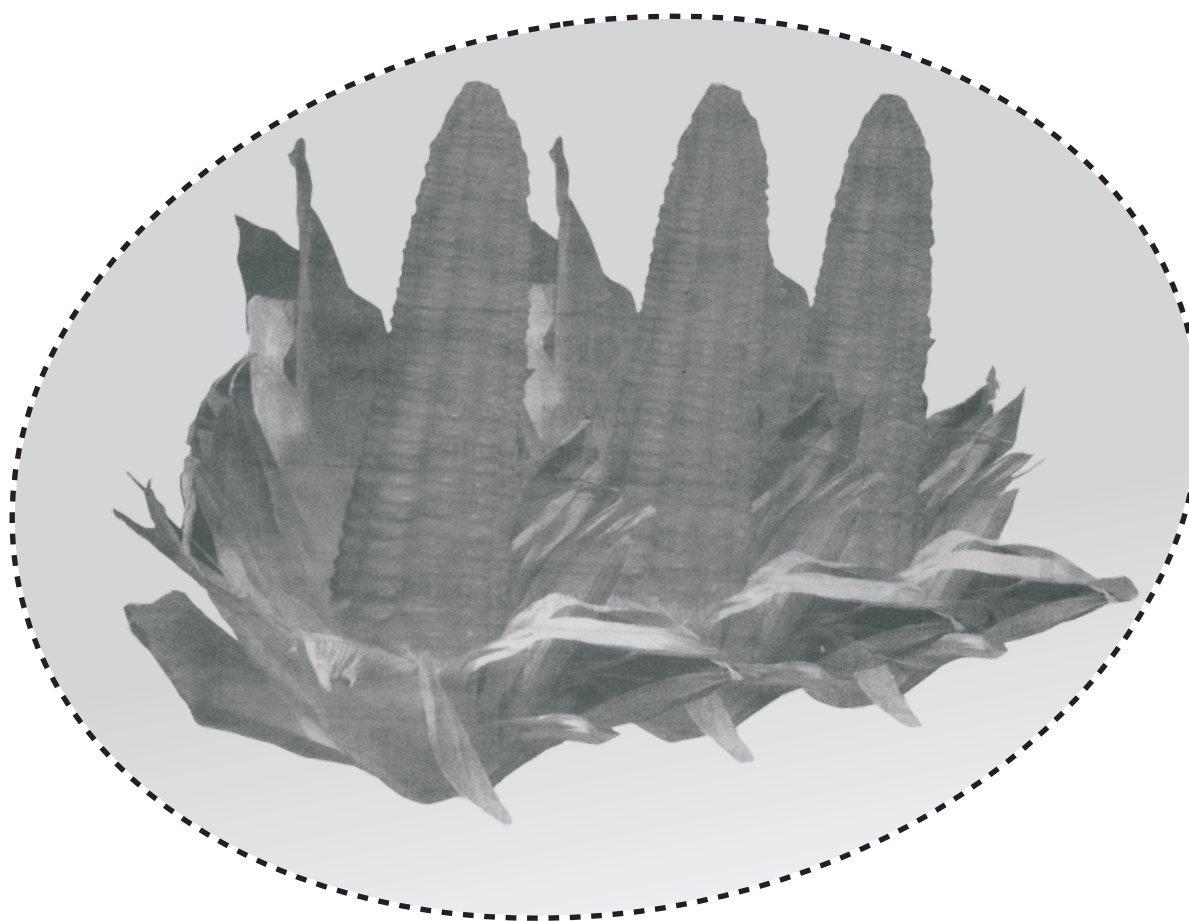




41st ANNUAL REPORT

2013 - 2014



UNIVERSAL STARCH-CHEM ALLIED LIMITED, DADANAGAR, DONDAICHA
CIN No. L24110MH1973PLC016247



BOARD OF DIRECTORS

SHRI. JITENDRASINH J. RAWAL (Chairman & Managing Director)

SHRI. JAYDEOSINH J. RAWAL

SHRI. JAYKUMAR J. RAWAL (Business Development)

SHRI. ASHOK KOTHARY

SHRI. DEVPRAKASH YADAVA

SHRI. BINDU MADHAVAN

SHRI. G. K. VISHWANATH (Upto 30.5.2014)

SHRI. VIKRANT J. RAWAL

SHRI. SARVADAMANSINGH. R VAGHELA

SMT. SUDHA R. MODY (From 30.5.2014)

SHRI. ASHOK C. SHAH (From 9.8.2014)

SHRI. G. P. CHAUDHARY (Whole Time Director - Works)

CHIEF FINANCIAL OFFICER

SHRI ASHOK A. BARIDE

■ AUDITORS ■

M/S. M. B. AGRAWAL & CO.
Chartered Accountants, Mumbai

■ BANKERS ■

THE SHAMRAO VITHAL CO-OPERATIVE BANK LTD. MUMBAI

■ REGISTRARS AND TRANSFER AGENTS ■

SHAREX DYNAMIC (INDIA) PVT. LTD.
Unit -1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road,
Andheri (E), Mumbai - 400072.

■ REGISTERED OFFICE ■

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

■ FACTORY ■

Dadasaheb Rawal Group of Industries
Rawal Industrial Estate, Dada Nagar, Dondaicha (425 408) Dist. Dhule

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 41ST ANNUAL GENERAL MEETING OF THE MEMBERS OF THE **UNIVERSAL STARCH – CHEM ALLIED LIMITED** WILL BE HELD ON MONDAY, 29TH SEPTEMBER 2014 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT MHATRE PEN BUILDING, 'B' WING, 2ND FLOOR, SENAPATI BAPAT MARG, DADAR (W), MUMBAI – 400 028 TO TRANSACT THE FOLLOWING BUSINESS :

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited statement of Profit and Loss for the year ended 31st March, 2014 and the Balance Sheet and Cash Flow Statement as on that date together with the Directors' Report and Auditors' Report attached there to.
2. To appoint a Director in place of Shri. Jaydeosinh J. Rawal (DIN 01681151) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration. The retiring Auditors, M/s. M. B. Agrawal & Co. Chartered Accountants, Mumbai are eligible for re-appointment.

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

"RESOLVED THAT M/s. M. B. Agrawal & Co. Chartered Accountants (Firm Registration No. 100137W) be and is hereby appointed as the Auditors of the Company, to hold office from the conclusion of the Forty-first Annual General Meeting to the conclusion of Company's Forty-fourth Annual General Meeting of the Company (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS

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

4. **"RESOLVED THAT** Shri. Ashok N. Kothary (DIN 00811919), an existing Independent Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company's Forty-first Annual General Meeting to the conclusion of Company's Forty-sixth Annual General Meeting."
5. **"RESOLVED THAT** Shri. Dev Prakash Hemraj Yadava (DIN 00778976), an existing Independent Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company's Forty-first Annual General Meeting to the conclusion of Company's Forty-sixth Annual General Meeting."
6. **"RESOLVED THAT** Shri. Bindumadhavan Ranga Venkatesh (DIN 01799569), an existing Independent Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company's Forty-first Annual General Meeting to the conclusion of Company's Forty-sixth Annual General Meeting."

7. **"RESOLVED THAT** Smt. Sudha Ramesh Modi (DIN 01633060) who was appointed an Additional Director on 30th May 2014, be and is hereby appointed an Independent Director of the Company under Section 152 (2) of the Companies Act, 2013 an initial period of five years from the conclusion of Company's Forty-first Annual General Meeting to the conclusion of Company's Forty-sixth Annual General Meeting."
8. **"RESOLVED THAT** Shri. Ashok C. Shah (DIN 00236555), who was appointed an Additional Director on 9th August 2014, appointed an Independent Director of the Company under Section 152 (2) of the Companies Act, 2013 an initial period of five years from the conclusion of Company's Forty-first Annual General Meeting to the conclusion of Company's Forty-sixth Annual General Meeting."
9. Re- appointment of Shri Jaykumar J Rawal (DIN 02261128) as a whole time director.

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), the consent of the Company, be and is hereby accorded to the re-appointment of Shri Jaykumar J. Rawal as Whole-time Director, Business Development, of the Company to hold office as Whole-time Director, Business Development for a period of three years with effect from 1st January, 2014 on the terms and conditions given below and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Shri Jaykumar J. Rawal.

REMUNERATION

1. **Salary** : Upto Rs 4,00,000 /- per month as approved by the Board of Directors from time to time and as permissible under Schedule XIII of the Companies Act, 1956.

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 309 of the Companies Act, 1956 but limited to a maximum of two year's salary per year.

Special Allowance : As may be approved by the Board of Directors each year subject to the overall limit of total managerial remuneration of each year as provided under Section 309 of the Companies Act, 1956 but limited to a maximum of two year's salary per year.

PERQUISITES

1. In addition to the above remuneration Shri 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 Shri Jaykumar J. Rawal.
3. For the purpose of calculating the above ceiling, perquisites shall be valued 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 (including payment for local calls and long distance official calls) 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Shri Jaykumar J. Rawal as Whole-time Director, Business Development of the company, he shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved by the Central Government, not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

10. Re- appointment of Shri Gulabsingh P. Chaudhary (DIN 00308910) as a whole time director (Works).

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), the consent of the Company, be and is hereby accorded to the re-appointment of Shri Gulabsingh P. Chaudhary as Whole-time Director, (Works), of the Company to hold office as Whole-time Director, Business Development for a period of three years with effect from 29th January, 2014 on the terms and conditions given below and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013 (corresponding to Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Shri Gulabsingh P. Chaudhary.

REMUNERATION

Salary : Up to Rs. 1,00,000 /- per month (includes all allowances) plus bonus or any other incentives announced by the company and as applicable to directors in accordance with the company policy.

PERQUISITES

In addition to the above remuneration Shri Gulabsingh P. Chaudhary, shall also be entitled to 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.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Shri Gulabsingh P. Chaudhary as Whole-time Director, (Works) of the company, he shall be entitled to receive as minimum remuneration, the remuneration proposed above, or such other amount as may be approved by the Central Government, not being less than the remuneration prescribed under Schedule V of the Companies Act, 2013 from time to time."

11. Waiver of excess managerial remuneration paid to Shri. Jitendrasinh J. Rawal (DIN 00235016), Chairman & Managing Director.

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 Section 197 read together with Schedule V of the Companies Act, 2013 (hereinafter referred to as the "Act") and other applicable provisions, if any of the Act and subject to the approval of the Central Government, if required, the Members do hereby ratify and confirm the remuneration paid in excess of the limits prescribed under the provisions of Sections 198, 309 read together with Schedule XIII of the Companies Act, 1956 amounting upto 22.28 lac paid to Shri. Jitendrasinh J. Rawal, Chairman & Managing Director, for the Financial Year ended March 31, 2014 and waive the recovery of the above mentioned sum from him, being the remuneration agreed to be paid to him, as per the terms approved by the Members, to the extent it exceeds the statutory limit laid down under the Companies Act, 1956 and also approve the consequential retention thereof by him.

RESOLVED FURTHER THAT Mr. G.P. Chaudhary- whole time director and/ or Mr. Y.L. Sindhwad the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution."

12. Increase in the remuneration paid to Shri. Jitendrasinh J. Rawal (DIN 00235016), Chairman & Managing Director

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

“RESOLVED THAT in partial modification of the earlier resolution passed on 28th September, 2012 and pursuant to Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956) the consent of the Company, be and is hereby accorded to increase the remuneration/ salary of Shri Jitendrasinh J. Rawal, Chairman & Managing Director of the Company from up to Rs. 5,00,000 up to Rs. 7,00,000 per month by way of increase in salary with effect from 1st April, 2014. Other terms and conditions including commission and perquisite remain unchanged.

RESOLVED FURTHER THAT Mr. G.P. Chaudhary- whole time director and/ or Mr. Y.L. Sindhwa the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals- statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this Resolution.”

13. To approve borrowing limits of the Company

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

“RESOLVED THAT in suppression of earlier resolutions passed in any of the General Meetings of the Company and pursuant to the provisions of the section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may exceed, at any time, the aggregate of the paid-up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 100 crores only.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such moneys are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members.

14. Creation of Charge on the assets of the Company

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

RESOLVED THAT in suppression of the earlier resolutions passed in any of the General Meetings of the Company and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company ('the Board') to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations, if any, created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or bodies/ trustees for holders of debentures/ bonds which may be issued to or subscribed to by all or any of the Banks, Financial Institutions, Insurance Companies, other lending/ investing agencies or any other person(s)/ bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as 'Lenders'), provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said loans, for which such charges, mortgages or hypothecations are created, shall not, at any time exceed the limit of 100 Crores only.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted by the Board and/ or any member of such Committee with power to the said Committee to sub-delegate its powers to any of its members.

By order of the Board of Directors
For **Universal Starch Chem Allied Ltd.**

Place : Mumbai.

Date: 9.08.2014

Registered Off. : Mhatre Pen Building, “B” Wing
2nd Floor, Senapati Bapat Marg, Dadar (West),
Mumbai: 400 028.

