



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

Regd. Office: 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396 195, Phone: +91-260-2400717

E-mail Id: uel.investors@upl-ltd.com; Website: www.uelonline.com

NOTICE

Notice is hereby given that an **Extra Ordinary General Meeting (“EOGM”)** of the members of **Uniphos Enterprises Limited** will be held on Monday, March 7, 2022 at 2.00 p.m. (IST) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”), to transact the business mentioned below.

The proceedings of the EOGM shall be deemed to be conducted at the Registered Office of the Company at 11, G.I.D.C., Vapi, Valsad, Gujarat-396195 which shall be the deemed venue of the EOGM.

SPECIAL BUSINESS:

1) ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013 AND CONSEQUENT ALTERATION IN THE OBJECT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 4 and 13 of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014, and any other applicable provisions, including any statutory modifications, amendment or re-enactments thereto, and the rules and regulations made thereunder (collectively “the Act”), and subject to the approval of statutory or regulatory authority, if required, the approval of members of the Company, be and is hereby accorded to adopt new set of Memorandum of Association of the Company as per the provisions of the Companies Act, 2013 and consequent alteration in Object Clause of the Memorandum of Association of the Company by inserting the new clauses under clause No III A as mentioned below:

6. *To carry on the business of manufacturing, processing, packing, dealing and distribution of all kinds of agricultural inputs and products such as agricultural implements, agrochemicals, packing materials, cotton ginning, pressing and other processes.*

7. *To purchase, sell, cultivate, plant, refine, purify, process, research, manufacture and to make marketable, whether on account of the Company or otherwise on job work, any agricultural inputs, seeds, seeds oil, fresh fruits, vegetables, flowers, food grains, commercial crops and any other agricultural produce and to act as importers, exporters and/ or distributors thereof.*
8. *To act as stockists, commission agents, representatives Exporters selling and purchasing agents, importers, distributors of all kinds of Agro products including tobacco, cotton, groundnuts, turmeric, chillies, paddy, sugarcane and other agricultural products.*
9. *To import, export, buy, sell and deal in and with, whether, as Principals, agents, brokers, or otherwise, substance and articles of every or any description, and to carry on all or any of the business of importers, exporters, manufacturers, contractors, buying and selling agents, wholesale and retail dealers in all and every kind of produce, substance, goods, machineries, machinery parts, mill stores, materials and merchandise, minerals and articles from in and to all parts of the world.*
10. *To acquire, construct, conduct, establish, own, develop, operate, take on lease, grant on lease, run and manage and to carry on the business of running holiday resorts, hotels , motels, holiday camps, road houses, rest houses, guest houses, retreats, cottages, time-share resorts, country clubs, casinos, villas, chalets, tourist bungalows, summer houses, castles, inns, restaurants, kiosks, outlets, cafes, taverns, refreshment rooms, retreats, health care clinics, health spas, health rejuvenation hospitals and all other types of accommodations of all descriptions, both across the country and abroad and to carry on similar or connected activities with all facilities and providing all services including creation of infrastructure related to it to purchase and develop land for visitors, guests or customers to construct eco-friendly buildings, to lease the land to visitors, customers or guests to build pools, spas, cottages, transportation services for visitors and other facilities on their own or on contract basis.*
11. *To carry on the business as operators, organizers and managers of amusement parks, of all kinds of entertainments, sports, recreations, indoor and outdoor amusements, including but not limited to amusement arcades, sideshows and games, competitions, tournaments, concerts, cinema and television performance, stage and variety shows, dancing, skating, aquatic and equestrian events, and pyrotechnic, aerial and other displays and to enter into agreements with, grant lease and licences to, and engage and employ showmen, artists, entertainers, performers, sportsmen and other persons for the purpose.*

