. The brief profile of the Mr. Vishal L. Thakkar (Independent Director) is as under:- DOB- 18<sup>th</sup> January, 1977, DIN: 05327900, Age- 44 Yrs., He has done the following courses:-

1. P.G.D.M (Finance) from Nirma Institute of Management, Ahmedabad in 2001,
2. B.E (Chemical) from Govt. Engineering College, Gandhinagar (Gujarat University) in 1998,
3. MDP on Mergers, Acquisition and Corporate Restructuring from IIM Ahmedabad in 2009,
4. Project Financing for Infrastructure Projects from Euromoney, Dubai in 2007.

He is having Hands on experience across M&A, Infrastructure Business/Project Development and Concession Management, Fund Raising (equity and debt), Commercial Negotiations & Contract Management. Other Directorship Details-1. Tatva Micron Private Limited, 2. Tridha Advisory Private Limited. Partner in- 1. Tridha Ventures LLP 2. Suv Management Consultancy LLP 3. Ikigai Endeavours LLP. He is not related to any other directors of the Company and having NIL shareholding as at 31<sup>st</sup> March, 2021., he is not a member/ Chairman of Committees of other Public Companies (includes only Audit and

shareholder's/investor's Grievances Committee).

Except Mr. Vishal Thakkar none of the other directors are interested in this Appointment. The Board of Directors recommends the resolution as an Ordinary Resolution for approval of the members.

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: 14<sup>th</sup> August, 2021

Sd/-  
**Chaitali Salgaonkar**  
Company Secretary

# 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 48<sup>th</sup> Annual General Meeting of the Company on 30<sup>th</sup> day of September, 2021 at 10:00 a.m., 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 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

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 48<sup>th</sup> Annual General Meeting of the Company to be held on Thursday 30<sup>th</sup> September, 2021 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 indicated 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, 2021, the Reports of the Directors and the Auditors thereon.			
2	To appoint a director in place of Mrs. Nayankumar Jitendrasinh Rawal (DIN: 03605134) who retires by rotation and being eligible offers herself for re-appointment.			
3	To appoint a director in place of Mr. Subhash H. Rajput (DIN: 08602709) who retires by rotation and being eligible offers himself for re-appointment.			
<b>Special Business:</b>				
4	To appoint Mr. Jaykumar J. Rawal (DIN: 02261128) as Director of the Company. <b>(Ordinary Resolution)</b>			
5	Appointment of Mr. Jaykumar J. Rawal (DIN: 02261128) as Whole-Time Director of the Company with effect from 01-04-2021. <b>(Special Resolution)</b>			
6	Re-appointment of Mr. Jitendrasinh J. Rawal (DIN 00235016) as an Chairman and Managing Director of the Company w.e.f 01-10-2021. <b>(Special Resolution)</b>			
7	Re-appointment of Mrs. Hansarani R. Vaghela (DIN 01468168) Whole Time Director (Joint Managing Director) of the Company w.e.f. 11-08-2021. <b>(Special Resolution)</b>			
8	appointment of Mr. Vishal Thakkar (DIN: 05327900) as an Independent Director for a term of five consecutive years, in terms of Section 149 of the Companies Act, 2013. <b>(Ordinary Resolution)</b>			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

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