Y.L.Sindhwa

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, THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received by the company not less than 48 hours before the meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 22.09.2014 to 29.09.2014 (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 205C of the Companies Act, 1956, as amended dividend for the financial year ended 31st March 2006 which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Members who have not encashed the dividend warrant pertaining to the financial year ended 31st March 2007 are requested to approach the company immediately. The due date for transfer unpaid / unclaimed amount to the IEPF is 14th November, 2014. Members are requested to note that once the unpaid / unclaimed dividend is transferred to IEPF, no claims shall lie in respect of such amount by the Member.
8. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") under an arrangement with The Central Depository Services Limited ("CDSL") provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
9. A Member, holding shares in physical form or in dematerialised form, may choose to cast his/her vote electronically. The Company will consider votes casted through the e-Voting system while declaring the results of the voting.
10. For those Members opting for e-Voting, the process and manner of e-Voting will be as follows:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Universal Starch Chem Allied LTD." from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the 140826074 EVSN for the relevant <UNIVERSAL STARCH CHEM ALLIED LTD.> on which you choose to vote.
 - (xii) 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.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) 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.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The E voting date will be on 26th September 2014 from 6.00 am to 11.00 pm. During this date shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 29th August 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

11. The Company has appointed Smt. Leena Agrawal (ICSI CP Registration no. 7030), Practising Company Secretary, as a Scrutinizer for conducting the entire polling process (including e-Voting) in a fair and transparent manner.
12. The E voting date will be on 26th September 2014 from 6.00 am to 11.00 pm. During the e-Voting date, Members of the Company holding shares either in physical form or in dematerialized form, as on the record date, may cast their vote electronically. At the end of the e-Voting period, the portal where the votes are cast shall forthwith be blocked by CDSL.
13. Any query relating to the Resolutions and e-Voting proposed to be passed at the ensuing Annual General Meeting (AGM) may be addressed to the Company Secretary of the Company.
14. Voting can be exercised only by the concerned Member or his/her duly constituted attorney or, in case of bodies corporate, its duly authorised person. A Member need not use all his/her votes.
15. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form sent herewith or can be downloaded from our website www.universalstarch.com and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the form to reach Smt. Leena Agrawal, Scrutinizer appointed by the Company at the registered office of the Company on or before 26th September, 2014, 6.00 pm.
16. Members can choose either one of the two options, namely e-voting or voting through physical assent/dissent form. In case the votes are casted through both the formats, then votes casted through e-voting shall stand cancelled and those votes casted through physical assent/dissent form would be considered, subject to the assent/dissent form being found to be valid
17. Members who do not have access to the e-voting facility or do not wish to send their vote through physical assent/dissent form will be entitled to vote at the AGM as per the extant law. The results of the voting shall be placed on the website of the Company and on the website of the CDSL within two days of passing of the Resolutions at the AGM and communicated to the Stock Exchanges where the Company's shares are listed. The results of the voting process will also be displayed on the Company's website www.universalstarch.com.
18. The Scrutinizer shall, no later than three (3) working days from the conclusion of the e-voting period, unblock the votes and submit his Report on the voting pattern in accordance with the procedure set out in Companies (Management & Administration) Rules, 2014.

19. The Results shall be declared at the AGM. The Results declared together with the Scrutinizer's Report shall be placed on the Company's website www.universalstarch.com and on the website of CDSL within two (2) days of passing of the Resolutions and communicated to the BSE Limited, where the shares of the company are listed.

20. The information required to be given under clause 49 (IV) (G) (i) of the listing agreement of Directors are given below:

- (i) Shri Jaydeosinh J. Rawal, Age 65, was appointed as a Promoter-Non-Executive Director of the Company on 30.07.1992. He is a B. Com Graduate. Well versed in maize and other plantation business and active in banking and other Co-operative Movement. His other Directorship Details – Chairman & Managing Director - Unique Sugars limited.

Shri Jaydeosinh J. Rawal holds 3,88,567 shares of the company in his name as on 31st March 2014 and he is related to Shri Jitendrasinh J. Rawal, Shri Jaykumar J. Rawal and Vikrant J. Rawal.

- (ii) The information on Independent Directors is provided in the Notes appended below at Item No. 4,5,6, 7 & 8
- (iii) The information on the whole-time directors is provided in the Notes appended below at Item No.9 & 10.



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Item No.4, 5 & 6

Shri. Ashok N Kothary, Shri Devprakash Hemraj Yadava and Shri Bindu Madhavan are existing Independent Directors of the Company under Clause 49 of the Listing Agreement.

The above directors have given declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director. The Board has recommended the appointment of these Directors as Independent Directors of the Company till the conclusion of Forty-sixth Annual General Meeting of the Company.

In compliance with the provisions of section 149 of the Act, the appointment of these Directors as Independent Directors is now being placed before the Members for their approval.

The brief profile of the Independent Directors is as under:-

Shri Ashok N. Kothary was appointed as a Non-Executive Director of the Company on 28.10.1999. He is a B.Com;F.C.A. Expert in Finance & Accounts. He is a Chairman of Audit Committee and member of the Nomination & Remuneration Committee of Universal Starch Chem Allied Ltd. His other Directorship Details-Concord Marketing & Financers Pvt.Ltd., Four J's Development Tools (India) Pvt.Ltd., Nichrome India Ltd., Quaestor Consultancy Pvt.Ltd and Unique Sugars Ltd.

Shri Devprakash Hemraj Yadava was appointed as a Non-Executive Director of the company On 29.01.2004. 46 years' of Rich experiences in Engineering and Pharma Industries, both in Indian and Multinational Companies, who has also a wide experience in finance, etc., He is a member of Audit Committee & Chairman of the Nomination & Remuneration Committee of Universal Starch Chem-Allied Ltd. His other Directorship Details - Ipca Laboratories Ltd, Unique Sugars Ltd, Foreign Companies - Alchymars Icsm Pvt.Ltd., Biopharmax Pvt Ltd & Scitech Labs Pvt Ltd.

Shri Bindu Madhavan was appointed as a Non - Executive Independent Director of the Company on 18.08.2007. He is a Graduate in Engineering & Masters in Management from I.I.T. Kharagpur. He is having 38 Yrs of professional / Managerial experience in India & abroad of Mfg / trading organizations. He is a member of Audit Committee.

The Board recommends the Resolutions Nos 4 to 6 for approval by the members.

Shri. Ashok N Kothary, Shri Devprakash Hemraj Yadava and Shri Bindu Madhavan should be deemed concerned or interested in the particular Resolutions seeking to appoint each of them as Independent Directors. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel have any concern or interest in the aforesaid Resolutions.

Item No. 7 & 8

Smt. Sudha Ramesh Modi is B.Com (Hons.), LL.B. (Mumbai University) and is a Member of Bar Council of Mumbai High Court and has 25 years industrial experience. She was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 30th May, 2014. She has also been appointed as a member of the Nomination & Remuneration Committee Universal Starch Chem-Allied Ltd. Her other Directorship Details - Makrand Trading Co Pvt Ltd and Pioneer Flavours Private Limited.

Shri. Ashok C. Shah is M.Sc., Ph.D. (Micro/Biotech) and Ind. Biotech (G.B.F., Germany), Director of GNFC (Bharuch), (upto June 2014), GVFL, Gujarat, Member of Biotechnology Board, Gujarat, CII (Guj.) Task Force for Agro/Food Processing ('10/11) and Center advisory committee on "Agricultural & Rural Lending", Bank of Baroda. (2008-12). He was appointed as an Additional Director of the Company at a Meeting of the Board of Directors held on 9th August, 2014.

As per the provisions of Section 149 of the Act which has come into force with effect from 1st April, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company not liable to retire by rotation.

Smt. Sudha Ramesh Modi & Shri. Ashok C. Shah have given a declaration to the Board that they meet the criteria of independence as provided under section 149 (6) of the Act.

Smt. Sudha Ramesh Modi & Shri. Ashok C. Shah, not being a retiring Directors in terms of Section 152 of the Act, their names have been proposed by two members along with a deposit of ` 1 lakh each as provided under Section 160 of the Act. This deposit shall be refunded should they get elected as a Director or secures more than 25% of the total valid votes cast on such Resolutions.

In view of the above position, approval of Members is sought through an Ordinary Resolution to appoint them as an Independent Director for an initial term of five years from the conclusion of the Company's Forty-first Annual General Meeting to the conclusion of Company's Forty-sixth Annual General Meeting.

Smt. Sudha Ramesh Modi & Shri. Ashok C. Shah should be deemed concerned or interested in the particular Resolutions seeking to appoint each of them as Independent Directors. No other Director / Key Managerial Personnel or any relative of the Directors or the Key Managerial Personnel have any concern or interest in the aforesaid Resolutions.

Item No.9

Shareholders are aware that Shri Jaykumar J. Rawal, Whole- time Director of the Company is currently holding the office for a period of 3 years from 1st January 2011 and the terms of appointment were approved by the shareholders at the Annual General Meeting held on 26th September 2011. The remuneration payable to Shri. Jaykumar J. Rawal has been revised to up to Rs. 4,00,000/- vide resolution passed at the Board Meeting held on 30th May, 2014.

Under the Management of Shri Jaykumar J. Rawal the company has shown commendable progress in business development, 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 has been specified in the said resolution No.9. These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 302 of the companies Act, 1956.

Shri Jaykumar J. Rawal is one of the Original Promoters of the company and the Board is of the opinion that it is in the interests of the company that Shri Jaykumar J. Rawal be re-appointed as the Whole-time Director of the Company. In the opinion of the Board, the terms and conditions of his appointment are fair & reasonable and commensurate with his long-standing experience in management of the Industrial Enterprise as Whole-time Director. Hence the Board recommends his re-appointment as the Whole-time Director to the members of the Company.

The relevant information as required by Notification No. GSR 36(E) dated 16th January, 2002, issued by the Central Government for amendment of Schedule XIII to the Companies Act, 1956 read with Schedule V of the Companies Act, 2013, is as given below:

Universal Starch Chem Allied Ltd. Is engaged in the manufacture of starches and their derivatives and other by products. The Company has been established more than three decades back and has shown a consistent growth from year to year.

General Information:

During the year under Review the turnover and profitability (before tax) has increased by 8% and 147% respectively due to increase in realization coupled with cost controls has shown the positive results and hope to continue the same from the forthcoming years.

Exports have increased and continues to remain the focus area of the Company and are hopeful to achieve a substantial increase in this regard.

Information about Shri. Jaykumar J. Rawal

Under the guidance and able management of Shri. Jaykumar J. Rawal, the company has made remarkable progress and it would therefore be in the interest of the Company to re-appoint Shri. Jaykumar J. Rawal as the whole-time director of the Company on the terms and conditions as mentioned above.

Presently Shri Jaykumar J. Rawal is drawing monthly salary of Rs. 2.30 Lacs plus Perquisites.

Other Information:

The Company is also 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 and as a major step in this direction, has increased the crushing capacity, which has enabled to reduce the fixed overhead expenses. 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 further improve its turnover and profitability in the years to come.

Shri Jaykumar J. Rawal holds 1,62,666 Equity Shares in the Company

Shri Jaykumar J. Rawal is interested in the resolution as it concerns his appointment. Shri Jitendrasinh J. Rawal and Shri Jaydeosinh J. Rawal to whom Shri Jaykumar J. Rawal is related may also be regarded as interested or concerned in the resolution.

The Board of Directors recommends the proposed Special resolution for approval of the members.

Item No.10

Shri. Gulabsingh P. Chaudhary is Msc in organic chemistry and was appointed as Whole time Director of the Company for a period of 3 years from 29th January 2011 and the terms of appointment were approved by the shareholders at the Annual General Meeting held on 26th September 2011.

The terms of appointment has been specified in the said resolution No.10 These particulars also constitute the abstract of the terms of appointment and remuneration pursuant to section 302 of the companies Act, 1956.

The Board is of the opinion that it is in the interests of the company that Shri. Gulabsingh P. Chaudhary be re-appointed as the Whole-time Director (Works) of the Company. In the opinion of the Board, the terms and conditions of his appointment are fair & reasonable and commensurate with his long-standing experience. Hence the Board recommends his re-appointment as the Whole-time Director to the members of the Company.

Under the guidance and able management of Shri Gulabsingh P. Chaudhary, the company has made commendable progress and it would therefore be in the interest of the Company to re-appoint Shri Gulabsingh P. Chaudhary as the Whole-time Director of the Company on the terms and conditions as mentioned above, Presently Gulabsingh P. Chaudhary is being paid a monthly Salary of Rs. 0.75 lacs and other perquisites.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no. 10 of the accompanying Notice for the approval of the Members.

Shri. Gulab P. Chaudhary holds 800 Equity Shares in the Company

Except Shri. Gulab P. Chaudhary none of the other directors are concerned or interested in the resolution.

Item No.11

Shri Jitendrasinh J. Rawal – Managing Director of the Company who was appointed for a period of Three years w.e.f. 1st October 2012 by members on 28th Sept. 2012 at the remuneration prescribed therein.

During the year 2013-14 in absence of adequate profits he has drawn the remuneration as prescribed under schedule XIII of the Companies Act, 1956 however the said remuneration drawn was in excess up to Rs.22.28 lacs. The said extra remuneration was incurred as per the Industry norms. Hence Board of Directors has waived the excess recovery subject to approval of members and Central Government if required. The Board recommends the members approval.

No Directors except Shri Jitendrasinh J. Rawal, Shri Jaykumar J. Rawal (Son of Shri Jitendrasinh J. Rawal) & Shri Jaydeosinh J. Rawal (Brother of Shri Jitendrasinh J. Rawal) are concerned or interested in this resolution.

Item No.12

Shri. Jitendrasinh J. Rawal was re-appointed as Chairman & Managing Director for a period of three years w.e.f. from 1st October, 2012, on the terms and conditions as approved by the shareholders in the Annual General Meeting held on 28th September, 2012.

