

UNIVERSAL STARCH-CHEM ALLIED LTD.



Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400 028.
Tel.: 6656 3333, 2436 2210 • Fax:022-2430 5969 • Gram:GROWMAIZE • E-mail:mumbai@universalstarch.com
CIN : L24110MH1973PLC016247

Date :

Date: 29th September, 2017

To,
The Deputy General Manager
Corporate Relationship Department,
Bombay Stock Exchange
P.J.Towers,
Dalal Street,
Mumbai 400 001.

Sub: Scrutinizer Report & Disclosure of Voting Results of the 44th Annual General Meeting of the Company held today i.e 29th September, 2017 for the Financial Year 2016-2017.

Ref: Universal Starch Chem Allied Limited (Scrip Code: 524408)

Dear Sir/Madam,

With reference to the above subject matter please find enclosed herewith the Scrutinizer Report and Pursuant to Regulation 44 (3) of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, voting results of the 44th Annual General Meeting of the members of the Company for the financial year 2016-2017. as per the format prescribed under the said Regulation.

Please note that all the resolutions has been passed with requisite majority as prescribed under the applicable laws.

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

Thanking you.

For Universal Starch Chem Allied Limited



Chaitali Salgaonkar
Company Secretary

Encl:a/a

FORM No MGT - 13

SCRUTINIZER'S REPORT

[Pursuant to section 109 of Companies Act, 2013 and Rules 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
Universal Starch Chem Allied Limited,
Mhatre Pen Building, 'B' Wing, 2nd Floor,
Senapati Bapat Marg, Dadar (West),
Mumbai – 400028,
Maharashtra, India.

Dear Sir,

44th Annual General Meeting (AGM) of the Equity Shareholders of Universal Starch Chem Allied Limited held on Friday, 29th September, 2017 at 11.00 a.m. at the Registered Office of the Company at Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400028.

1. I, Leena Agrawal Practicing Company Secretary, having office at 204, Mhatre Pen Building, Senapati Bapat Marg, Dadar (West), Mumbai - 400028, appointed as Scrutinizer by the Board of Directors of **M/s UNIVERSAL STARCH CHEM ALLIED LIMITED** (The Company) for the purpose of scrutinizing the e-voting process along and to scrutinize the physical ballot forms received from the shareholders and ascertaining the requisite majority on e-voting carried out as per the provision of section 108 of Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof in respect of the

below mentioned resolution to be passed at the 44th Annual General Meeting (AGM) of the Equity Shareholders of the Company held on Friday, 29th September, 2017 at 11.00 a.m. at the Registered Office of the Company at Mhatre Pen Building, 'B' Wing, 2nd Floor, Senapati Bapat Marg, Dadar (West), Mumbai – 400028.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 read with Rules relating to e-voting and poll and clauses of Listing Agreement related to e-voting, on the resolutions contained in the Notice of 44th Annual General Meeting members of the Company. My responsibility as a Scrutinizer for the e-voting process and poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast in "favour" or "against" the resolution as stated in the Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), and the details/report provided by the Registrar and Transfer Agents of the company (M/s Sharex Dynamic (India) Pvt. Ltd.
3. Further to above, I submit my report as under:
 - 3.1 The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility of electronic voting to the shareholders of Company. The Company has uploaded all the items of business to be transacted on the website of the Company and also it's Service Provider to facilitate their shareholders to cast their vote through e-voting.
 - 3.2 The notices dated August 16, 2017 convening Annual General Meeting along with statement setting out material facts under section 102 of the act were sent to the Shareholders along with the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided under Rule 20 of the Companies (Management and Administration) Rules, 2014.
 - 3.3 The shareholders of the company holding shares as on the "cut off" date i.e. Friday, 22nd September, 2017 were entitled to vote on the proposed



resolutions as set out in Item numbers 1 to 5 in the notice of the 44th AGM of M/s Universal Starch Chem Allied Limited.

- 3.4 The e-voting period commenced from Monday, 25th September, 2017 (9.00 a.m. IST) till Thursday, 28th September, 2017 (5.00 p.m. IST) and the CDSL e-voting platform was blocked thereafter. The votes cast under the e-voting facility were then unblocked in the presence of two witness who were not in employment of the company. Physical ballot was conducted at the venue of the AGM through the ballot papers.
- 3.5 After the voting at the AGM was conducted. One (1) ballot box kept for the purpose of casting of votes was locked in my presence. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot papers were diligently scrutinized. The shareholders had casted their votes through remote e-voting. One member casted their vote through physical ballot.
- 3.6 Thereafter, I as a scrutinizer duly compiled the details of Remote E-voting carried out by the members together with the physical voting done at the venue of the AGM by way of ballot paper, the details of which are as follows:

Details	Remote E-voting	Voting by ballot at the AGM	Total Voting
No. of members who cast their votes	48	1	49
Total Number of shares held by them	1623533	20	1623553

(Number of Members is calculated on the basis of Folio No. of Members.)

