

## NOTICE

**NOTICE** is hereby given that an **Extra-ordinary General Meeting** of the Members of **Uniphos International Limited** will be held on Friday, 19<sup>th</sup> February, 2021 at 10.00 a.m., at UPL House, Off Western Express Highway, Bandra East, Mumbai-400051, to transact the following business:

### **SPECIAL BUSINESS:**

Item No. 1 : Approval for appointment of Mrs. Sandra Shroff, relative of Mr. R. D. Shroff, a Director of the Company holding an office or place of profit as Retainer of 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 188(1)(f) of the Companies Act, 2013 read with the Rule 15(3)(b) of the Companies (Meetings of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the consent of the members of the Company be and is hereby accorded for the appointment of Mrs. Sandra Shroff, who is a relative of Mr. R. D. Shroff, a Director of the Company, holding an office or place of profit as retainer of the Company w.e.f. 01-02-2021 at a remuneration of Rs. 20,00,000 per month, aggregating to Rs. 2,40,00,000/- p.a.”

“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, expedient or incidental for giving effect to this 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 Extra-ordinary 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 Extra-ordinary General Meeting (EGM) 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 EGM ("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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
  - IV. The remote e-voting period commences on 16<sup>th</sup> February, 2021 (9:00 am) and ends on 18<sup>th</sup> February, 2021 (5:00 pm). During this period members of the Company, holding shares as on the cut-off date of 13<sup>th</sup> February, 2021 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.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 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 EGM [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 EGM : 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- 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 13<sup>th</sup> February, 2021.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of EGM and holding shares as of the cut-off date i.e. 13<sup>th</sup> February, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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.nsdl.com](http://www.evoting.nsdl.com).

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

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- 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 EGM 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 EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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](http://www.uilonline.com)) and on the website of NSDL ([www.nsdl.com](http://www.nsdl.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: 13.01.2021

Registered Office:

11, G.I.D.C,

Vapi-396 195, Gujarat

CIN U24219GJ1992PLC027317

Tel :022-61233500

Website: [www.uilonline.com](http://www.uilonline.com)

Email: [uil@uilonline.com](mailto:uil@uilonline.com)

**BIPIN N. JANI**

Managing Director

(DIN: 00297043)

**EXPLANATORY STATEMENT ANNEXED TO THE NOTICE FOR EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The Explanatory Statement for Item No. 1 of the accompanying Notice set out hereinabove is as under:

**ITEM NO. 1**

The provisions of section 188(1) of the Companies Act, 2013 Act that govern the Related Party Transactions and as such a Company requires to obtain prior approval of the Board of Directors and in certain cases approval of the shareholders is also required. Section 188(1)(f) of the Companies Act, 2013 provides for appointment of Related Party to any office or place of profit subject to approval of Shareholders. As such, the Board of Directors of your Company at their meeting held on 13-01-2021 had approved the appointment of Mrs. Sandra Shroff a relative of a Director, Mr. R. D. Shroff, as Retainer of the Company w.e.f. 01-02-2021 at a remuneration of Rs. 20,00,000/- per month, aggregating to Rs. 2,40,00,000 p.a., subject to approval of the Shareholders by way of a Special Resolution.

The Retainer will assist the Company with planning the marketing activities of the Company. She will use her experience and her wide contacts to procure more business for the Company. She will help to identify new markets for a variety of products, mainly, but not restricted to chemicals, intermediates, and agrochemicals. She will also assist the Company in carrying out market research for its trading activities. In short, your Company will be immensely benefited with her vast experience, expertise and contacts.

The Draft Retainership Agreement setting out all terms and conditions of appointment is available for inspection at Registered Office of the Company during office hours.

Mr. R. D. Shroff, Director, being relative is deemed to be interested or concerned in the concerned resolution. Except Mr. R. D. Shroff none of the other Directors are interested or concerned in the above resolution.

Your Board of Directors recommends the above Special Resolution set forth at Item No. 1 for your approval.

By Order of the Board

**FOR UNIPHOS INTERNATIONAL LTD**

Place: Mumbai  
Date:13.01.2021  
Registered Office:

**BIPIN N. JANI**  
Managing Director  
(DIN: 00297043)

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

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