Board of Directors has revised his salary subject to shareholders approval w.e.f. from 1st April, 2014 from up to Rs. 5,00,000 to up to Rs. 7,00,000 per month and other terms and conditions including commission and perquisites will remain unchanged.

Shri Jitendrasinh J. Rawal is interested in the resolution as it concerns his appointment, Shri Jaydeosinh J. Rawal and Shri, Jaykumar J. Rawal is related may also be regarded as interested or concerned in the resolutions. Directors recommended this resolution as proposed in the Notice for members approval.

Item No.13

Under the erstwhile Section 293 (1) (d) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up capital and free reserves of the Company, that is to say, reserves not set apart for any specific purpose. Under the provisions of Section 180 (1) © of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, in excess of the aggregate of paid-up share capital and free reserves of the Company.

The Board commends the Resolution at Item No.13 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.13 of the Notice.

Item No. 14

Under the erstwhile Section 293 (1) (a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the shareholders obtained by an Ordinary Resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of moneys borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). As the documents to be executed between the Company and the lenders/ trustees for the holders of debentures/ bonds may contain the power to take over the management of the Company in certain events, it is necessary to obtain Members' approval under Section 180 (1) (a) of the Companies Act, 2013, by way of a Special Resolution.

The Board commends the Resolution at Item No.14 of the Notice for approval of the shareholders by a Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No.14 of the Notice.

By order of the Board of Directors
For **Universal Starch Chem Allied Ltd.**

Place : Mumbai.
Date: 09.08.2014

Y.L.Sindhwa
Company secretary

DIRECTORS' REPORT

Your Directors have pleasure in presenting the 41st Annual Report of the Company along with audited statements of accounts for the year ended 31st March 2014. The summarized financial results are given below:

(Rs. in Lacs)

Particulars	2013 - 2014	2012 - 2013
Sales (Gross) and Other Income	19809	18223
Profit before depreciation	1182	130
Depreciation	473	468
Profit / Loss before tax	709	(338)
Provision for taxation Including Deferred and FBT	332	(102)
Profit / Loss after tax	377	(236)
Less Short Provision for Taxation of Previous Years	4	13
Balance brought forward	134	383
Balance Carried forward to Balance Sheet	507	134

DIVIDEND :

In order to conserve the resources the Board of Directors do not recommend any dividend for the year ended 31st March 2014.

OPERATIONAL RESULTS :

Your Company's Net Sales for the year amounting to Rs 17190 Lacs as compared to Rs. 16458 Lacs of last year. The result for the year shows Profit before Depreciation of Rs. 1182 Lacs as against Rs. 130 Lacs in the previous year, however net Profit before tax is of Rs. 709 Lacs as compared to Net loss Rs. 338 Lacs in the Previous Year. The increase in operational Profit was due to increase in Sales and realisation completed with cost central.

CORPORATE GOVERNANCE :

Your Company has complied with the Corporate Governance practices mandated by Clause 49 of the Listing Agreement with the Stock Exchange. As per various amendments made in Clause 49 of the Listing Agreement, the company has adopted the Code of Conduct which is also available on the website of the Company. All the Board members and Senior Management Personnel have affirmed compliance with the code of conduct. The Corporate Governance Report along with the Certificate from the Leena Agrawal & Company, Practising Company Secretaries is set out as part of the Annual Report. A Management Discussion and Analysis Report also accompanies this report.

DIRECTORS :

The Directors Shri. Jaydeosinh J. Rawal (DIN 01681151) retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The Board confirms that it has the required number of Independent Directors as envisaged under Section 149(4) of the Act. Shri. Ashok N Kothary (DIN 00811919), Shri Devprakash Hemraj Yadava (DIN 00778976)

and Shri Bindu Madhavan (DIN 01799569) who constitute the Independent Directors and have filed the requisite declarations with the Company as per Section 149(7) of the Act to the effect that they qualified as Independent Directors within the meaning of Section 149(6) of the Act. Appropriate Resolutions are being proposed at the forthcoming Annual General Meeting to appoint them for a five year term as contemplated under Section 149(10) of the Act.

Shri G.K. Vishwanath resigned from the Board on 30-05-2014 due to his other pre occupation. The Director place on record their appreciation of the contribution made by Shri G.K. Vishwanath during his tenure as a director.

Smt Sudha R. Mody was appointed as an additional independent director during the year & appropriate resolution appointing her as a director is put for member approval. The Board recommend the appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Directors, Based on the representations received from the operating Management confirm that:

- (I) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- (ii) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made are reasonable and prudent, so as to give a true and fair view of the state of affairs of the company as on 31st March 2014 and of the profit of the company for the year ended 31st March 2014.
- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (iv) The annual accounts have been prepared on a going-concern basis.

WIND MILL:

The Company has commissioned a Wind Power Project with effect from 30th March 2002, with an annual power generation capacity of around 14 Lacs units. In line with the Government notification, your Company is maintaining cost records of generation of electricity through this project.

AUDITORS:

M/s. M.B.Agrawal & Co., Chartered Accountants (Firm Registration No. 100137W) of the Company, retire at the forthcoming Annual General Meeting. They offer themselves for re-appointment from the conclusion of the Forty-first Annual General Meeting to the conclusion of Company's Forty-fourth Annual General Meeting as per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

COST AUDITORS:

Pursuant to Section 233 B of the Companies Act, 1956, the Central Government has prescribed cost audit of the company to the products produced by the company. The Board of Directors have appointed Mr. S.C. Mawalankar & Associates as the cost auditor for the year 2013-14.

FIXED DEPOSITS:

Fixed Deposits from the public and the shareholders as on 31st March 2014 aggregated to Rs.285.71 lacs as against Rs.289.35 lacs at the end of the previous year. There are no deposits which have been claimed but not paid.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS & OUTGO.

Information in accordance with Clause (e) of the Sub-Section (1) of Section 217 of the Companies Act, 1956, relating to the Technology Absorption / Energy Conservation / Foreign Exchange Earnings & Outgo read with the Companies (Disclosures of particulars in the report of Board of Directors) Rules, 1988 and forming part of the Director's Report for the year ended 31st March 2014 is enclosed with this report.

PARTICULARS OF EMPLOYEES:

There is no employee falling under the purview of section 217 (2A) of the Companies Act, 1956 read with Companies (particulars of Employees) Rules, 1975.

LISTING DETAILS:

At present, your Company's securities are listed on:
The Bombay Stock Exchange, Phiroze Jeejeehoy Towers, Dalal Street, Fort, Mumbai – 400 001, Code No.524408.

The Company has paid the annual listing fees to the above Stock Exchange for the Financial year 2013 – 2014.

For and on behalf of the Board,

Place: Mumbai
Date:30.05.2014

Jitendrasinh J. Rawal
Chairman and
Managing Director



CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company aims at maintaining openness, credibility, transparency and accountability which form the basic principles of good corporate governance. The company is committed to Corporate Governance practices which are in the best interests of its shareholders and those associated with the Company. Corporate Governance norms promote investor confidence and ensure the integrity of the Board in conducting the affairs of the Company. The Company has complied with the provisions of Clause 49 of the Listing Agreement of the Stock Exchange, which deals with the Corporate Governance requirements.

BOARD OF DIRECTORS :

The Board of Directors comprised of 10 members as on 31st March 2014. The Company has an Executive Chairman, more than 50% of the Board comprises of Non-Executive Directors. The Executive Directors include the Chairman and Managing Director and two other Executive Directors. The Board has 5 independent directors.

Composition, Category and other details of Directorships are given below :

Category	Name of Director & Designation	No. of other Directorships	No. of Committee Membership / Chairmanship	
			Member-ship	Chairmanship
Promoter Executive Directors	Shri Jitendrasinh J. Rawal, Executive Chairman & Managing Director	1	1	-
	Shri Jaykumar J. Rawal Executive Director	2	1	-
Other Executive Director	Shri Gulabsingh P. Chaudhary	1	-	-
Promoter Non Executive Director	Shri. Jaydeosinh J. Rawal	1	-	-
Promoter Non Executive Director	Shri. Vikrant J. Rawal	-	-	-
Independent Non-executive Directors	Shri. Dev Prakash Yadava	5	2	2
	Shri Ashok Kothary	5	1	-
	Shri. Sarvadamansingh R. Vaghela	-	1	-
	Shri Bindu Madhavan	-	1	-
	Shri G.K. Vishwanath	-	-	-

The Executive Directors of the Company & their remuneration package which comprises of salary and other allowances, perquisites and commission as approved by the shareholders at the Annual General meetings. Annual increments are linked to performance and are decided by the Board of Directors. During the year, the managerial remuneration payable to them aggregated to Rs. 102.00 Lacs.

There is no remuneration package for the Non-executive directors of the Company. However sitting fees of Rs. 0.72 Lac has been paid to the directors for the meetings attended.

During the year under review the Board of Directors met Four times at the registered Office of the Company. These were held on:

Sr. No.	Date of Meeting	No. of Directors Present
1	29/05/2013	7
2	10/08/2013	7
3	09/11/2013	7
4	08/02/2014	8

The attendance recorded for each of the Directors at the Board Meetings during the year ended 31st March 2014 and of the last Annual General Meeting is given below

Name of the Director	No. of Board Meetings attended	Attendance at the last AGM
Shri. Jitendrasinh J. Rawal Wholetime Director	3	Yes
Shri. Jaykumar J. Rawal Wholetime Director	3	Yes
Shri. G.P. Choudhary	4	No
Shri Jaydeosinh J. Rawal	3	Yes
Shri Ashok Kothary	3	Yes
Shri Dev Prakash Yadava	4	Yes
Shri Sarvadamansingh R. Vaghela	1	Yes
Shri Bindu Madhavan	3	Yes
Shri Vikrant J. Rawal	2	Yes
Shri G.K. Vishwanath	3	Yes

AUDIT COMMITTEE :

The Company's Audit Committee comprises of Three independent Directors.

The present members of the committee are Shri. Dev Prakash Yadava (Independent Director), Shri. Ashok Kothary and Shri. Bindu Madhavan. The chairman of the committee is Shri. Dev Prakash Yadava who has a wide experience in finance etc.

The board terms of reference of the Audit Committee are as under:

- To review the quarterly, half-yearly and annual financial statements of the Company.
- To review the Company's financial reporting systems.
- To review the internal control and Audit Systems.
- To review the Company's financial and risk management policies.

The Audit committee invites the Statutory Auditors, the internal Auditors, the financial advisor and also representatives from various departments of the Company wherever necessary to attend the Audit Committee meetings and to clarify queries raised by the Committee members.

4 (Four) Audit Committee meetings were held during the year 2013 - 14. The dates on which the said meetings were held on 29th May, 2014, 10th August, 2014, 9th November, 2014 & 8th February, 2014. The attendance of each Audit Committee member is given below :

Name of the Audit Committee Member	No. of meetings attended
Shri Ashok Kothary	3
Shri Dev Prakash Yadava	4
Shri Bindu Madhavan	3

SHAREHOLDER / INVESTOR GRIEVANCE COMMITTEE:

The Company has a Share Transfer and Shareholder / Investor grievance Committee of which Shri. Dev Prakash Yadava a Non-Executive Director is the Chairman. Formalities relating to transfer of shares are attended to at least once in a fortnight. During the year, the Company received twelve complaints from the Shareholders. These complaints were resolved immediately. There are no pending complaints.

41st Annual Report 2013-2014

GENERAL MEETINGS :

Location and time where the last 3 Annual General Meetings were held:

Year	Date	Time	Location
2012-2013	17th Septmeber, 2013	11.00 A.M.	B-wing, Mhatre pen Building, Senapati Bapat Marg, Dadar (West) Mumbai – 28
2011-2012	28th September, 2012	11.00 A.M.	B-wing, Mhatre pen Building, Senapati Bapat Marg, Dadar (West) Mumbai – 28
2010-2011	26th September, -2011	11.00 A.M.	B-wing, Mhatre pen Building, Senapati Bapat Marg, Dadar (West) Mumbai – 28

SPECIAL RESOLUTION PASSED IN LAST THREE ANNUAL GENERAL MEETING:

Meeting	Subject matter of Special Resolution
40th Annual General Meeting	(I) Waiver Of Excess Managerial Remuneration to Shri Jitendrasinh J. Rawal, Chairman & Managing Director.
39th Annual General Meeting	(I) Waiver Of Excess Managerial Remuneration to Shri Jitendrasinh J. Rawal, Chairman & Managing Director. (ii) Re-Appointment of Mr. Jitendrasinh J. Rawal as Chairman & Managing Director For A Further Period of Three Years W.E.F. 1st October 2012
38th Annual General Meeting	(I) Re-appointment of Jaykumar J. Rawal for 3 years. (ii) Increase in remuneration of Shri. Jitendrasinh J. Rawal – Chairman and Managing Director.

The Company has not passed any resolution through Postal ballot during the financial year 2013 – 14 & no special resolution is proposed to be passed in the forthcoming AGM through postal ballot.

DISCLOSURES :

There are no materially significant transactions of the Company with related parties i.e., Promoters, Directors or the Management, their subsidiaries or relatives, which may have potential, conflict with the interests of the Company at large. However, the Company has annexed to the accounts, a list of related parties as per the Accounting Standard 18 and the transactions entered into with them.

No penalties or strictures have been imposed on the company by the Stock Exchanges or SEBI or any statutory authority on any matter related to Capital markets during the last three years.

The Company has complied with all the mandatory requirements of clause 49 of the listing Agreement, the Company may also take up the non mandatory requirements of clause 49 in due course of time.