- 3.7 The e-voting data was scrutinized by me for verification of votes cast "in favour" and "against" the Resolution.
- 3.8 Thereafter, the details containing *inter alia*, list of Equity Shareholders, who voted "in favour" or "against" each of the resolutions that were put to vote were generated from the e-voting website of Central Depository Services

(India) Limited on their website i.e. www.evotingindia.com and the result of the e-voting and after conducting the ballot process at the Annual General Meeting is as under:

The resolutions wise results of the Remote E-voting together with that of voting conducted at the venue of the AGM by way of ballot paper are as under:

Ordinary Business

1. Resolution No 1 (Ordinary Resolution)

Adoption of Financial Statements of the Company for the year ended March 31st, 2017 including the Audited Balance Sheet as at March 31st, 2017, the Statement of Profit and Loss Account for the year ended on that date, along with the Reports of the Directors and Auditors thereon.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	48	1623533	100
Voting by ballot paper	1	" 20	0
Total	49	1623553	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0
Voting by ballot paper	0	0	0
Total	0	0	0



iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0

2. Resolution No 2 (Ordinary Resolution)

Appointment of Director in place of Shri. Vikrant J. Rawal (DIN 02440151) who retired by rotation and being eligible offers himself for re-appointment.

i. Voted in favour of the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	48	1623533	100
Voting by ballot paper	1	20	0
Total	49	1623553	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0
Voting by ballot paper	0	0	0
Total	0	0	0

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0

3. Resolution No 3 (Ordinary Resolution)

Appointment of M/s S. M & Co., Chartered Accountants, Mumbai, having Firm Registration No. 310015E as Statutory Auditors of the Company approved in the 44th Annual General Meeting until the conclusion of the 49th Annual General Meeting is hereby approved in this Annual General Meeting with remuneration as may be decided by the Board of Directors.

i. Voted in favour of the resolution

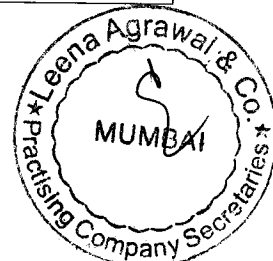
Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	48	1623533	100
Voting by ballot paper	1	20	0
Total	49	1623553	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0
Voting by ballot paper	0	0	0
Total	0	0	0

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0



Special Business

4. Resolution No 4 (Special Resolution)

Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

i. Voted in favour of the resolution

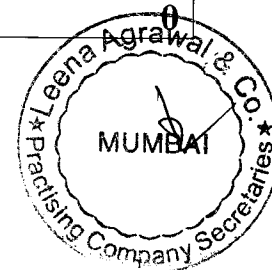
Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	48	1623533	100
Voting by ballot paper	1	20	0
Total	49	1623553	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0
Voting by ballot paper	0	0	0
Total	0	0	0

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0



5. Resolution No 5 (Special Resolution)

Re-Appointment of Shri. Gulabsing Pauladsing Chaudhary (DIN 00308910) as Whole-Time Director (WORKS) of the Company with effect from 29/01/2017.

i. Voted in favour of the resolution

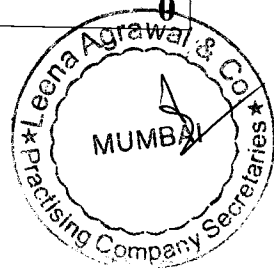
Manner of Voting	No. of members voted	No. of votes cast in 'favour' of resolution	% of total number of valid votes cast
E-voting	47	1622533	100
Voting by ballot paper	1	20	0
Total	48	1622553	100

ii. Voted against the resolution

Manner of Voting	No. of members voted	No. of votes cast in 'Against' of resolution	% of total number of valid votes cast
E-voting	0	0	0.00%
Voting by ballot paper	0	" 0	0.00%
Total	0	0	0.00%

iii. Invalid Votes

Manner of Voting	No. of members whose votes were declared 'Invalid'	Total number of votes cast by them declared 'Invalid'
E-voting	0	0
Voting by ballot paper	0	0
Total	0	0



4. You may accordingly declare the result of voting by e-voting and ballot.
5. All the resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of Ballot Paper with the requisite majority and deemed to be passed as on the date of the Annual General Meeting.
6. The Register and all other ballot papers relevant to e-voting and physical ballot shall remain in our safe custody until the Chairman approves and signs the Minutes of the aforesaid AGM and the same would thereafter be handed over to the Management, for safe keeping.