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee thereof, which may exercise its powers, including the powers, conferred by this resolution) be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. **TO GIVE LOANS, INTER CORPORATE DEPOSITS, GIVE GUARANTEES IN CONNECTION WITH LOANS MADE BY ANY PERSON OR BODY CORPORATE AND ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE THE SECURITIES OF ANY OTHER BODY CORPORATE IN EXCESS OF THE LIMITS PRESCRIBED IN SECTION 186 OF THE COMPANIES ACT, 2013.**

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

“RESOLVED THAT, in supersession of all the earlier resolutions passed, pursuant to the provisions of Section 186 of the Companies Act, 2013 (the ‘Act’) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and subject to other applicable laws and such other approvals, consents, sanctions and permissions as may be required in that behalf and in terms of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to:

- (a) give loans, inter corporate deposits from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- (b) give on behalf of any person, body corporate, any guarantee in connection with a loan made by any other person to, or to any other person by any body corporate; and

(c) acquire by way of subscription, purchase or otherwise the securities of any other person by any body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rupees 1000 crore, (Rupees One Thousand Crore) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee is given along with the investments, loans, inter corporate deposits, guarantee proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board to invest in the Sister concerns in the group, Associates, Related Parties, whether Indian or overseas, give loans to them; provide guarantees on their behalf, within the aforesaid limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), inter-corporate deposits, or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the limits indicated hereinabove in case of divestment, renewal, withdrawal, transfer or sale of investment / guarantee as the case maybe, be restored to the original sanctioned limit of Rupees 1000 crore, (Rupees One Thousand Crore).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company.”

BY ORDER OF THE BOARD
For **UNIPHOS ENTERPRISES LIMITED**

Place: Mumbai
Date: February 7, 2022.

K. M. THACKER
Company Secretary
(ICSI Membership No. ACS-6843)

NOTES:**1. Explanatory Statement:**

An Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013 sets out all material facts with respect to item nos. 1 and 2.

2. Procedure for attending the EOGM through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”):

- 2.1 In view of the global outbreak of unprecedented Covid-19 pandemic and pre-requisite social distancing measures, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 21/2021 dated December 14, 2021, Circular No. 20/2021 dated December 08, 2021, Circular No. 10/2021 dated June 23, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No.39/2020 dated December 31, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 22/2020 dated June 15, 2020, read with Circular No. 20/2020 dated May 5, 2020, Circular No. 17/2020 dated April 13, 2020 read with Circular No. 14/2020 dated April 8, 2020, and the Securities and Exchange Board of India (“SEBI”) vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (collectively referred to as “applicable Circulars”) have allowed the companies to conduct the EOGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) without the physical presence of the members at a common venue. Hence, in compliance with the provisions of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) and the applicable Circulars, the EOGM of the Company is being held through VC/OAVM facility of National Securities Depository Limited (‘NSDL’) e-voting platform. Procedure for attending the EOGM is provided below:
- 2.2 The Members can join the EOGM in the VC/OAVM mode 15 (Fifteen) minutes before and after the scheduled time of commencement of the Meeting by following the procedure as provided below at Sr. No. 14 of the Notes to the Notice. The facility of participation at the EOGM through VC/OAVM will be made available for members on first come first served basis and will close after 15 minutes of the conclusion of EOGM. The large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the EOGM without any restriction on account of first come first served basis.

- 2.3 The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 2.4 Detailed procedure for joining the EOGM is provided below at Sr.No.14 of the Notes to the EOGM Notice.

3. Appointment of Proxy:

PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EOGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Since, this EOGM is being held pursuant to the applicable Circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the applicable Circulars, the facility for appointment of proxies by the members will not be available for this EOGM and hence the proxy form, attendance slip and route map of EOGM are not annexed to this notice. However, Corporate/Institutional members intending to authorize their representative to attend the EOGM through VC/ OAVM facility and participate thereat and cast their votes through e-voting are requested to send to the Company a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory(ies) who are authorized to attend and vote on their behalf at the EOGM. The said Resolution / Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to bhaskar@nlba.in with a copy marked to evoting@nsdl.co.in and uel.investors@upl-ltd.com.