MEANS OF COMMUNICATION:

Half – yearly report sent to each household of shareholder	No
(I) Quarterly results – Which newspapers normally published in	Free Press Journal, Mumbai, Navshakti, Mumbai
(ii) Any website, where displayed	www.universalstarch.com
(iii) Whether it also displays official News releases and presentations made to institutional investors or analysts.	No
(iv) Whether MD & A is a part of the Annual Report or not	Yes
(v) Whether Shareholder information forms part of the Annual Report	Yes

GENERAL SHAREHOLDER INFORMATION :

Annual General Meeting	29th September 2014 at 11.00 A.M. at B-Wing, Mhatre Pen Building, Senapati Bapat Marg, Dadar (West), Mumbai – 400 028.
Financial Calendar :	Quarters ending – 30th June, 30th September, 31st December & 31st March, Year Ending – March 31st, AGM – September.
Dates of Book Closure :	22nd September to 29th September 2014 (both days inclusive)
Dividend Payment	NIL
The Equity Shares of the Company are listed on :	The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001.
Stock Code :	Stock Exchange, Mumbai – 524408 ISIN No. INE1 3E01015
Registrar and Transfer Agents :	M/s Sharex Dynamic (India) Pvt.Ltd. Unit-1,Luthra Ind.Premises, Safed Pool, Andheri Kurla Road, Andheri(E), Mumbai-400072. Phone : 2851 5606 ,28515644.

DISTRIBUTION SCHEDULE OF EQUITY SHARES – AS ON 31ST MARCH 2014.

No. of Shares	Shareholders		No. of Shares	
	Number of Holders	% of holders	Number	%
Upto – 100	1274	53.01	116179	2.77
101 – 200	415	17.27	81372	1.94
201 – 500	380	15.81	143519	3.42
501 – 1000	127	5.29	111300	2.65
1001 – 5000	115	4.79	285983	6.81
5001 – 10000	33	1.37	237512	5.66
10001 – 100000	49	2.04	1833269	43.65
100001 to above	10	0.42	1390866	33.12
Total	2403	100.00	4200000	100.00



PATTERN OF SHAREHOLDING AS ON 31.03.2014

Sr.No.	Category	Percentage
A	Promoters Holding	
	Indian Promoters	53.73
	Foreign Promoters	
	Persons acting in concert	00.98
	Sub Total	54.71
B	Non Promoters Holding	
	Private Corporate Bodies	2.32
	Indian Public	42.54
	NRI'S	0.35
	Others	0.08
	Sub Total	45.29
	Grand Total	100.00

Dematerializations of Equity Shares as on 31.03.2014

1) Dematerialization Form No. of	No. of Shareholders	No. of Shares	%
NSDL	479	445846	10.615
CSDL	261	331750	7.899
	740	777596	18.514
2) Physical Form	1685	3422404	81.486
	2425	4200000	100.00

Market price data:

The details of monthly highest and lowest closing quotations of the equity shares of the company at the Stock Exchange – Mumbai during the financial year 2013 – 2014 are as under :

Month	Quotations at Mumbai Stock Exchange	
	High (Rs.)	Low (Rs.)
April – 2013	26.40	25.50
May – 2013	25.10	23.85
June- 2013	22.70	22.70
July- 2013	26.15	21.50
August – 2013	23.10	22.00
September – 2013	25.00	17.65
October – 2013	16.80	11.60
November – 2013	12.72	10.49
December – 2013	15.22	13.21
January – 2014	17.50	15.00
February – 2014	26.40	25.50
March – 2014	25.10	23.85

Plant Location : Rawal Industrial Estate,
Dada Nagar, Dondaicha, Dhule District,
Maharashtra – 425 408.

Address for Correspondance : Universal Starch – Chem Allied Limited
Mhatre Pen Building, 'B' – Wing, 2nd
Floor, Senapati Bapat Marg, Dadar (West)
Mumbai – 400 028
Tel : (022)24362210
Fax : (022)24305969
e-mail : usaltd@vsnl.in
Website : www.universalstarch.com

Adoption of Non-Mandatory Requirements of Clause 49

The Company has complied with all the mandatory requirements of Clause 49.

Status of compliance with non-mandatory requirements stipulated under Clause 49:

Remuneration Committee

The Company has pursuant to the coming into force of section 178 of Companies Act, 2013 along with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 on 1st April, 2014 decided to form a Remuneration Committee.

Training of Board Members

As regards training of Board members, the Directors on the Board are seasoned professionals having wide range of expertise in diverse fields and no separate training program is given.

The Board members are provided with the necessary documents/ brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic updates are also made at the Board and Committee Meetings, on business and performance updates of the Company, business strategy and risks involved.

Whistle Blower Policy.

The Company does not have any formal whistle Blower Policy as of now but no personnel are being denied access to the Audit Committee.

CEO and CFO Certification

The CEO and the CFO of the Company gives certification on financial reporting and internal controls to the Board in terms of Clause 49.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identification No. of the Company –

U24110MH1973PLC016247 Nominal Capital: Rs.6 Crores

To,

The Members,

UNIVERSAL STARCH-CHEM ALLIED LTD.

MUMBAI

We have examined all relevant records of Universal Starch Chem Allied Ltd. for the purpose of certifying compliance of conditions of Corporate Governance under the revised clause 49 of the Listing Agreement with the Stock Exchange(s) for the financial year ended March 31st 2014. We have obtained all the information and explanation, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance.

On the basis of our examination of the records produced explanations and information furnished we certify that the Company has complied with all the mandatory and non mandatory conditions of Clause 49 of the Listing Agreement. We further state that, such compliance is neither an assurance as to the future viability of the company, nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

Mrs. Leena Agrawal

Proprietress

Leena Agrawal & Co

Practising Company Secretaries

Certificate of Practice No. 7030

Membership No. 19600

Place : Mumbai

Date: 30th May, 2014

DECLARATION BY THE CEO UNDER CLAUSE 49 OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 sub-clause 1 (D), of the Listing Agreement with the Stock Exchange, I hereby confirm that all the Directors and the Senior Management Personnel of the Company have affirmed compliance to their respective codes of Conduct, as applicable to them for the Financial year ended 31st March 2014

Place : Mumbai

JITENDRASINH J. RAWAL

Date: 30th May, 2014

Chairman & Managing Director

MANAGEMENT DISCUSSION AND ANALYSIS

A) INDUSTRY STRUCTURE AND DEVELOPMENT :

Your Company has entered 41st year of operation and is a leading Producer of Starch based Products in India and having a plant at Rawal Industrial Estate, Dada Nagar, Dondaicha, Dist. Dhule. Our Products find application in various industry segments like Food, Paper, Textiles, Pharmaceuticals and confectionary. The day to day management of the Company is looked after by Executive Chairman & Managing Director along with other whole Time Executive Directors assisted by team of competent, Technical and Commercial Professionals. Further details of the company can be obtained by visiting the website www.universalstarch.com.

B) OPPORTUNITIES, THREATS, RISKS AND CONCERNS:

Your company's Products that are supplied to paper, pharma & FMCG industries are value added Products which offer higher realisation & better contribution. Four industries sectors (Pharma, Food & Beverages, textile & Paper) which are demand drivers for the industries are doing well & expected to continue the uptrend in 2015.

There is a Lack of technology up gradation, structural problems, abrasion by the govt. and improper irrigation facilities in maize products. However your company is fully aware of these challenges and is geared to meet them.

C) INTERNAL CONTROL SYSTEM :

The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protection of resources and safeguarding of assets against unauthorized use.

The internal auditors conduct audits of various departments based on an annual audit plan. The planning and conduct of internal audits are oriented towards the review of controls in management of the company's activities. The internal auditors report significant audit observations to the Audit Committee of the Board of Directors.

The committee meets at regular intervals during the year to review audit observations and follow-up implementation of corrective actions. The committee also discusses with the company's statutory Auditors to ascertain their views of adequacy of internal control systems in the Company. The Committee submits its observations to the Board of Directors.

D) HUMAN RESOURCE & DEVELOPMENT:

It is your company's belief that the competence and commitment of its people are key drivers of competitive advantage enabling your company to deliver unique customer value and complete successfully in the market place.

Your company's human resources management systems and processes aim to create a responsive, market focused, customer centric culture and enhance organizational vitality, so that each business is made more competitive and equipped to seize emerging market opportunities. The staff and executives of the company are sponsored for attending various seminars to upgrade their knowledge bank. The company's continuing focus on human resources will help it to create and retain critical skills and scale up to meet the market demand. During the year under review the industrial relations with the workman at various units of the company were by and large peaceful and cordial.

E) FINANCIAL PERFORMANCE

The Gross sales for the year under review i.e. 2013 - 2014 stood at Rs.19000 Lacs as compared to Rs. 17466 lacs in 2012- 2013. The profit/(loss) before tax for the year under review stood at Rs.709 Lacs as compared to Rs. (338) lacs in 2012- 2013.

F) BUSINESS OUTLOOK :

With better raw material situation & reasonable prices of the maize crop, we are continuously optimistic about the current year. Your company will expand the export market which will increase the turnover.

G) CAUTIONARY STATEMENT :

Statements in this respect of Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statements within the meaning of applicable security laws or regulations. Actual result could differ materially from those expressed or implied, depending upon economic conditions, changes in Government regulations and policies, demand, supply and price conditions, political and economic developments within and outside the country and various incidental factors.

The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.



Statement under Section 217(1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988 and forming part of the Director's Report for the year ended 31st March, 2014

FORM - A

A. ENERGY CONSERVATION

Important and feasible suggestions for saving of precious energy have been implemented on a continuous basis. Several devices are being used to reduce consumption of Steam and Electrical Energy. Steps are being taken to recover maximum quantity of condensate for the recycling back to Boiler feed water. This in turn will enable saving on fuel.

		PROCESS	ETP
1. Electricity			
a) Purchased Units	(KWH)	2676560	3819721
		(3537665)	(4064367)
Total Amount	(Rs.)	23042501	21030711
		(29304663)	(28565147)
Rate per Unit	(Rs.)	8.61	5.51
		(8.28)	(7.03)
b) Own Generation		2013-14	2012-13
Through D.G. Set Units	(KWH)	–	105
Diesel	(Ltrs.)	–	62
Output per Ltrs	(KWH)	–	1.69
c) Own Co-Generation	(KWH)	13252200	13586340
(Includes Captive Consumption 1062975 units)			
2. Coal			
Quantity	(M.T.)	32256	33809
Total Cost	(Rs.)	143983301	138737252
Average Rate (per MT)	(Rs.)	4464	4104
3. Fuel			
Quantity	(Ltrs.)	7540	32087
Total Amount	(Rs.)	459453	1403708
Average Rate	(Rs.)	60.94	43.75
4. Biogas units generated and consumed (M 3)		2567856	3050258
Rate per M3 Generated (Rs.)		4.38	3.01
5. Consumption per M. Ton of Production			
Production (including Job Work)		103115	103314
Electricity - Ton.KWH		191.52	229.44
Production (including Job Work)		86479	86099
Coal - Ton/Kgs.		0.373	0.393

FORM – B

RESEARCH AND DEVELOPMENT DEPARTMENT

The Company has established R & D Department, which plays the important role in the Product & Process Development activities of the Company.

The role played by the R & D during the year:-

- 1 Development of New Modified Starches and their bulk production as per SOP.
- 2 Close Studies of the production parameters of all the products for improvement in quality, cost reduction and energy saving.
- 3 Close interaction with the quality auditors of our Food & Pharmaceutical Customers to demonstrate the compliance on quality standards.
- 4 In depth study of Biomethanation Process to achieve the higher efficiency of the treatment process of industrial effluents through the implementation and completion of performance up gradation of ETP and there by getting the treated effluents conforming to Maharashtra Pollution Control Board norms.

THE ACHIEVEMENTS:

- 1 The Company's R & D Laboratory is recognized as in – house R & D unit by the D.S.I.R., Govt. of India upto 31st March, 2015 as per the letter Ref.No. TU/IV-RD/2370/2012, dated 02.04.2012.
- 2 R & D has improved manufacturing process parameter Pepsiz 200(Oxidised Starch) having the high viscosity for M/s Best Quest Ltd and other parties to continue the business.
- 3 R & D studied the bottle necking parameters to reduce the Steeping hours From 65-70 to 40 hrs to improve the production and quality of Maize Starches.
- 4 R & D has developed innovative process of manufacturing of one shot sizing for textile industry.
- 5 Company has obtained the Halal Certificate from M/S Halal India on 21st November 2011 up to 20th November 2014.
- 6 The overall quality of finished products supplied to the Company's customers during the year was quite satisfactory.
- 7 Company has obtain Food Safety License from Food Safety & Standard Authority of India for Maize Starch-Best Quality & Liquid Glucose upto December 2014

EXPENDITURE DETAILS OF R & D DEPARTMENT

- 1 The R & D Department is well equipped with sophisticated instruments like UV-Visible Spectrophotometer, Lovibond Photometer, HPLC, Glucose Analyzer, Brookfield Viscometer, Karl Fisher, Polarimeter, RI meter and other miscellaneous instruments to carry out the analysis of regular commercial finished products, in-process, Semi finished products, newly developed and experimental product.
- 2 The R & D Executives and Technicians regularly attended Seminars, Conferences and Exhibitions organized at State or National Level to gather information on Production Technology, Carbohydrate Research, Environment Protection, Energy Saving and Safety.