Thanking you,

Yours Faithfully,

Leena Agrawal & Co
Practising Company Secretaries

Leena

Place: Mumbai
Date: September 29, 2017



Leena Agrawal
Proprietress

M. No.: FCS 6607
COP No.: 7030

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Date :

Disclosure of Voting Results as per Regulation 44 (3) of SEBI Listing Obligation And Disclosure Requirements) Regulation, 2015

Date of Annual General Meeting	29 th September, 2017
Total No of shareholders as on record date i.e 22 nd September, 2017	2326
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	11
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	NA
Public:	

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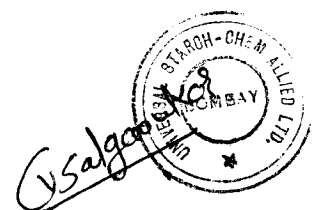
Date :

Resolution required: (Ordinary/ Special)

Resolution No.1 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the Reports of the Directors and the Auditors thereon. **Ordinary Resolution**

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll		1608933	69.86	1608933	0	100	0
	Postal Ballot (if applicable)	2302800	0	0	0	0	0	0
	Total		1608933	69.86	1608933	0	100	0
Public Institutions	E-Voting Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting Poll		14600	0.76	14600	0	100	0
	Postal Ballot (if applicable)	1897200	20	0.00	20	0	0	0
	Total		14620	0.77	14620	0	100	0
Total		4200000	1623553	38.65	1623553	0	100	0



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CIN : L24110MH1973PLC016247

Date :

Resolution required: (Ordinary/ Special)				Resolution No.2 To appoint a Director in place of Shri. Vikrant J. Rawal (DIN 02440151) who retires by rotation and being eligible offers himself for re-appointment. Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				NO (Except Mr. Vikrant Rawal & his relatives)					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	2302800	1608933	69.86	1608933	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		1608933	69.86	1608933	0	100	0	
Public Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		0	0	0	0	0	0	
Public Non Institutions	E-Voting	1897200	14600	0.76	14600	0	100	0	
	Poll		20	0.00	20	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		14620	0.77	14620	0	100	0	
Total		4200000	1623553	38.65	1623553	0	100	0	

V. Salgaonkar

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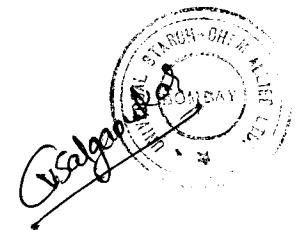


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Date :

Resolution required: (Ordinary/ Special)			Resolution No.3 To appoint M/s. S.M.Gupta & Co, Chartered Accountants, (Firm Regd. No. 310015E), as Statutory Auditors of the Company and to fix their remuneration. Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting Poll	2302800	1608933	69.86	1608933	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		1608933	69.86	1608933	0	100	0
Public Institutions	E-Voting Poll	0	0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting Poll	1897200	14600	0.76	14600	0	100	0
	Postal Ballot (if applicable)		20	0.00	20	0	0	0
	Total		14620	0.77	14620	0	100	0
Total		4200000	1623553	38.65	1623553	0	100	0



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CIN : L24110MH1973PLC016247

Date :

Resolution required: (Ordinary/ Special)				Resolution No. 4 Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?				NO					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	2302800	1608933	69.86	1608933	0	100	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		1608933	69.86	1608933	0	100	0	
Public Institutions	E-Voting	0	0	0	0	0	0	0	
	Poll		0	0	0	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		0	0	0	0	0	0	
Public Non Institutions	E-Voting	1897200	14600	0.76	14600	0	100	0	
	Poll		20	0.00	20	0	0	0	
	Postal Ballot (if applicable)		0	0	0	0	0	0	
	Total		14620	0.77	14620	0	100	0	
Total		4200000	1623553	38.65	1623553	0	100	0	

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CIN : L24110MH1973PLC016247

Date :

Resolution required: (Ordinary/ Special)

Resolution No. 5 Re-Appointment of Shri. Gulabsing Pauladsing Chaudhary (DIN 00308910) As Whole-Time Director (WORKS) of The Company with effect from 29.01.2017 **Special Resolution**

Whether promoter/ promoter group are interested in the agenda/resolution? **NO**

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		1608933	69.86	1608933	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	2302800	0	0	0	0	0	0
	Total		1608933	69.86	1608933	0	100	0
Public Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)	0	0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non Institutions	E-Voting		14600	0.76	14600	0	100	0
	Poll		20	0.00	20	0	0	0
	Postal Ballot (if applicable)	1897200	0	0	0	0	0	0
	Total		14620	0.77	14620	0	100	0
Total		4200000	1623553	38.65	1623553	0	100	0