4. Dispatch of physical copies of the EOGM Notice:

In view of the COVID-19 pandemic and resultant difficulties involved in dispatch of physical copies of EOGM Notice and pursuant to the applicable Circulars, the requirement of dispatch of physical copies of the EOGM Notice has been dispensed with. Accordingly, the EOGM Notice is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company or the Depositories or Link Intime India Pvt. Ltd., Registrar and Share Transfer Agent of the Company ("Link Intime"), Unit: Uniphos Enterprises Limited, C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083, Contact No.: 91-22-49186270, Fax No.: 91-22-49186060, E-mail: rnt.helpdesk@linkintime.co.in.

Members may note that the EOGM Notice will also be available on the Company's website www.uelonline.com, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com). For any communication, the shareholders may also send requests to the Company's dedicated investors e-mail ID: uel.investors@upl-ltd.com

5. Process for updating bank mandate, e-mail ID, change of address, etc.:

Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant(s) in case the shares are held by them in electronic form and to Link Intime for shares held in physical form, with relevant documents that may be required.

6. Green Initiative:

To support the 'Green Initiative', members holding shares in physical mode and who have not yet registered their e-mail addresses/not updated their e-mail addresses with the Company are requested to update their e-mail addresses by writing to Link Intime along with the copy of the signed request letter mentioning the name and address of the member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the member. Members holding shares in dematerialized mode are requested to register / update their e-mail addresses with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, members may write to rnt.helpdesk@linkintime.co.in.

7. Facility of Nomination:

Shareholders can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled-in to Link Intime. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.

8. Submission of Permanent Account Number (PAN):

SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their dematerialized account(s). Members holding shares in physical form can submit their PAN details to Link Intime.

9. Dematerialization of securities:

Pursuant to Regulation 40 of the SEBI Listing Regulations, transfer of securities held in physical mode has been discontinued from April 1, 2019, except in case of transmission and transposition of securities. Members may kindly note that SEBI vide Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 read with Circular No. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/166 dated September 7, 2020, has fixed March 31, 2021 as the cut-off date for re-lodgement of transfer requests and has mandated that such transfers shall only be issued in demat mode. Therefore, Members who are still holding share certificate(s) in physical form are advised to dematerialize their certificate(s) to facilitate transfers and avail other benefits of dematerialization, which includes easy liquidity, electronic transfer, savings in stamp duty, elimination of all risk associated with physical shares, for ease of portfolio management and bad deliveries. Shareholders can contact the Company or Link Intime for assistance in this regard.

10. Inspection of Documents

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EOGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EOGM, i.e., March 7, 2022. Members seeking to inspect such documents can send an e-mail to uel.investors@upl-ltd.com

11. Registration as Speaker and Member's Queries:

Members who would like to express their views or ask questions during the EOGM may pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DPID and Client ID/ folio number, PAN, mobile number at uel.investors@upl-ltd.com from February 25, 2022 (9.00a.m.IST) to March 3, 2022 (5.00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the EOGM. The Company reserves

the right to restrict the number of questions and the number of speakers depending on the availability of time for the EOGM.

Shareholders, who would like to express their views / have questions may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at uel.investors@upl-ltd.com to enable the Company to reply suitably to their queries either at the time of EOGM or through email subsequent to the EOGM.

12. E-Voting:

12.1 Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (as amended), the Circulars issued by the MCA and SS-2 on “General Meetings” issued by the Institute of Company Secretaries of India, the Company is providing facility of remote e-voting to its Members in respect of the businesses to be transacted at the EOGM.

For this purpose, the Company has approached the National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a Shareholder using remote e-voting system as well as e-voting during the EOGM will be provided by NSDL.

12.2 M/s. N L Bhatia & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting as well as the e-voting process to be conducted at the EOGM, in a fair and transparent manner.