- 3 The Company has most modern Effluent Treatment Plant for the treatment of industrial effluents, which consists of a Waste Energy Biodigester Project based on UASB Technology. The Company implemented and completed performance up – gradation project of ETP.

The Company received MCCIA's Dr. R.J. Rathi Award 2003, for Environmental protection.

- 4 The Company incurred an expenditure of Rs. 19.23 Lacs during the year for R & D.

TECHNICAL ABSORPTION AND INNOVATION:

- 1 The Company has successfully implemented the procedures to improve the productivity , quality, energy saving, GMP and GHP. The R & D Development is active in upgrading the technology of production of value added products through finely tuning the SOP. The range of value added products has been widened to satisfy the specific applications in pharmaceutical, food and paper industry. The Company received GMP license from FDA (MS).
- 2 The Company implemented Pest Control Schedules in the premises by M/s Pest Control (India) P.Ltd.Jalgaon. This is mandatory to maintain the hygienic Standards in the manufacturing and storage of products. The Pest control schedules resulted control on Total bacterial Count (TBC) and Total Fungal Count (TFC) along with control of pathogens in finished products.
- 3 The Company has established Air Handling Unit (AHU) at Microbiology Laboratory as the compliance of the mandatory requirements by FDA.
- 4 The Company has already established the following Projects: Biomethanation Project, Co-Generation Power Plant, Wind Mill at Brahmanwel, Fly Ash Brick Making Project.

SAFETY COMMITTEE

- 1 Regular meetings on Safety, Health and Environment (SHE) were conducted for Production Managers, Maintenance Engineers, Q.C. Chemists and Workers on Shop Floor. Safety Training on Fire Control was given through practical demonstration. Safety guards, railing and covers wherever necessary were provided to machines. Fire control points were created at necessary locations in the Plant. SOP on Safety precautions prepared.
- 2 The Safety Department arranged a program in the Company on 4th March 2014 for Safety Awareness and organized the poster exhibition. The participant staff and workers were recognized for their best suggestion and poster presentation on Safety.

WELFARE COMMITTEE

Regular Medical Check up of the Company employees by the Doctors were conducted and the record is maintained. The necessary medical aid was provided to the concern employees. The employees were advised to perform regular Exercise and Yoga to improve their physical and mental health through the HRD Training Programme. The workers were given incentives for their achievement of production targets and attendance.

FOREIGN EXCHANGE

The information in this report is provided in Note No. 43 to 45 to the accounts.



INDEPENDENT AUDITORS' REPORT

To,
The Members of
Universal Starch-Chem Allied Limited
Mumbai

Report on the Financial Statements

We have audited the attached Balance Sheet of M/s Universal Starch-Chem Allied Limited ("the company") as at 31st March 2014 and also the Statement of Profit and Loss and Cash Flow statement for the year ended on that date and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance and cash flow of the company in accordance with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of the internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Auditing Standards issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessments of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's presentation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
- In the case of Statement of Profit and Loss of the profit for the year ended on that date; and
- In the case of the Cash Flow statement, of the Cash Flows for the year ended on that date.

Report on other Legal and Regulatory Requirements:

- As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Section 227(4A) of the Act, we give in the annexure a statement on the matters specified in paragraphs 4 and 5 of the order.

- As required by Section 227(3) of the Act, we report that:
 - We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of our audit;
 - In our opinion, proper books of accounts as required by the law have been kept by the company so far as it appears from our examination of those books;
 - The Balance Sheet, Statement of Profit and Loss and Cash Flow statement dealt with by this report, are in agreement with the books of accounts of the company;
 - In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash flow statement comply with the Accounting Standards to the extent applicable, referred to in subsection (3C) of section 211 of the Act.
 - On the basis of written representations received from the directors as on March 31, 2014, taken on record by the Board of directors, none of the directors of the company are disqualified u/s 274 (1)(g) of the Companies Act, 1956 from being appointed as a director as on March 31, 2014.

For M. B. AGRAWAL & Co.
CHARTERED ACCOUNTANTS
(Reg No.: 100137W)

Harshal Agrawal
PARTNER
M. No. 109438

Place: Mumbai
Date: May 30, 2014

Annexure to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of "Report on Other Legal and regulatory requirements" of our Report of even date)

- In respect of its Fixed Assets
 - The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - As explained to us, all the assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
 - The Company has not disposed off any substantial part of the fixed assets during the year and the going concern status of the company is not affected.
- In respect of its Inventories
 - The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - In our opinion and according to the information and explanation given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - The Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to the book records.
- In respect of the loans, secured or unsecured, granted or taken by the company to/from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
 - The Company has not granted loans, secured or unsecured to companies, firms or other parties covered in the register maintained under Section 301 of Companies Act, 1956. Accordingly, clauses (b), (c) and (d) are not applicable to

the Company.

- (b) The Company has not taken any secured loans from companies, firms or other parties covered in the register maintained under Section 301 of Companies Act, 1956. However the company has taken unsecured loans in the form of fixed deposits/unsecured loans from 9 parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs.285.87 lacs and the year end balance of loans taken from such parties Rs.285.87 lacs.
- (c) In our opinion and according to the information given to us, the rate of interest and other terms and conditions are not prima facie prejudicial to the interest of the company.
- (d) The payment of the principle and interest are regular;
- (e) In respect of the said deposits/unsecured loans and interest thereon, there are no amounts due over Rs. One lac.
- iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed of any continuing failure to correct major weaknesses in internal control system.
- v) In respect of the contracts or arrangements referred to in section 301 of the Companies Act, 1956.
 - (a) According to the information and explanations given to us and in our opinion, the transactions made in pursuance of contracts or arrangements that need to be entered into the register to be maintained under section 301 of the Companies Act have been so entered.
 - (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements with the parties identified as above and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which appear reasonable as per the information available with the company.
- vi) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 with regard to the deposits accepted from the public. According to the information and explanations provided to us, no order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any other Court or Tribunal in respect of the aforesaid deposits.
- vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii) We have broadly reviewed the cost records maintained by the company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government of India, the maintenance of cost records has been prescribed under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- ix) In respect of Statutory dues
 - (a) As per the information and explanations given to us and as per the records of the Company, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.
 - (b) According to the information and explanations given to us, there are no dues which are not deposited on account of dispute in respect of income tax, wealth tax, Sales tax, excise, service tax, customs duty and cess were in arrears, as at March 31, 2014 for a period of more than six months from the date they became payable.
- x) The Company does not have accumulated cash losses at the end of the financial year. The company has not incurred cash losses during the financial year under audit or during the immediately preceding financial year.
- xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions or banks.
- xii) The Company has not granted any loans or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) In our opinion, the Company is not a Chit Fund/ Nidhi/ mutual benefit fund/society Therefore, the provisions of clause (xiii) of paragraph 4 of the order are not applicable to the Company.
- xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments.
- xv) According to the information and explanations offered to us and the records examined by us, as the company has not given any guarantee for loan taken by others from banks or financial institutions, the requirements of clause 4(xv) of the order to comment on whether terms and conditions, whereof are prejudicial to the interest of the company, is not applicable.
- xvi) The Company has raised new term loans during the year. The term loans outstanding at the beginning of the year and those raised during the year have been applied for the purpose for which they were raised.
- xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the no funds raised on short term basis have been used for long term investment.
- xviii) The Company has not made preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act.
- xix) The Company has not issued any debentures during the year under audit.
- xx) The Company has not raised any money through public issue during the year under audit.
- xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

For **M. B. Agrawal & Co.**
Chartered Accountants
ICAI Firm No. 100137W

Harshal Agrawal
Partner

Place: Mumbai
Date: May 30, 2014

Membership No. 109438



BALANCE SHEET AS AT 31ST MARCH, 2014

Amount in Rs.

Particulars	Note No	As At 31.03.2014	As At 31.03.2013
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2	42,000,000	42,000,000
(b) Reserves and Surplus	3	80,444,302	43,114,275
(2) Non-Current Liabilities			
(a) Long-term borrowings	4	296,798,656	345,480,488
(b) Deferred tax liabilities (Net)	5	74,246,725	55,192,399
(3) Current Liabilities			
(a) Short-term borrowings	6	70,298,889	144,481,859
(b) Trade Payables	7	282,445,170	219,075,791
(c) Other current liabilities	8	64,045,901	49,623,113
(d) Short-term provisions	9	44,963,924	29,769,166
Total		955,243,567	928,737,091
II. ASSETS			
(1) Non-current assets			
(a) Fixed assets	10		
(i) Tangible assets		475,213,088	512,039,916
(ii) Intangible assets		1,173,334	1,664,208
(iii) Capital work-in-progress		588,877	554,219
(b) Non-current investments	11	1,316,160	1,316,160
(c) Long term loans and advances	12	13,230,641	13,219,041
(2) Current assets			
(a) Inventories	13	209,476,970	177,847,711
(b) Trade receivables	14	155,710,813	123,175,205
(c) Cash and cash equivalents	15	28,942,826	23,161,397
(d) Short-term loans and advances	16	67,309,866	74,712,044
(e) Other current assets	17	2,280,992	1,047,190
Total		955,243,567	928,737,091
Significant Accounting Policies	1 to 46		
Notes on Financial Statements			

As per our Report of even date attached.

FOR AND ON BEHALF OF THE BOARD

For M.B. AGRAWAL & CO.
CHARTERED ACCOUNTANTS
FRN 100137 W

CHAIRMAN & MANAGING DIRECTOR : JITENDRASINH J. RAWAL

HARSHAL AGRAWAL
PARTNER
Membership No. 109438

WHOLE TIME DIRECTORS : JAYKUMAR J. RAWAL
G.P.CHAUDHARY

COMPANY SECRETARY : Y.L.SINDHWAD

PLACE : MUMBAI
DATE : 30th May, 2014

PLACE : MUMBAI
DATE : 30th May, 2014

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2014

Amount in Rs.

Particulars	Note No	Year Ended 31.03.2014	Year Ended 31.03.2013
Income:			
I. Revenue from operations	18	1,844,176,013	1,698,537,458
II. Other Income	19	27,741,424	23,024,443
III. Total Revenue (I +II)		1,871,917,437	1,721,561,901
IV. Expenses:			
Cost of materials consumed	20	1,352,035,817	1,392,848,393
Changes in inventories of finished goods & stock in process	21	55,614,073	(8,723,118)
Employee benefit expense	22	65,464,974	63,978,527
Financial costs	23	47,906,039	53,076,888
Depreciation and amortization expense		47,329,644	46,805,386
Loss on Sales of Fixed Assets		2,887,398	-
Assets Discarded		2,924,710	-
Other expenses	24	226,813,006	207,410,365
Total Expenses		1,800,975,661	1,755,396,441
V. Profit Before Tax	(III – IV)	70,941,776	(33,834,540)
VI. Tax Expense:			
(1) Current Tax		14,195,075	-
(2) Deferred Tax		19,054,326	(10,236,255)
VII. Profit(Loss) from the period	(V – VI)	37,692,375	(23,598,285)
VIII. Earning per equity share:			
Basic & Diluted (in Rs.)		8.97	(5.62)
Significant Accounting Policies	1 to 46		
Notes on Financial Statements			

As per our Report of even date attached.

FOR AND ON BEHALF OF THE BOARD

For M.B. AGRAWAL & CO.
CHARTERED ACCOUNTANTS
FRN 100137 W

HARSHAL AGRAWAL
PARTNER
Membership No. 109438

PLACE : MUMBAI
DATE : 30th May, 2014

**CHAIRMAN &
MANAGING DIRECTOR** : JITENDRASINH J. RAWAL

WHOLE TIME DIRECTORS : JAYKUMAR J. RAWAL
G.P.CHAUDHARY

COMPANY SECRETARY : Y.L.SINDHWAD

PLACE : MUMBAI
DATE : 30th May, 2014



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH'2014

		Year Ended 31.03.2014	Year Ended 31.03.2013
A	NET PROFIT BEFORE TAX	70,941,776	(33,834,540)
	Depreciation	47,329,644	46,805,386
	Interest (Net)	45,716,971	50,550,192
	Dividend Income	(67,085)	(70,275)
	Fixed Assets Sold - Net	2,887,398	-
	Loss of Fixed Assets Discard	2,924,710	-
	Provision for Wealth Tax	29,509	-
	Provision for Leave Encashment	1,433,084	3,058,670
		100,254,231	100,343,973
	Operating Profit before working Capital Changes	171,196,007	66,509,433
	ADJUSTMENT FOR :		
	Trade and Other Receivable	(26,378,831)	21,910,891
	Inventories	(31,629,259)	(22,824,956)
	Trade Payable Creditors	62,906,469	(84,601,055)
		4,898,379	(85,515,120)
		176,094,386	(19,005,687)
	CASH GENERATED FROM OPERATIONS		
	Dividend Received	67,085	70,275
	Interest Received	2,189,069	2,526,696
	Interest Paid	(47,906,040)	(53,076,888)
	Direct Taxes Paid	(362,348)	(1,324,761)
		(46,012,234)	(51,804,678)
	NET CASH FROM OPERATIONS ACTIVITIES (A)	130,082,152	(70,810,365)
B	CASH FLOW FROM INVESTING ACTIVITIES :		
	Purchase of Fixed Assets	(17,609,708)	(31,116,534)
	Sale/Adj. of Fixed Assets	1,751,000	-
	Purchase / Sale of Investment	-	(2,000)
	NET CASH USED IN INVESTING ACTIVITIES (B)	(15,858,708)	(31,118,534)
C	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceeds from Long Term Borrowing	(108,442,015)	100,416,387
	Dividend Paid	-	-
	NET CASH USED FINANCING ACTIVITIES (C)	(108,442,015)	100,416,387
	NET INCREASE IN CASH AND CASH EQUIVALENTS (A+B+C)	5,781,429	(1,512,512)
	OPENING CASH AND CASH EQUIVALENTS	23,161,397	24,673,909
	CLOSING CASH AND CASH EQUIVALENTS(NOTE 15)	28,942,826	23,161,397

For and on behalf of the Board

PLACE : MUMBAI
DATE : 30th May, 2014

JITENDRASINH J. RAWAL
(CHAIRMAN & MANAGING DIRECTOR)

■ AUDITORS CERTIFICATE ■

The Board of Directors ,
UNIVERSAL STARCH-CHEM ALLIED LTD.

