

# Notice

**NOTICE** is hereby given that **49th ANNUAL GENERAL MEETING** of the Members of **UNIPHOS ENTERPRISES LIMITED** will be held on Thursday, 23rd August, 2018 at 10.00 a. m. at Hotel Green View Hall, National Highway No.8, Vapi, Dist. Valsad, Gujarat, Pin- 396 195, to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Non-Executive Vice Chairman, who retires by rotation and being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

3. To make investments, give loans, guarantees and provide securities beyond the prescribed limits under Section 186

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Section 186 and all other relevant provisions of the Companies Act, 2013, if any, and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent 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 include any of its duly authorized committees or one or more Directors) to (i) give any loans to any person or other body corporate, (ii) give any guarantees and/or to provide security in connection with a loan to any other body corporate or person, (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate or Mutual Fund exceeding sixty percent of Company's paid up capital, free reserves and securities premium account or one

hundred percent of its free reserves and securities premium account, whichever is more, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of ₹ 500 crores.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

## 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 AND SUCH PROXY NEED NOT BE A MEMBER.** The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of 49th Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution

authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 11th August, 2018 to Thursday, 23rd August, 2018 (both days inclusive).
6. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrar & Transfer Agent – Link Intime India Ltd., Unit: Uniphos Enterprises Limited, C 101, 247 Park, LBS. Marg, Vikhroli (West), Mumbai 400 083, quoting their Folio Number and in case their shares are held in dematerialised form, such correspondence should be passed on to their respective Depository Participants.
7. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
8. Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividend for the financial year 1994-95 and prior to that which remained unclaimed has been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Members who have not encashed the Dividend Warrants pertaining to the said period may make their claims to the Registrar of Companies, Gujarat at Ahmedabad by submitting an application in prescribed form.
9. Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, as amended, Dividend for the years 1995-96 to 2003-04 which remained unclaimed for a period of seven years from the date of transfer of same to the respective unpaid dividend accounts of the Company have been transferred to the Investor Education and Protection Fund established by the Central Government pursuant to Section 205C of the Companies Act, 1956.
10. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for

receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

## 11. Voting Options

### (1) Voting through Electronic Means:

Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS2) on "General Meetings" issued by the Institutes of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The Company has approached NSDL for providing remote e-voting services through e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on remote e-Voting system.

The Notice of the 49th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or link <https://www.uelonline.com>

**The remote e-voting period commences on August 20, 2018 (9:00 a.m.) and ends on August 22, 2018 (5:00 p.m.).** During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off** date of 16th

August, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date** i.e. August 16, 2018.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 23rd August, 2018.

The process and manner for remote e-voting are as under:

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:**

- (i) Open email and open PDF file viz; "UEL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
- (iii) Click on Shareholder - Login
- (iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii) Select "EVEN" of "Uniphos Enterprises Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [uel.scrutinizer@gmail.com](mailto:uel.scrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting.

**EVEN (Remote e-voting Event Number)  
USER ID PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to (xii) above, to cast vote.

**(2) Voting at AGM:**

The Chairman shall, at the 49th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the

assistance of scrutinizer, by use of ballot paper for all those members who are present at the General Meeting but have not cast their votes by availing the remote e-voting facility.

Please note the following:

A member may participate in the 49th Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the General Meeting.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off** date i.e. August 16, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.

The Board of Directors have appointed Mr. Jawahar Thacker, Chartered Accountant (Membership No. FCA 030646), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman / a person authorized by him in writing shall declare the result of the voting forthwith.

The results of voting will be declared and the same along with the Scrutinizers Report will be published on the website of the Company ([www.uelonline.com](http://www.uelonline.com)) and the website of NSDL ([www.nsdl.com](http://www.nsdl.com)) immediately after the declaration of result by the Chairman / a person authorized and the same will also be communicated to BSE Limited and the National Stock Exchange of India

Limited within 48 hours from the conclusion of the Annual General Meeting.

Other information:

- o Login to remote 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 'Forgot Password' option available on the site to reset the same.
- o Your login id and password can be used by you exclusively for remote e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the **cut-off** date i.e. August 16, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact the Company's Registrar & Transfer Agent.