12.3 The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the **cut-off date i.e., Monday, February 28, 2022.**

12.4 A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depository Participant(s) as on the ‘**cut-off date**’ only shall be entitled to avail the facility of Remote e-voting or e-voting at the EOGM.

12.5 The procedure for e-voting on the day of the EOGM is same as the remote e-voting instructions provided below at Sr.No.14 of the Notes to the Notice.

12.6 Any person, who acquires Share(s) of the Company and becomes a Member of the Company after sending of the Notice and holding share(s) as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/ she is already registered with NSDL for remote e-voting then he/ she can use his/ her existing User ID and password for casting the vote. A person who is not a Member as on the ‘**cut-off date**’ should treat this Notice for information purpose only.

- 12.7 Once the vote on a resolution is cast, Members shall not be allowed to change it subsequently or cast the vote again.
- 12.8 Members can opt for only one mode of voting i.e. either through Remote e-voting or e-voting at the EOGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail.
- 12.9 In case of joint holders attending the EOGM, only such joint holder who is higher in the order of names will be entitled to vote.

13. Declaration of Voting Results:

- 13.1 The Scrutinizer shall immediately after 15 minutes from the conclusion of voting at the Meeting, will unblock and count the votes cast during the meeting and through remote e-voting and shall make and submit a consolidated Scrutinizer's report of the total votes cast in favour or against and invalid, if any, to the Chairman or a Director or Company Secretary authorized by him in writing, who shall countersign the same and declare the result of the voting within two working days of the conclusion of the EOGM as required under Regulation 44(3) of the SEBI Listing Regulations.
- 13.2 The Results declared along with the Scrutinizer's Report will be placed on the website of the Company at www.uelonline.com and on the website of NSDL, <https://www.evoting.nsdl.com/> and will also be displayed on the Notice Board of the Company at its Registered Office immediately after the Result is declared by the Chairman and will simultaneously be forwarded to BSE Limited and National Stock Exchange of India Limited, where Equity Shares of the Company are listed.
- 13.3 Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., Monday, March 7, 2022.

14. INSTRUCTIONS FOR REMOTE E-VOTING AND JOINING THE EOGM:

Members are requested to follow the instructions given below to cast their votes through e-voting:

- I. The remote E-voting facility will be available during the following voting period. During this period, shareholders holding shares either in physical form or in dematerialized form, as on the 'Cut-off date' i.e., **Monday, February 28, 2022**, may cast their vote through Remote e-voting by logging to NSDL website at <https://www.evoting.nsdl.com/>

Commencement of E-voting	End of E-voting
Friday, March 4, 2022 (at 9.00 a.m. IST)	Sunday, March 6, 2022 (at 5.00 p.m. IST)

The e-voting module shall be disabled by NSDL for voting thereafter.

The E-voting Event Number (EVEN) is as under:

EVEN	119260
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- II. Detailed steps on the process and manner for Remote e-voting/ e-voting at the EOGM and to join the VC facility at the EOGM, is given below:

STEP 1

A. PROCEDURE TO LOGIN FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Type of Shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. If you are already registered under NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider-NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the Remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to ‘Easi/Easiest’ are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.</p>
	<p>2. After successful login of Easi / Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p>
	<p>3. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p>
	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-</p>

participants	Voting feature. Click on options available against company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.	
HELPPESK FOR TECHNICAL ISSUES RELATED TO LOGIN THROUGH NSDL/CDSL FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE	
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B. PROCEDURE TO LOGIN FOR

- **SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE (OTHER THAN INDIVIDUAL SHAREHOLDERS)**

- **SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE**

1. Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-Services i.e. IDeAS, you can log- in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if your folio number is 001*** and EVEN is 119260 then user ID is 119260***

5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the email sent to you from NSDL from your mail box. Open the email and open the attachment i.e., a .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your e-mail ID is not registered, please follow steps mentioned below in process for those shareholders whose e-mail IDs are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to **“Terms and Conditions”** by selecting on the check box.
 8. Now, you will have to click on **“Login”** button.
 9. After you click on the **“Login”** button, Home page of e-Voting will open.