We have examined the attached Cash Flow Statement of UNIVERSAL STARCH-CHEM ALLIED LTD. For the year ended 31st March'2014. The Statement has been prepared by the Company in accordance with the requirements of Clause No. 32 of the Company's Listing Agreement with the Mumbai Stock Exchange. The Statement is based on and is derived from the statement of Profit and Loss and the Balance Sheet of the Company for the year ended 31st March'2014 covered by our report of even date to the Members of the Company.

For and on behalf of
M.B. AGRAWAL & CO.
CHARTERED ACCOUNTANTS
FRN 100137 W

HARSHAL AGRAWAL
PARTNER
Membership No. 109438

PLACE : MUMBAI
DATE : 30th May, 2014

Note 1

1) SIGNIFICANT ACCOUNTING POLICIES

- a) The Company follows the accrual system of accounting. Financial Statements are prepared under historical cost convention, in accordance with the Accounting Standard as specified in the Companies (Accounting Standard) Rules 2006.
- b) The preparation of financial statements requires the company to make estimates and assumptions relating to contingent liabilities, provisions for doubtful debts and advances, employee retirement benefit obligations, provision for income tax, impairment of assets and useful lives of fixed assets.
- c) Fixed Assets are stated at Historical Cost less accumulated depreciation. Cost Includes the purchase price and all other attributable cost incurred for bringing the assets to its working condition for intended use.
- d) Depreciation in Fixed Assets has been provided on straight line method in the manner and at the rates prescribed in Scheduled XIV of the Companies Act, 1956. Assets individually costing less than Rs.5,000/- are fully depreciated in the year of acquisition.
- e) The Investments are valued at cost.
- f) Sales are recognized when goods are dispatched in accordance with the terms of sale. Sales are recorded net of trade discount, rebates and Sales Tax Collected. Sales includes trading sales also. Insurance Claims, Subsidy and Govt. Grants are recognized when there is a reasonable assurance that the same shall be received.
- g) Interest income is recognized on a time proportion basis, taking into account the amount outstanding and rate applicable.
- h) Inventory Valuation: Raw materials, stores and spares and trading goods are valued at cost. The cost of Inventories comprise of all cost of purchase and other cost incurred in bringing inventories to their present location. Stock in process are valued on the basis of cost of raw material plus conversion and other cost incurred. Finished goods are valued at lower of cost or net realizable value. Cost of inventories are worked out using FIFO method. The cost of stock in process and finished goods are determined on absorption costing method based on average cost of production.
- i) Foreign currency transaction are accounted for at the rates prevailing on the date of transaction. Monetary items denominated in foreign Currency at the end of the year are restated at the year end rates.
- j) Revenue expenditure pertaining to Research and Development is charged to Profit and Loss Account. Capital expenditure on Research & Development is Capitalized and depreciation is provided thereon as per the Company's policy.
- k) Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the Income Tax Act, 1961. The deferred tax for timing difference between the book and tax profits for the year is accounted for, using the tax rates and laws that have been substantively enacted as of the balance sheet date. Deferred tax assets arising from timing differences are recognized to the extent there is reasonable certainty that these would be realized in future.
- l) Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of cost of such assets till the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expenses in the period in which they are incurred.
- m) At each balance sheet date where there is an indication that an asset/ cash generating unit is impaired, the recoverable amount, if any, is estimated and the impairment loss is recognized to the extent carrying amount exceeds recoverable amount.
- n) Government Grants : Government and other grants received relating to depreciable fixed assets are adjusted with the cost of the fixed assets in the year of receipts. Grants relating to non depreciable assets in the capital nature are credited to Capital Reserve. Revenue grants are shown as "Income" in the Profit & Loss Account.
- o) Income from Windmill:
Units generated from windmills are adjusted against the consumption of power at our plant. The monetary value of the units so adjusted, calculated at the prevailing EB rates net of wheeling charges, have been included in power and fuel. The value of unadjusted units as on the Balance-sheet date has been included under loans and advances

NOTE 2 A

Share Capital	As at 31 March 2014		As at 31 March 2013	
	Number	Rs.	Number	Rs.
Authorised Equity Shares Of Rs. 10/- Each	6,000,000	60,000,000	6,000,000	60,000,000
Issued, Subscribed & Paid up Equity Shares of Rs. 10/- each fully Paid	4,200,000	42,000,000	4,200,000	42,000,000
Total	4,200,000	42,000,000	4,200,000	42,000,000

NOTE 2 B

Particulars	As at 31 March 2014 Equity Shares		As at 31 March 2013 Equity Shares	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	4,200,000	42,000,000	4,200,000	42,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	4,200,000	42,000,000	4,200,000	42,000,000



NOTE 2 C

Name of Shareholder	As at 31 March 2014		As at 31 March 2013	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Jitendrasinh J.Rawal	595,667	14.18	595,667	14.18
Jaydeosinh J.Rawal	388,567	9.25	388,567	9.25
Nayankuwar J.Rawal	323,300	7.70	323,300	7.70
Pancharatna J.Rawal	239,700	5.71	239,700	5.71

NOTE 3

Reserves & Surplus	As at 31 March 2014 Rs.	As at 31 March 2013 Rs.
a. Capital Reserves	74,000	74,000
b. Share Premium Account	16,000,000	16,000,000
c. General Reserve		
Opening Balance	13,681,400	13,681,400
(+) Current Year Transfer	-	-
Closing Balance	<u>13,681,400</u>	<u>13,681,400</u>
d. Profit and loss Account		
Opening balance	13,358,875	38,276,741
Net Profit /(Net Loss) For the current year	37,692,375	(23,598,285)
(-)Income Tax Adjustment	362,348	1,319,581
Closing Balance	<u>50,688,902</u>	<u>13,358,875</u>
Total	<u>80,444,302</u>	<u>43,114,275</u>

NOTE 4

Long Term Borrowings

Secured		
(a) Loans from Banks		
Term Loan		
The Shamrao Vitthal Co-op Bank Ltd. *	194,981,794	228,616,323
Union Bank Of India Dondaicha **	353,367	428,492
Hire Purchase Loan	2,359,684	1,583,211
(Hypothecation of respective Car)		
	<u>197,694,845</u>	<u>230,628,026</u>
Unsecured		
Fixed Deposits		
From Directors	2,690,000	2,690,000
From Others	15,761,500	15,432,500
Interest Accrued and Due	97,818	41,345
Deferred Payment Liabilities - Sales Tax	72,672,480	85,073,709
Advances / Deposit From Agents	7,882,013	8,087,013
Loans and advances from related parties		
Loan From Director	-	3,527,895
	<u>99,103,811</u>	<u>114,852,462</u>
Total	<u>296,798,656</u>	<u>345,480,488</u>

The Shamrao Vithal Co-op Bank Ltd:- Term Loan *

Secured by First pari-pasu charge on the company's fixed assets, other movable and all other similar assets acquired and installed and irrevocable joint and several personal guarantees of some of the Directors.

Union Bank of India, Dondaicha :- Term Loan **

Secured against Horticulture Machinery only .

(Rs.in Lacs)

Maturity Profile Of Fixed Deposits & Sales Tax Deferrals Are As Follows:	Fixed Deposit	Sales Tax
2014-15	101.20	85.78
2015-16	107.02	115.91
2016-17	77.49	123.74

NOTE 5

Deferred Tax Liability	As at 31 March 2014 Rs.	As at 31 March 2013 Rs.
Opening Balance	55,192,399	65,428,654
Add: Current Deferred Tax Liability	19,054,326	(10,236,255)
Closing Balance	74,246,725	55,192,399

NOTE 6

Short Term Borrowings

Secured

Loans Repayable On Demand

Cash Credit Loan **

The Shamrao Vithal Co-op Bank Ltd.

57,100,137

91,224,165

Pledge Loan against Maize Purchase

The Shamrao Vithal Co-op Bank Ltd.

—

38,448,069

57,100,137

129,672,234

Unsecured

Loans Repayable On Demand

Deferred Payment Liabilities - Sales Tax

8,578,000

7,379,000

Loan From Director

4,620,752

6,000,000

Temporary Book Over Draft

—

1,430,625

13,198,752

14,809,625

Total

70,298,889

144,481,859

The Shamrao Vithal Co-op Bank Ltd:- Cash Credit **

Secured by hypothecation of raw materials, work-in-progress, finished goods, book debts, stores and spare parts and irrevocable joint and several personal guarantees of some of the Directors, and second charge on fixed assets of the company.

NOTE 7

Trade Payables

Sundry Creditors

Sundry Creditors for goods-Direct

218,121,095

189,085,741

Sundry Creditors Against L.C.

33,835,833

—

Sundry Creditors for Fixed Assets

8,129,665

8,238,688

Sundry Creditors for Expenses

17,793,786

17,724,833

Advances from Customers

4,564,791

4,026,529

Total

282,445,170

219,075,791



NOTE 8

Other Current Liabilities	As at 31 March 2014 Rs	As at 31 March 2013 Rs
Current Maturities of long-term debt		
Term Loan - The Shamrao Vithal Co-Op Bank Ltd.	33,880,097	23,054,380
Term Loan - Union Bank Of India Dondaicha	75,125	75,125
Hire Purchases	2,248,543	645,520
Other Liabilities	10,006,973	8,711,446
Salary & Reimbursement	3,659,867	3,905,215
Interest Accrued But Not Due on Fixed Deposits	3,790,750	2,041,483
Fixed Deposits (Others)	10,120,000	10,813,000
Unclaimed Dividend	264,546	376,944
Total	64,045,901	49,623,113

NOTE 9

Short Term Provisions		
Provision for		
Provision for taxation \$\$	31,459,776	17,235,192
Leave Encashment Payable	13,504,148	12,533,974
Total	44,963,924	29,769,166

\$\$ Includes Provisions for Wealth Tax Rs.0.29 Lacs (previous year 0.05 Lacs)

NOTE 10

SR NO.	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		Balance as at 1 April 2013	Additions / (Deletions) Net	Sales / Adjustment	Balance as at 31 Mar 2014	Balance as at 1 April 2013	Sales / Adjustment	Depreciation for the year Net	Balance as at 31 March 2014	Balance as at 31 March 2014	Balance as at 31 March 2013
A	Tangible Assets										
	Land	4,684,785	-	-	4,684,785	-	-	-	-	4,684,785	4,684,785
	Buildings	73,863,935	857,464	5,188,456	69,532,943	22,557,336	4,929,033	2,163,566	19,791,869	49,741,074	51,306,599
	Plant and Equipment	789,304,570	10,458,941	17,863,505	781,900,006	347,541,940	11,082,945	42,041,986	378,500,981	403,399,025	441,762,630
	Furniture and Fixtures	2,727,984	32,978	1,311,049	1,449,913	1,870,266	1,231,316	86,779	725,729	724,184	857,718
	Vehicles	12,536,187	5,777,494	4,715,820	13,597,861	6,587,191	4,486,035	1,023,278	3,124,434	10,473,427	5,948,996
	Office equipment	5,388,162	183,310	1,008,312	4,563,160	2,713,155	957,898	214,855	1,970,112	2,593,048	2,675,007
	Computers	11,401,180	264,863	3,264,011	8,402,032	6,624,634	3,100,818	1,306,391	4,830,207	3,571,825	4,776,546
	Paddle Boat	57,326	-	-	57,326	29,691	-	1,915	31,606	25,720	27,635
	Total	899,964,129	17,575,050	33,351,153	884,188,026	387,924,213	25,788,045	46,838,770	408,974,938	475,213,088	512,039,916
B	Intangible Assets										
	SAP Software & Licence	3,028,217	-	-	3,028,217	1,364,009	-	490,874	1,854,883	1,173,334	1,664,208
	Total	3,028,217	-	-	3,028,217	1,364,009	-	490,874	1,854,883	1,173,334	1,664,208
C	Capital Work In Progress										
	Building Under Construction	-	-	-	-	-	-	-	-	-	-
	Plant & Machinery Under Installation	554,219	34,658	-	588,877	-	-	-	-	588,877	554,219
	Total	554,219	34,658	-	588,877	-	-	-	-	588,877	554,219
	Grand Total	903,546,565	17,609,708	33,351,153	887,805,120	389,288,222	25,788,045	47,329,644	410,829,821	476,975,299	514,258,343
	Previous Year's Total	872,430,031	31,116,534	-	903,546,565	342,482,836	-	46,805,386	389,288,222	514,258,343	

