



UNIPHOS ENTERPRISES LIMITED

CIN: L24219GJ1969PLC001588

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

Email: uel.investors@uniphos.com • Website: www.uelonline.com

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that **EXTRA-ORDINARY GENERAL MEETING** of the Members of **UNIPHOS ENTERPRISES LIMITED** will be held on Friday, 22nd March, 2019 at 10.00 a.m. at the Registered Office of the Company at C/o. UPL Ltd., 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat, Pin- 396 195, to transact the following business:

SPECIAL BUSINESS:

1. **Continuation of Directorship by Mrs. Sandra Rajnikant Shroff (DIN: 00189012) as Non-Executive Director of the Company, liable to retire by rotation.**

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

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mrs. Sandra Rajnikant Shroff (DIN 00189012), who has attained the age of seventy five (75) years, to continue to be a Non-Executive Director of the Company up to the next date of retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

2. **Approval, pursuant to section 185 of the Companies Act, 2013, of loans, Guarantee or Securities in connection with any loan taken by any person in whom any Director of the Company is interested.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 185 of the Companies Act, 2013, as amended by the Companies (Amendment) Act, 2017 and rules made thereunder (“said Section”), consent of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (herein referred to as “the Board”, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) for giving of loan(s), including any loan represented by a book debt, to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any loan taken/ to be taken by any group entity, being an entity under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Sub-section 2(b) of the said Section, of an aggregate outstanding amount not exceeding ₹15,00,00,000 (Rupees Fifteen Crore only), in one or more tranches.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (herein referred to as “the Board”, which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorized by the Board) be and is hereby authorized to negotiate, finalise and agree the terms and conditions of the aforesaid loan/ guarantee/security, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable, from time to time, that may be required in connection with the above resolution.”

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 Extra-ordinary 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 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 Pvt. Ltd., Unit: Uniphos Enterprises Limited, C 101, 247 Park, L. B. S. 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.
6. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Accordingly, Members holding shares in dematerialized form are requested to submit the PAN to their respective Depository Participants. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.
7. The Securities and Exchange Board of India has decided that securities of listed companies can be transferred only in dematerialized form from 1st April, 2019. In view of the above and to avail various benefits of dematerialization, Members are advised to dematerialize shares held by them in physical form.
8. 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.
9. **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 Extra-ordinary 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 19th March, 2019 (9:00 a.m.) and ends on 21st March, 2019 (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 15th March, 2019, 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. 15th March, 2019.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 22nd March, 2019.

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 Participants(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.nsdl.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 with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Extra-ordinary 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 Extra-ordinary 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 Extra-ordinary General Meeting:

The Chairman shall, at the Extra-ordinary 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 Extra-ordinary 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. 15th March, 2019 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 30646), 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, 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) and the website of NSDL (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 Extra-ordinary General Meeting.

Other information:

- 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.
- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- 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. 15th March, 2019, may obtain the login ID and password by sending a request at 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 or contact NSDL at the toll free no.: 1800-222-990.

- 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.

Mumbai
31st January, 2019

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 FOR ITEM NOS. 1 AND 2 OF THE ACCOMPANYING NOTICE SET OUT HEREINABOVE IS AS UNDER:

Item No. 1:

As per the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 9th May, 2018, with effect from 1st April, 2019, consent of the Shareholders by way of Special Resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years. As Mrs. Sandra Rajnikant Shroff, Vice Chairman and Non-Executive Director of the Company, has attained the prescribed age limit, Special Resolution at Resolution No. 1 is proposed for approval by the Shareholders of the Company.

Mrs. Sandra Rajnikant Shroff has been associated with the Company since incorporation of the Company in the year 1969. Earlier, she has served the Company as Joint Managing Director. She presently holds the position of Non-Executive Vice Chairman of the Company. She is one of the founder promoters of the Company. She has held various important positions in commercial, educational and social fields.

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, Assochem and is the President of Burns Association of India. She has successfully represented the industry at various forums.

She has been instrumental in the rapid industrial growth at Ankleshwar and Vapi over the last four decades, Mrs. Shroff 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.

Through Gnyan Dham School, she has adopted Model Eklavya School at Ahwa in the Dangs 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, in their own fields and at Farmers Training Centre of the Company at Vapi.

Mrs. Sandra Rajnikant Shroff is related to Mr. Rajnikant Devidas Shroff, Chairman and Managing Director and Mr. Jaidev Rajnikant Shroff, Non-Executive Director of the Company.

Relevant details relating to continuation of Directorship of Mrs. Sandra Rajnikant Shroff as required by the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by Institute of Company Secretaries of India are provided in the "Annexure" to the Notice.

Mrs. Sandra Rajnikant Shroff is not disqualified from being continued as a Director in terms of Section 164 of the Companies Act, 2013 and has consented to continue as Director of the Company.

The Board of Directors of the Company, considering her seniority, role played by her towards the growth of the Company and to reap the benefits of her rich and varied experience, is of the opinion that approval of shareholders be sought for continuation of Mrs. Sandra Rajnikant Shroff as a Non-Executive Director, liable to retire by rotation as set out at item no.1 of the Notice.

Except for Mrs. Sandra Rajnikant Shroff, Mr. Rajnikant Devidas Shroff, Mr. Jaidev Rajnikant Shroff and their relatives, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, in the proposed Special Resolution as set out in Resolution No.1 of the accompanying Notice.

The Board commends passing of the Special Resolution as stated at Item no. 1 of the Notice for continuation of directorship of Mrs. Sandra Rajnikant Shroff up to the next date of retirement by rotation.

Item No. 2:

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the group. In the light of amendments notified effective May 7, 2018, inter-alia substituting the provisions Section 185 of Companies Act, 2013, the

Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the group. Hence, in order to enable the Company to give loan to other entities in the group in which Directors of the Company are interested directly or indirectly under section 185 of the Companies Act, 2013, requires approval of members by a Special Resolution.

All the Directors of the Company except for the Independent Directors are concerned or interested in the aforesaid resolution, financially or otherwise in the said resolution.

The Board of Directors of the Company recommend the Special Resolution as set out at item no. 2 of the accompanying Notice for approval by the members of the Company.

Mumbai
31st January, 2019

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

Registered Office:

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

CIN: L24219GJ1969PLC001588

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

ANNEXURE**ADDITIONAL INFORMATION OF THE ABOVE DIRECTORS PURSUANT TO REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS (INFORMATION AS ON THE DATE OF THIS NOTICE)**

Name of the Director	Mrs. Sandra Rajnikant Shroff (DIN: 00189012)
Date of Birth	5th September, 1940
Qualification(s)	Sr. Cambridge
Date of First Appointment (appointment as an additional director on the Board)	29th May, 1969
Date of Last Re-appointment	23rd August, 2018
Expertise in specific functional areas	All functions of the Company, General Management including liaisoning with various authorities.
Shares held in the Company as on the date of the Notice	Nil
Directorships held in other listed companies* excluding foreign companies *Only equity listed companies are considered (Based on disclosures received from the Director)	1. UPL Limited 2. Nivi Trading Limited
Memberships of Committees in other listed companies* (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	None
Remuneration last drawn for the financial year ended 31st March, 2018 (including sitting fees)	Nil
Terms and conditions of appointment	Non-Executive Director liable to retire by rotation.