STEP 2

HOW TO CAST VOTE ELECTRONICALLY AND JOIN THE EOGM THROUGH VC FACILITY OR NSDL E-VOTING SYSTEM

1. After successful login at Step 1, you will see the homepage of e-Voting. Click on e-Voting and then on Active Voting Cycles.
2. After you click on Active Voting Cycles, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle is in active status.
3. Select **“EVEN 119260”** of Uniphos Enterprises Limited to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
6. Upon confirmation, the message **“Vote cast successfully”** will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
9. For joining virtual meeting, you need to Click on Company's EVEN number and then on "VC/OAVM" link placed under "Join General Meeting".
10. Members Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
11. Members are encouraged to join the Meeting through Laptops for better experience.
12. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
13. Members who need assistance before or during the EOGM, can contact Mr. Sagar Ghosalkar, Assistant Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in or sagar.ghosalkar@nsdl.co.in or at telephone number 022-42165506.

PROCEDURE FOR PROCURING USER ID AND PASSWORD FOR SHAREHOLDERS WHO HAVE NOT REGISTERED THEIR E-MAIL ID:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to uel.investors@upl-ltd.com.
2. In case shares are held in demat mode, please provide DPID- CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to uel.investors@upl-ltd.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and e-mail ID correctly in their demat account in order to access e-Voting facility.

General Guidelines for the Shareholders:

1. Institutional Shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution / Authority letter, etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to uel.scrutinizer@gmail.com with a copy marked to the Company at uel.investors@upl-ltd.com and to NSDL at evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request to Mr. Sagar Ghosalkar, Assistant Manager, NSDL at the designated e-mail ID: evoting@nsdl.co.in or sagar.ghosalkar@nsdl.co.in or at telephone number 022-42165506.

Process for those shareholders whose e-mail id are not registered with the Depositories, for procuring User ID and Password and registration of e-mail ID on e-Voting for the Resolutions set out in the EOGM Notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the Share Certificate (front and back), Permanent Account Number (PAN) Card (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) by e-mail to evoting@nsdl.co.in

2. In case shares are held in demat mode, please provide DPID- CLID (16 digit DPID + CLID or 16 digit Beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) evoting@nsdl.co.in.

INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EOGM:

1. The procedure for e-Voting on the day of the EOGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Shareholders, who will be present at the EOGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system at the EOGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EOGM. However, they will not be eligible to vote at the EOGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EOGM shall be the same person mentioned for remote e-Voting.

BY ORDER OF THE BOARD
For **UNIPHOS ENTERPRISES LIMITED**

Place: Mumbai
Date: February 7, 2022.

K. M. THACKER
Company Secretary
(ICSI Membership No. ACS-6843)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND OTHER APPLICABLE PROVISIONS.

Item No. 1:

The Memorandum of Association (“MOA”) of the Company was originally adopted when the Company was incorporated under the Companies Act, 1956. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Companies Act, 2013 it is proposed to adopt the new set of MOA of the Company as per the provisions of the Companies Act, 2013.

The principal business of the Company as per the current Memorandum of Association is to manufacture and process insecticides and other agricultural chemicals. The Company currently carries on the business of trading in insecticides and agricultural chemicals. Further, the Company continues to look forward to evaluate suitable opportunities, for both organic and inorganic expansions / diversifications for growth and thereby to enhance the shareholders’ value. Some of the new business areas that are being evaluated are for providing various kinds of hospitality services in addition to existing object clause. Accordingly, the Company is proposing, subject to approval of shareholders of the Company, to adopt new set of Memorandum of Association as per the provisions of the Companies Act, 2013 and consequent alteration in the object clause of the Memorandum of Association of the Company.