However, If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the toll free no.: 1800-222-990.

- o You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the toll free no.: 1800-222-990.

12. The information of Director being re-appointed as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of the Director	Sandra Rajnikant Shroff
Director Identification Number	00189012
Date of joining the Board	29th May, 1969
Profile of the Director	<p>Mrs. Sandra Rajnikant Shroff has been associated with the Company since its inception in the year 1969. She has held various important positions in commercial, educational and social fields.</p> <p>She has been closely associated with Chemexcil, ICMA (now known as ICC) and has been instrumental in solving the problems faced by the Chemical Industry throughout India. She is also associated with FICCI, ASSOCHAM and is the President of Burns Association of India.</p> <p>She has been instrumental in the rapid industrial growth at Ankleshwar and Vapi over the last four decades, She has actively taken up the provision of Social Infrastructure such as Hospitals and Schools. She is the Trustee of the Gnyan Dham Vapi Charitable Trust, Chairman of Ankleshwar Industrial Development Society, Chairman of Sandraben Nursing College and Ankleshwar Rotary Educational Society. These trusts have established Schools, Colleges and Hospitals – amongst the best in South Gujarat.</p> <p>She, through Gnyan Dham School, has adopted a Model Eklavya School at Ahwa in the Dang District which has become since the adoption one of the best Eklavya Schools in Gujarat. Mrs. Shroff is involved in the social and welfare activities such as building of village schools, providing toilets for schools around Vapi, Ankleshwar and Jammu, providing tube-wells to villages, and training the tribal farmers with better methods of farming and agriculture.</p>
No. of shares held in the Company	Nil
Directorships and Committee memberships in other companies*	<ol style="list-style-type: none"> <li>1. UPL Limited</li> <li>2. Shroff United Chemicals Limited</li> <li>3. Nivi Trading Limited</li> <li>4. Ventura Guaranty Limited</li> <li>5. Uniphos International Limited</li> <li>6. Enviro Technology Limited</li> <li>7. Bharuch Enviro Infrastructure Limited</li> </ol>

\*Directorships and Committee memberships in Uniphos Enterprises Limited and its Committees are not included in the aforesaid disclosure. Also, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committees and Stakeholders Relationship Committees of only public Companies have been included in the aforesaid table.

Mumbai  
27th April, 2018

Registered Office:

11, G.I.D.C., Vapi,  
Dist. Valsad, Gujarat,  
Pin- 396 195.  
CIN: L24219GJ1969PLC001588

By Order of the Board of Directors  
For **UNIPHOS ENTERPRISES LTD.**

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

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.**

The Explanatory Statement for Item No. 3 of the accompanying Notice set out hereinabove is as under:

**Item No. 3:**

As per the provisions of Section 186(2) of the Companies Act, 2013 ("Act"), no company shall directly or indirectly (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding 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. Where any such loan or guarantee or providing any security or acquisition exceeds the limits specified under Section 186(2) of the Act, prior approval of shareholders by means of a special resolution is to be obtained.

To enable the Company to make investments, give loans, guarantees and provide securities beyond the prescribed limits and as a measure of achieving greater financial flexibility and to enable optimal financing structure, this permission is sought pursuant to the provisions of Section 186 of the Act to give powers to the Board of Directors or any duly constituted committee thereof, for making further investment, providing loans or giving guarantee or provide security in connection with such loans for an amount not exceeding ₹ 500 crores.

Accordingly, the consent of the Members by way of special resolution is being sought under the provisions of Section 186 of the Act to give powers to the Board of Directors or any duly constituted committee thereof, for making further investments, providing loans or give guarantee or provide security in connection with loans for an amount not exceeding the limit of ₹ 500 crores.

None of the Directors / Managers / Key Managerial Personnel of the Company and their relatives is / are, in any way, concerned or interested in the said resolution, except to the extent of their respective shareholdings in the Company, if any. The Board of Directors recommend passing of this resolution.

Mumbai  
27th April, 2018

Registered Office:

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Dist. Valsad, Gujarat,  
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CIN: L24219GJ1969PLC001588

By Order of the Board of Directors  
For **UNIPHOS ENTERPRISES LTD.**

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