NOTE 11

Non Current Investment	As at 31 March 2014 Rs.	As at 31 March 2013 Rs.
Long term trade Investments (unquoted, At cost, fully paid up)		
Trade Investment		
Investment In Equity Shares		
1,000 Shares of Rs.50 each in		
The Dadasaheb Rawal Co-op Bank of Dondaicha Ltd., Dondaicha	50,000	50,000
10 Shares of Rs.50 each in		
Indira Sahakari Bank Ltd., Dhule	500	500
20,000 Shares of Rs.25 each in		
The Shamrao Vithal Co-op Bank Ltd., Mumbai	500,000	500,000
25 Shares of Rs.10 each in		
The Nashik Merchants Co-op Bank Ltd., Br. Dondaicha	4,000	4,000
25 Shares of Rs.10 each in		
Cidco Limited	260	260
86,400 Shares of Rs.10 each in		
Unique Sugars Limited (including 14400 Bonus Shares)	720,000	720,000
1 Secured Redeemable Non Convertible Bond 14% (Taxable) of Rs. 1000/-each fully paid up of (First Series 1986) Maharashtra Telephone Nigam Ltd.	1,000	1,000
Non Trade Investment		
Quoted		
Non Trade		
60 Equity shares of Rs.10/- each in	1,400	1,400
60 Equity shares of Rs.10/- each (Bonus) in Glaxo SmithKline Pharma Limited (M.V. Rs. 308844/-) (Previous year Rs.266286/-)		
1300 Equity Shares of Rs.13/- each in Dena Bank (M.V. Rs. 78715/-) (Previous year Rs.119405/-)	39,000	39,000
Total	1,316,160	1,316,160

Particulars	2013-14 Rs.	2012-13 Rs.
Aggregate amount of quoted investments	40,400	40,400
Market Value of Quoted Investment	387,559	385,691
Aggregate amount of unquoted investments	1,275,760	1,275,760



NOTE 12

Long Term Loans and Advances	As at 31 March 2014 Rs.	As at 31 March 2013 Rs.
Security Deposits		
Unsecured, considered good		
Deposits	13,230,641	13,219,041
Total	13,230,641	13,219,041

NOTE 13

Inventories		
(a) Raw Materials and components (Valued at cost)	135,448,908	59,996,793
(b) Finished Goods (Valued at Cost or Market Value which is lower)	30,549,843	93,122,108
(c) Process Stock (Valued at Cost)	18,182,025	11,223,833
(d) Stores and Spares (Valued at Cost)	24,616,336	13,021,235
(e) Trading Goods	679,858	483,742
Total	209,476,970	177,847,711

NOTE 14

Trade Receivables		
Sundry Debtors		
(Unsecured, considered good)		
Debt outstanding for the period exceeding Six Months	10,119,008	15,285,554
Other Debts	145,591,805	110,212,237
	155,710,813	125,497,791
Less:-Provision For Doubtful Debts	—	2,322,586
Total	155,710,813	123,175,205

NOTE 15

Cash And Cash Equivalent		
(a) Cash & Cash Equivalent		
i) Cash in hand	760,944	340,467
ii) Balance with Banks		
-Current account with Scheduled Bank *	3,841,641	6,358,500
-Current account with Other Bank	604,011	604,011
	5,206,596	7,302,978
(b) Fixed Deposits		
- With Scheduled Banks **	20,776,225	13,255,024
- With Other Banks	1,296,585	1,296,585
- Accrued Interest on FDR	1,663,420	1,306,810
	23,736,230	15,858,419
Total	28,942,826	23,161,397

41st Annual Report 2013-2014

* Balance with Banks includes Unclaimed Dividend of Rs. 2.65 Lacs (Previous year Rs.3.77 Lacs)

** Fixed deposits with Banks includes Deposits of Rs. 71.90 Lacs (Previous year Rs.26.59 Lacs)
With Maturity of more than 12 Months.

NOTE 16

Short Term Loans And Advances	As at 31 March 2014 Rs.	As at 31 March 2013 Rs.
Other loans and advances (Unsecured, Considered Good)		
Capital Advances	4,091,570	3,640,627
Advances to Suppliers	26,541,586	47,722,685
Advances to Workmen	52,472	77,440
Prepaid Expenses	2,960,504	3,325,990
TDS Payments Includes Advance Tax	33,663,734	19,945,302
Total	67,309,866	74,712,044

NOTE 17

Other Current Assets		
Balance with Customs, Excise & Service Tax Etc.	2,280,992	1,047,190
Total	2,280,992	1,047,190

NOTE 18

Revenue From Operation	Year Ended 31.03.2014 Rs.	Year Ended 31.03.2013 Rs.
Income from Sale of Goods	1,900,047,659	1,746,589,395
Job Work Charges	53,149,989	52,716,100
Less : Excise Duty	109,021,635	100,768,037
Total	1,844,176,013	1,698,537,458

NOTE 19

Other Income	Year Ended 31.03.2014 Rs.	Year Ended 31.03.2013 Rs.
Interest	2,189,069	2,526,696
Dividends (Gross)	67,085	70,275
Rent	304,638	323,434
Exchange Gain	1,691,387	-
Wind Mill Units Receipt	8,373,351	5,710,908
Electricity Co-Generation Units Sales	4,411,346	9,522,420
Provision for Doubtful Debts	2,322,584	-
Other Income	8,381,964	4,870,710
Total	27,741,424	23,024,443

NOTE 20

Cost of Material Consumed		
Raw Material	1,135,918,005	1,198,203,370
Stores	31,464,530	26,427,803
Chemical	41,105,026	29,588,569
Coal and Fuel	143,548,256	138,628,651
Total	1,352,035,817	1,392,848,393

NOTE 21

Changes in Inventories		
Opening Stock		
Finished goods	93,122,108	82,177,768
Process Stock	11,223,833	13,445,055
	104,345,941	95,622,823
Less : Closing Stock		
Finished goods	30,549,843	93,122,108
Process Stock	18,182,025	11,223,833
	48,731,868	104,345,941
Total	55,614,073	(8,723,118)

NOTE 22

Employee Benefit Expenses		
Salaries & Wages		
Wages to Workers	41,103,680	36,810,721
Salary to Staff	17,999,972	19,418,252
Bonus	2,180,913	1,986,889
Gratuity	212,576	1,067,192
Employer's Contribution to P.F.	2,765,528	2,630,141
Staff & Labour Welfare & Medical Benefit	1,202,305	2,065,332
Total	65,464,974	63,978,527

NOTE 23

Financial Cost	Year Ended 31.03.2014 Rs.	Year Ended 31.03.2013 Rs.
Bank Interest		
Interest to Bank	8,799,846	19,537,016
Interest - Term Loan	34,289,935	29,308,572
Interest On Car Loan	419,683	267,867
Interest On Fixed Deposits	3,165,378	2,880,492
Bank Charges	1,231,197	1,082,941
Total	47,906,039	53,076,888

NOTE 24

Other Expenses

A. Manufacturing & Operating Expenses		
Repair & Maintenance		
Factory Building	3,346,301	1,603,230
Plant and Machinery	2,618,508	3,720,914
Other Assets	92,086	73,902
	6,056,895	5,398,046
Trading Purchases	20,996,623	22,002,849
Power & Water Charges	46,810,602	61,019,682
Total Manufacturing & Operating Expenses	73,864,120	88,420,577
B. Administration Expenses		
Membership & Subscription	796,515	730,860
Telephone	905,396	1,051,326
Printing & Stationery	665,199	427,010
Conveyance & Traveling	3,766,999	3,444,565
Legal, Professional Charges	2,446,423	360,435
Insurance	4,259,365	3,717,115
Vehicle Expenses	6,481,541	5,707,752
Rent, Rates & Taxes	4,114,788	3,031,446
Research & Development Expenses	1,923,197	2,374,012
Audit Remuneration	136,478	252,633
Director's Remuneration	10,200,311	10,104,194
Director's Meeting Fees	72,250	78,250
Donation	1,868,201	99,301
Books & Periodicals	79,924	71,179
Service Charges	5,076,919	5,410,633
Wheeling Charges	1,900,201	948,690
Advances Written Off	6,899,582	-
Postage & Telegram	222,745	185,575
General Expenses	7,181,777	6,067,875
Total Administrative Expenses	58,997,811	44,062,851



C. Selling & Distribution Expenses	Year Ended 31.03.2014 Rs.	Year Ended 31.03.2013 Rs.
Advertisement	303,449	250,926
Commission & Brokerage	4,797,926	2,574,490
Sales Tax & Excise Duty Paid	2,561,969	1,747,723
Packing Expenses	61,059,315	50,408,997
Transport Outward	21,756,647	19,932,295
Bad Debts	3,469,879	-
Octroi Duty	1,890	12,506
Total Selling Expenses	93,951,075	74,926,937
Total Other Expenses	226,813,006	207,410,365

NOTE 25

Contingent liabilities not provided for in respect of :

- Estimated amount of contracts remaining to be executed on Capital Account and not provided for Rs. 7.27 Lakhs (Previous year Rs.12.68 Lakhs).
- Bills Discounted with Bankers are Rs. 47.35 Lakhs (Previous year Rs. Nil). Since realised Rs. 47.35 Lakhs.

NOTE 26

- The Sales Tax Assessment has been completed upto financial year 2005-06 and 2008-09. The Company does not expect any substantial demand in respect of subsequent years.
- The Income Tax Assessment has been completed upto the Assessment year 2011-12. The Company does not expect any substantial liability for the subsequent years.

NOTE 27

Remuneration to the Executive Directors	2013-2014 RUPEES	2012-2013 RUPEES
a) Salary	9,225,401	9,132,542
b) P.F. Contribution	974,910	971,652
c) Perquisites	96,878	112,335
	10,297,189	10,216,529

Due to inadequacy of profits no commission is paid to the Directors.

The Company is in the process of making an application to the Central Government for waiver of excess managerial remuneration paid to the Directors.

Note 28

Travelling Expenses include Rs. 8.90 Lakhs (Previous year Rs.6.89 Lakhs).incurred on travelling by the Directors. Above amount includes expenses for foreign travel amounting to Rs. 4.69 Lakhs (Previous year Rs.Nil).

Note 29

In the opinion of the Board, the Current Assets, Loans and Advances are approximately of the value at least equal to the amount at which they are stated if realized, in the ordinary course of business.



Note 30

Details of balances lying with banks other than Scheduled banks.	Balance Outstanding	Maximum Balance
The Dadasaheb Rawal Co-operative		
Bank of Dondaicha Ltd., Dondaicha		
Current Account, Dondaicha	586,438	586,438
	(586,438)	(586,438)
Current Account, Dondaicha (Diesel Pump)	367	367
	(367)	(367)
Dividend Account, Dondaicha	1,000	1,000
	(1,000)	(1,000)
Current Account, Dhule	8,959	8,959
	(8,959)	(8,959)
Current Account, Navi Mumbai	4,055	4,055
	(4,055)	(4,055)
Fixed Deposits	1,588,792	1,588,792
	(1,588,792)	(1,588,792)
Indira Sahakari Co-op Bank Ltd., Dhule		
Current Account	3,193	3,193
	(3,193)	(3,193)

(Shri Jaydeosinh J. Rawal Director is Chairman of The D.R.Co-op Bank of Dondaicha Ltd., Dondaicha

Shri Jitendrasinh J. Rawal is relative of above Director).

Note 31

The identification of suppliers as Micro and Small Enterprises covered under the "Micro, Small and Medium Enterprises Development Act,2006" was not done as no suppliers has provided the required information.

Note 32

The Company is primarily engaged in the business of Manufacturing of Maize Products. Since the inherent nature of these activities are governed by the same set of risks and returns, these have been groped as a single segment in the above disclosures. The said treatment is in accordance with the guiding principle enunciated in the Accounting Standard on "Segment Reporting (As-17)". The other activities (mainly for captive consumption of the Company where risks and returns are not similar to that of the main activity are Diesel Pump and Power Generation. These activities although can be termed as business segments, are not reported separately above as they are not reportable segments as defined under the Accounting Standard (AS-17) for segment reporting.

Note 33

Operating Lease : The Company has taken land for Wind under operating lease for a period of 30 years.
The lease agreement are normally renewed on expiry.

Note 34

Major Components of Deferred Tax Assets and Deferred Tax Liabilities

Particulars	Balance AS AT 31.03.2013 Rupees	Arising during the year Rupees	Balance carried AS AT 31.03.2014 Rupees
Deferred Tax Liabilities			
on account of timing difference in Depreciation	82,014,469	(4,154,097)	77,860,372
Total	82,014,469	(4,154,097)	77,860,372
Deferred Tax Assets			
on account of timing difference in			
(a) Unabsorbed Depreciation	22,765,283	(22,765,283)	-
(b) Provision for doubtful debts	995,570	(995,570)	-
(c) Leave encashment (Net)	3,003,711	314,821	3,318,532
(d) Inventory Valuation (Net)	57,504	237,610	295,114
Total	26,822,068	(23,208,422)	3,613,646
Net Deferred Tax Liability / (Assets)	55,192,401	19,054,325	74,246,726

Note 35

Earning Per Share (EPS)	2013-2014	2012-2013
The basic and Diluted EPS is calculated as under :		
Profit attributed to Equity Shareholders (After Tax)	37,692,375	(23,598,285)
No. of equity shares (of Rs. 10 each)	4,200,000	4,200,000
Earning per Share	8.97	(5.62)

Note 36

Payment to Auditors	2013-2014	2012-2013
Audit Fees	101,124	111,124
Tax Audit Fees	20,354	16,854
Certification Fees	-	8,325
Others	-	116,330

Note 37

Employee Benefits

(a) Defined Contribution Plan

Employee Benefits in the form of employee state insurance and provident fund are considered as defined contribution plan and contribution are charged to the Profit and Loss A/c for the year when the contribution to the respective funds are due.