The Memorandum of Association (“MOA”) of the company shall include the following new clauses after Clause III(A) (5):

6. *To carry on the business of manufacturing, processing, packing, dealing and distribution of all kinds of agricultural inputs and products such as agricultural implements, agrochemicals, packing materials, cotton ginning, pressing and other processes.*
7. *To purchase, sell, cultivate, plant, refine, purify, process, research, manufacture and to make marketable, whether on account of the Company or otherwise on job work, any agricultural inputs, seeds, seeds oil, fresh fruits, vegetables, flowers, food grains, commercial crops and any other agricultural produce and to act as importers, exporters and/ or distributors thereof.*
8. *To act as stockists, commission agents, representatives Exporters selling and purchasing agents, importers, distributors of all kinds of Agro products including tobacco, cotton, groundnuts, turmeric, chillies, paddy, sugarcane and other agricultural products.*

9. *To import, export, buy, sell and deal in and with, whether, as Principals, agents, brokers, or otherwise, substance and articles of every or any description, and to carry on all or any of the business of importers, exporters, manufacturers, contractors, buying and selling agents, wholesale and retail dealers in all and every kind of produce, substance, goods, machineries, machinery parts, mill stores, materials and merchandise, minerals and articles from in and to all parts of the world.*
10. *To acquire, construct, conduct, establish, own, develop, operate, take on lease, grant on lease, run and manage and to carry on the business of running holiday resorts, hotels, motels, holiday camps, road houses, rest houses, guest houses, retreats, cottages, time-share resorts, country clubs, casinos, villas, chalets, tourist bungalows, summer houses, castles, inns, restaurants, kiosks, outlets, cafes, taverns, refreshment rooms, retreats, health care clinics, health spas, health rejuvenation hospitals and all other types of accommodations of all descriptions, both across the country and abroad and to carry on similar or connected activities with all facilities and providing all services including creation of infrastructure related to it to purchase and develop land for visitors, guests or customers to construct eco-friendly buildings, to lease the land to visitors, customers or guests to build pools, spas, cottages, transportation services for visitors and other facilities on their own or on contract basis.*
11. *To carry on the business as operators, organizers and managers of amusement parks, of all kinds of entertainments, sports, recreations, indoor and outdoor amusements, including but not limited to amusement arcades, sideshows and games, competitions, tournaments, concerts, cinema and television performance, stage and variety shows, dancing, skating, aquatic and equestrian events, and pyrotechnic, aerial and other displays and to enter into agreements with, grant lease and licences to, and engage and employ showmen, artists, entertainers, performers, sportsmen and other persons for the purpose.*

The Members may note that the Board of Directors of the Company at its meeting held on February 7, 2022 has approved, subject to approval of shareholders of the Company, the proposal for adoption of new set of Memorandum of Association as per the provisions of the Companies Act, 2013 and subsequent change in object clause of the Company for providing various kinds of hospitality services in addition to existing object clause.

The proposed change in object clause of the Company would not result in change of the legal status or constitution or operations or activities/nature of business being carried out by the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders and would be subject to approval of Ministry of Corporate Affairs.

In terms of Regulation 17 of the SEBI Listing Regulations the Board recommends passing of the special resolution at Item No. 1 of this Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company, if any.

Item No. 2:

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

The Company has been making investments of short/medium term surpluses in Liquid/Money Market Mutual funds on regular basis. It also has investments in listed and unlisted securities and in inter corporate loan.

In view of the above and to take advantage of the various opportunities of investment of surplus funds of the Company, which requires the Company to make loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.2 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

In terms of Regulation 17 of the SEBI Listing Regulations the Board recommends passing of the special resolution at Item No. 2 of this Notice, for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution except to the extent of their shareholding in the Company, if any.

BY ORDER OF THE BOARD
For **UNIPHOS ENTERPRISES LIMITED**

Place: Mumbai
Date: February 7, 2022.

K. M. THACKER
Company Secretary
(ICSI Membership No. ACS-6843)