

NOTICE

NOTICE is hereby given that the **26th Annual General Meeting** of the Members of **Uniphos International Limited** will be held on Friday, 28th September, 2018 at 9.00 a.m., at 11, G.I.D.C., Vapi-396195, Gujarat, to transact the following business:

ORDINARY BUSINESS:

- 1.** To receive, consider, approve and adopt the Financial Statements of the Company for the year ended 31st March, 2018 including audited Balance Sheet as at 31st March, 2018, and the statement of Profit and Loss Account and Cash Flow 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 Shri R. D. Shroff, who retires by rotation and being eligible, offers himself for re-appointment.
- 3.** To appoint a Director in place of Smt. S. R. Shroff, who retires by rotation and being eligible, offers herself for re-appointment
- 4.** To re-appoint M/s Vora & Associates, Chartered Accountants as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting to the conclusion of next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

5. APPROVAL FOR PROVIDING LOAN, INVESTMENT AND GUARANTEE BY THE COMPANY U/S 186 OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendments thereto or re-enactment thereof, for the time being in force) and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to make investment(s) in / acquire by way of subscription, purchase or otherwise, any security(ies) (such as Mutual Funds etc) and /or to pledge the shares for third party and / or to give loan(s) to or place inter-corporate deposit(s) with and / or provide any other form of debt and /or to provide any security(ies) in connection with such loan(s) and / or give guarantee(s) in connection with loan(s) given to any other person(s) and / or to the subsidiary / associate companies and / or Limited Liability Partnerships / entities and / or body corporates including any other permissible form of entity(ies) or organization(s) to be formed or incorporated, for an overall aggregate amount not exceeding Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only).

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary inter-alia for execution of deeds/documents/undertakings and for prescribing the limits for investment, loan, guarantee and security to be made or provided.”

6. TO BORROW A SUM NOT EXCEEDING RS. 200 CRORES U/S 180 (1) (c) OF COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to Section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the provisions of Articles of Association of the Company, the consent of the Company, be and is hereby accorded to the Board of Directors of the Company (“Board”) for borrowing from time to time any sum or sums of moneys which together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board, shall not at any time exceed the limit of Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only).”

“RESOLVED FURTHER THAT any one Directors of the Company be and is hereby authorized to sign and submit relevant e-Forms to the concerned Registrar of the Companies, and to do all such acts, deeds and things as may be necessary, expedient and incidental to give effect to 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. upto the date of 26th Annual General Meeting.
3. Members/Proxies should bring the Attendance Slip duly filled in for attending the meeting.
4. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 26th Annual General Meeting (AGM) 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 AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25th September, 2018 (9:00 am) and ends on 27th September, 2018 (5:00 pm). During this period members of the Company, holding shares as on the cut-off date of 21st September, 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 member, the member shall not be allowed to change it subsequently.
- V. 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]:
 - (i) Open email and open PDF file viz; “Uniphos International 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 International 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 arvindg_cs@gmail.com with a copy marked to evoting@nsdl.co.in
 - b. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company or requesting physical copy] :
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM : EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

UNIPHOS INTERNATIONAL LIMITED

(CIN : U 24219 GJ 1992 PLC 027317)

- VII. 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.
- VIII. 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).
- IX. 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 of 21st September, 2018.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 21st September, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password 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.nsd.com.
- XI. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Arvind Gaudana, Company Secretary (Membership No. 2838), M/s. Gaudana & Gaudana, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, 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 three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company (www.uilonline.com) and on the website of NSDL (www.nsd.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing.

By Order of the Board

FOR UNIPHOS INTERNATIONAL LTD

Place: Mumbai
Date: 27.08.2018

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

Sd/-
BIPIN N. JANI
Managing Director
(DIN: 00297043)

Statement pursuant to Sections 102(1) of the Companies Act, 2013, in respect of Item no. 5 of the Notice.

Your Company intends to invest its funds in various ways in the future. It is therefore necessary to increase the limit of investment/loan/guarantee upto Rs. 200 Crores. As per the provisions of Section 186 of Companies Act, 2013 when investment/loan/guarantee made by the Company exceeds 60% of its total paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is more the Company requires prior approval of Members through a Special Resolution u/s. 186 (2) of the Companies Act, 2013. Therefore, your Directors intend to take approval u/s. 186 of Companies Act, 2013 upto a limit of Rs. 200 crores. As such your Board of Directors seeks your approval to the resolution set forth at item No. 5.

None of the directors, key managerial personnel and their relatives is in any way concerned or interested in the Resolutions set forth at Item No. 5 of the Notice except to the extent of their shareholding in the Company, if any.

The Board of Directors recommends the above Resolutions set forth at Item No. 5 for your approval.

Statement pursuant to Sections 102(1) of the Companies Act, 2013, in respect of Item no. 6 of the Notice.

Your Company intends to borrow a sum not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only). The sum to be borrowed exceeds the limits mentioned in the provisions of Section 180 of Companies Act. Any such provision to borrow loans which exceeds the aggregate of paid-up capital and free reserves of the Company requires approval of Members through a Special Resolution u/s. 180 (1) (c) of the Companies Act, 2013. As such you Board of Directors seek you consent/approval to the resolution set forth at item No. 6.

None of the directors, key managerial personnel and their relatives is in any way concerned or interested in the Resolutions set forth at Item No. 6 of the Notice except to the extent of their shareholding in the Company.

The Board of Directors recommend the above Resolutions set forth at Item No. 6 for your approval.

UNIPHOS INTERNATIONAL LIMITED
(CIN : U 24219 GJ 1992 PLC 027317)

By Order of the Board

FOR UNIPHOS INTERNATIONAL LTD

Place: Mumbai
Date: 27.08.2018

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

Sd/-
BIPIN N. JANI
Managing Director
(DIN: 00297043)