(b) Defined Benefits Plan:

(i) Gratuity

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on death or resignation or retirement at 15 days salary (last drawn) for each completed year of service. The Scheme is funded with Insurance Corporation in the form of qualifying insurance policy with premium determined through actuarial valuation.

(ii) Leave Wages

The leave wages are payable to all eligible employees at the rate of daily salary for each day of accumulated leave on death or on resignation or upon retirement on attaining superannuation age. The computation is made on the basis of actual leave outstanding of the employee on the valuation date.



	(Rs.in Lacs)	
Define Benefit Plan	Current Year Rs	Previous year Year
Change in the present value of obligations :		
Liability at beginning of year	95.55	88.13
Interest Cost	7.64	7.05
Current Service Cost	5.73	5.88
Past Service Cost	—	—
Benefits Paid	(16.38)	(14.17)
Actuarial (Gain) / loss on obligations	5.57	8.66
Liability at the end of the year	98.11	95.55
Fair value of plan assets :		
Fair value of plan assets at the beginning of the year	93.17	91.51
Expected return on plan assets	7.59	(8.18)
Contributions	3.77	13.31
Benefits Paid	(16.38)	(14.17)
Actuarial (Gain) / loss plan assets	—	8.66
Fair value of plant assets at the end of the year	88.15	91.13
Total Actuarial gain / (loss) to be recognized:	—	—
Balance Sheet Recognition :		
Present value of obligation	98.11	95.55
Fair value of plan assets	88.15	91.13
Liability / (Assets)	—	—
Unrecognized past service cost	—	—
Liability / (Assets) recognized in the Balance Sheet	(9.96)	4.42
Expenses recognized in the Profit and Loss account:		
Current service cost	5.73	5.72
Interest Cost	7.64	7.05
Expected return on plan assets	(7.59)	(8.18)
Net actuarial gain / (loss) recognized in the year	5.57	8.66
Past Service Cost	—	—
Expenses recognized in the statement of Profit and Loss	11.35	13.41
Actuarial assumptions:		
Discount rate p.a.	8.00 %	8.00 %
Mortality	LIC 1994-96 Ultimate	LIC 1994-96 Ultimate
Future Salary increases p.a.	4.00 %	4.00 %
Retirement	58 years	58 years

Note 38

Disclosure of related parties / related party transactions

i) List of Associates

Unique Sugars Ltd., Jaychandra Agro Industries Pvt.Ltd., Rawal Agro Chem Industries Pvt.Ltd., Kreative (Export & Import) Pvt.Ltd., Toranmal Hill Resorts Pvt.Ltd., Rawal Trading Enterprises Pvt.Ltd., Jaysinha Financing Pvt.Ltd., J.J.Agro Farms & Foods and J.J.Agro Farms & Aquaculture.

ii) Key Management Personnel & their relatives :

1. Mr. Jitendrasinh Jaysinh Rawal	Chairman & Managing Director
Mrs. Nayankumar Jitendrasinh Rawal (Wife)	
Mr. Jaykumar Jitendrasinh Rawal (Son)	Director
2. Mr. Jaydeosinh Jaysinh Rawal	Director
Mrs. Binankumar Jaydeosinh Rawal (Wife)	
Mr. Rishikesh Jaydeosinh Rawal (Son)	
Mr. Vikrant Jaydeosinh Rawal (Son)	Director
3. Mr. Gulabsing Pauladsing Chaudhary	Director

Note 39

Disclosure of Related Party Transactions :					2013-2014 (Rs.)	2012-2013 (Rs.)
Sr. No.	Nature of relationship / Transactions	Key Management Personnel	Relatives	Associates	Total	Total
1	Purchase of Goods Jaychandra Agro Industries Pvt.Ltd. 4471885 (43871)			4,471,885	4,471,885	43,871
2	Sales of Goods / Contract revenue Unique Sugars Limited 6216338 (10394170), Jaychandra Agro Industries Pvt. Ltd. 4962443 (54382746), Rawal Agro Chem Industries Pvt. Ltd. 2139962 (2247760), J.J. Rawal Dairy Farm 45002 (Nil), J.J. Rawal Aqua Farm 396113 (361473), J.J. Rawal NIL (77,133)			13,759,858	13,759,858	67,463,282
3	Processing Charges Received Unique Sugars Limited 53149989 (52716097)			53,149,989	53,149,989	52,716,097
4	Fixed Deposits Shri Jitendrasinh j. Rawal 2595000 (2595000), Jaykumar J. Rawal 95000 (95000) Miss Panchratna J. Rawal 10060000 (9985000), Miss Hansa J. Rawal 426000 (426000), Mrs. Nayankuwar J. Rawal 1441500 (1441500), Mrs. Subhadradevi J. Rawal 329500 (277000), Kumar. Jayaditya J. Rawal 103500 (103500), Smt. Chandrakuwar J. Rawal 6454000 (6454000), Kum. Vendanteshwari J. Rawal 5000 (5000)	2,690,000	18,819,500		21,509,500	21382000
5	Interest on Fixed Deposit/Other Shri Jitendrasinh J. Rawal 1249628 (2202479), Mrs. Nayankuwar J. Rawal 178993 (127260), Miss Panchratna J. Rawal 1185263 (972363), Shri Jaykumar J. Rawal 11710 (10709), Kum. Jayaditya J. Rawal 12566 (10817), Mrs. Subhadradevi J. Rawal 36752 (32846), Miss Hansa J. Rawal 51845 (31174), Smt. Chandrakuwar J. Rawal 645400 (645399) Kumari Vedanteshwari J. Rawal 603 (530)	1,261,338	2,111,422	-	3,372,760	4,033,577
6	Rent Unique Sugars Limited 22000 (22000), Rawal Trading Enterprises Pvt. Ltd. 216000 (216000), Shri Jitendrasinh J. Rawal 198341 (158731), Shri Jaydeosinh J. Rawal 206105 (164944).	404,446		238,000	642,446	561,675
7	Rent Received Rawal Agro Chem Industries Pvt. Ltd. 10,000 (10,000),			10,000	10,000	10,000
8	Trade Receivable Unique Sugars Limited 10821682 (1706913), Jaychandra Agro Industries Pvt. Ltd. Nil (1112890), Rawal Agro Chem Industries Pvt. Ltd. 2616430 (Nil),Kreative (Export & Import) Pvt.Ltd. 782040 (772040), J.J. Rawal Dairy Farm 175510 (175510), J.J.Rawal Aqua Farms 83089 (164844), Jay Dairy Farm 240234 (Nil), J.J. Rawal Nil (22609).			14,718,985	14,718,985	3,954,806
9	Trade Payable Jaychandra Agro Industries Pvt. Ltd. 664802 (208219), Rawal Agro Chem Industries Pvt. Ltd. Nil (2891023), Jaysinha Financing Pvt. Ltd. 644868 (644868), Rawal Trading Enterprises 293307 (98907). J.J. Rawal Farm (Agri & Aqua) NIL (3917), J. J. Agro & Foods NIL (626).			1,602,977	1,602,977	3,847,560
10	Remuneration paid to Directors Refer note No. 27.	10,297,189			10,297,189	10,216,529



Note 40

Loans and Advances (Deposits) to Associates as per clause 32 of the listing agreement.

Sr. No.	Name of the associates	Current Years	Previous Year
01)	Kreative (Export & Import) Pvt.Ltd.	35.00 Lacs	35.00 Lacs
02)	Rawal Trading Enterprises Pvt.Ltd.	18.50 Lacs	18.50 Lacs
03)	Jaychandra Agro Industries Pvt.Ltd.	3.00 Lacs	3.00 Lacs

Note 41

Value of Capital Goods Imported

(calculated on CIF basis)

Nil

Nil

Note 42

Consumption of Raw Materials

Spare Parts & Components

I) Imported	-	-	-	-
ii) Indigenious	100	1,413,095,133	100	1,443,257,389
	<u>100</u>	<u>1,413,095,133</u>	<u>100</u>	<u>1,443,257,389</u>

Note 43

Expenditure in Foreign Currency

For Stores and Spares

51.04 Lacs

3.60 Lacs

Note 44

Remittances in Foreign Exchange

for Capital goods

Nil

Nil

Note 45

Earnings in Foreign Exchange (For Value Of Exports)

197.10 Lacs

431.98 Lacs

Note 46

Figures for the previous year have been regrouped/rearranged wherever necessary.

Signature to Note 1 to 46

As per our Report of even date attached.

FOR AND ON BEHALF OF THE BOARD

For M.B. AGRAWAL & CO.

CHARTERED ACCOUNTANTS

FRN 100137 W

HARSHAL AGRAWAL

PARTNER

MEMBERSHIP NO. 109438

CHAIRMAN &

MANAGING DIRECTOR

: JITENDRASINH J. RAWAL

WHOLE TIME DIRECTORS

: JAYKUMAR J. RAWAL

G.P.CHAUDHARY

COMPANY SECRETARY

: Y.L.SINDHWAD

PLACE : MUMBAI

DATE : 30th May, 2014

PLACE : MUMBAI

DATE : 30th May, 2014

Universal Starch-Chem Allied Ltd.

CIN No. L24110MH1973PLC016247

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

■ ATTENDANCE SLIP ■

I hereby record my present at the 41st Annual General Meeting of the Members of Universal Starch-Chem Allied Ltd. will be held on Monday, 29th September 2014 at 11.00 a.m., at Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028.

Folio No. _____

Full Name of the Shareholder / Proxy _____
(IN BLOCK LETTERS)

Signature

Please cut here and bring the above attendance slip at the meeting.

-----TEAR HERE-----

Form No. MGT-11

Universal Starch-Chem Allied Ltd.

CIN No. L24110MH1973PLC016247

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

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the member (s) :

Registered Address :

E.Mail Id : Folio No./Client Id : DP ID.....

I/We, being the member(s) holding shares of the above named Company, hereby appoint

1. Name : Address:

.....E.mail ID:Signature : or failing him

2. Name : Address:

.....E.mail ID:Signature : or failing him

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 at the 41st Annual General Meeting of the Company to be held on the 29th September, 2014 at 11.00 am at Regd. office Mumbai-28 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1 :2 :3 :

Signed this.....day of2014

Signature of shareholder

Signature of Proxy holder(s)

Affix Re.1
Revenue
stamp

Note: This form duly filled up, stamped and signed by the appointer or his attorney duly authorized in writing or if the appointer is a Body Corporate, under the seal or signed by an attorney duly authorized by it shall be deposited at the Registered Office of the Company along with the power of Attorney, if any under which the Proxy Form is signed, not less than 48 hours before the time for holding the meeting.

**Form No: MGT-12
POLLING PAPER**

[Pursuant to Section 109 (5) of the Companies Act, 2013 and rules 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

CIN NO: **L24110MH1973PLC016247**

NAME OF THE COMPANY: **UNIVERSAL STARCH-CHEM ALLIED LIMITED, DADANAGAR, DONDAICHA**

REGISTERED OFFICE: Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (W), Mumbai - 400 028 - India.

BALLOT PAPER

Sr. No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letters)	
2	Postal Address	
3	Registered Folio No. /*Client ID. No. (*Applicable to investors holding shares in dematerialized form)	
4	Class of Share	

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No.	Item	No.of Shares held by me	I assent to the resolution	I dissent from the resolution
1	To receive, consider and adopt the Audited Financial Statement of the Company for the Financial Year ended March 31, 2014 including the Audited Balance sheet as at March 31, 2014, the Statement of Profit & Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon			
2	To appoint a Director in place of Shri. Jaydeosinh J. Rawal, who retires by rotation and being eligible, offers himself for re-appointment			
3	Appointment of M/s M. B. Agrawal & Co., as the Statutory Auditors of the Company and to authorise the Board of Directors to fix their emuneration			
4	Appointment of Shri. Ashok N. Kothary (DIN: 008911919) as an independent Director of the Company			
5	Appointment of Shri. Devprakash Hemraj Yadava (DIN: 00778976) as an independent Director			
6	Appointment of Shri. Bindu Madhavan Ranga Venkatesh (DIN: 01799569) as an independent Director of the Company			
7	Appointment of Smt. Sudha R. Mody (DIN: 01633060) as an independent Director of the Company			
8	Appointment of Shri. Ashok C. Shah (DIN: 00236555) as an independent Director of the Company			
9	Re - appointment of Shri. Jaykumar J. Rawal (DIN: 02261128) as a whole time Director of the Company			
10	Re - appointment of Shri. Gulabsingh P. Chaudhary (DIN: 00308910) as a whole time Director (works) of the Company			
11	Waiver of excess managerial remuneration paid to shri Jitendrasinh J Rawal (DIN: 00235016) Chairman & Managing Director			
12	Incase in the remuneration paid to shri Jitendrasinh J Rawal (DIN: 00235016) Chairman & Managing Director			
13	Ratification of Borrowing limits in terms of Section 180 (1) (c) of the Companies Act, 2013			
14	Ratification of the power to create charges on the asset of the company in terms of Section 180 (1) (a) of the Companies Act, 2013			

Place:

Date:

(Signature of Shareholder)

“We are Eco Friendly”

To



If Undelivered please return to:

UNIVERSAL STARCH-CHEM ALLIED LIMITED,
Mhatre Pen Building, 'B' Wing, 2nd Floor,
Senapati Bapat Marg,
Dadar (W), Mumbai - 400 028.