



UNITED PHOSPHORUS LIMITED

Registered Office : 3-11, G.I.D.C., Vapi-396 195, Dist. Valsad, Gujarat.
Share Dept. : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Raheja Solitaire,
6 Udyog Nagar, Off S. V. Road, Goregaon (W), Mumbai - 400 062

S
2
1
2
1
0
0
1

To,
The Members,

Notice pursuant to Section 192A(2) of the Companies Act, 1956

NOTICE is hereby given pursuant to Section 192A(2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, that the following Special Resolutions are proposed to be passed by way of Postal Ballot:

1. Special Resolution pursuant to section 17 of the Companies Act, 1956 for amendment of the other objects as appearing under the Object III C of the Memorandum of Association of the Company by inserting the objects bearing Sub-Clauses No. 66, 67, 68 and 69 after the sub-Clause No. 65.
2. Special Resolution under section 149(2A) of the Companies Act, 1956 for commencement of the business covered by the new objects inserted vide resolution referred to in Sr. No. 1 above.

Accordingly, the Company is desirous of seeking your consent to the proposal contained in the under mentioned Special Resolutions. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 pertaining to the said Resolutions setting out all material facts and reasons thereof is also annexed.

As the consent of the Members to the Resolutions is required to be obtained by means of a Postal Ballot, it is being sent to you with the Explanatory Statement for your consideration along with a Postal Ballot Form. The Company has appointed Mr. Giriraj Laddha, Chartered Accountant (Membership No. 108558), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the form duly completed and signed in the enclosed postage pre-paid self-addressed envelope so as to reach the Scrutinizer at the Registered Office of the Company at 3-11, G.I.D.C., Vapi - 396 195, Dist. Valsad, Gujarat not later than the close of working hours on Monday, March 12, 2012. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballot Forms and the result of the Postal Ballot will be announced at the Registered Office of the Company at 3-11, G. I. D. C., Vapi - 396 195, Dist. Valsad, Gujarat on Tuesday, March 13, 2012. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.uponline.com besides communicating to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

The date of declaration of the result of the Postal ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

1. Amendments of Object Clause of the Memorandum of Association of the Company:

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

"RESOLVED THAT pursuant to the provisions of the Section 17 and other applicable provisions of the Companies Act, 1956 and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the alteration of the Other Objects of the Company as appearing under the Object III C of the Memorandum of Association of the Company by inserting the following objects bearing sub-Clauses No. 66, 67, 68 and 69 after the sub-Clause No. 65 thereof:

66. To carry on the business of cultivating, growing, breeding, producing, manufacturing, collecting, buying, cleaning, processing, drying, storing, dealing, distributing, marketing and selling of Certified Seeds of all kinds and varieties coming under the purview of Seeds Act and to undertake cultivation, production, manufacture, collection, cleaning, processing, drying, storing, dealing, distribution, marketing and sale of quality hybrid and other seeds of all kinds and varieties.

67. To install, manage and operate processing plants and seed storage facilities.

68. To undertake and promote research and development in agriculture pharmaceuticals, specialty chemicals, bio science in general and growing, breeding, producing, manufacturing, preserving and storage of seeds of all kinds and varieties and in particular either on its own or in collaboration or association with any other agency or institution or company or individual or association of persons.

69. To carry on the business of oil seeds and other seeds, edible oil, industrial oil, plant food, forestry plantation and sale of bio-technology.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to do such acts, deeds, matters and things and give such directions and authority to the Officials of the Company or to any other person as may be considered necessary, expedient or desirable by the Directors to give effect to this Resolution and settle any questions or dispute that may arise in relation thereto."

2. Commencement of new Business:

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

"RESOLVED THAT the aforesaid Special Resolution for alteration of the Object Clause of the Memorandum of Association being duly approved and becoming effective, the approval of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 149(2A) and other applicable provisions, if any, of the Companies Act, 1956, for commencing and carrying on all or any of the new businesses and activities at such time as may be deemed fit by the Board of Directors.

RESOLVED FURTHER THAT the Directors of the Company be and are hereby authorized to do such acts, deeds, matters and things and give such directions and authority to the Officials of the Company or to any other person as may be considered necessary, expedient or desirable by the Directors to give effect to this Resolution and settle any questions or dispute that may arise in relation thereto."

By Order of the Board of Directors,
For UNITED PHOSPHORUS LIMITED

M. B. TRIVEDI
Company Secretary

P.T.O

Mumbai, 3rd February, 2012

Precision Forms - 9819037562

EXPLANATORY STATEMENT AS REQUIRED BY SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No. 1

At present the Company is mainly engaged in the business of agrochemicals and industrial chemicals. The Company is exploring various opportunities to diversify and expand its business in other agriculture related areas. It has identified business of cultivating, growing, breeding, producing, manufacturing, collecting, buying, cleaning, processing, drying, storing, dealing, distributing, marketing and selling of Certified Seeds of all kinds and varieties coming under the purview of Seeds Act and to undertake cultivation, production, manufacture, collection, cleaning, processing, drying, storing, dealing, distribution, marketing and sale of quality hybrid and other seeds of all kinds and varieties, to install, manage and operate processing plants and seed storage facilities, to undertake and promote research and development in agriculture pharmaceuticals, specialty chemicals, bio science in general and growing, breeding, producing, manufacturing, preserving and storage of seeds of all kinds and varieties and in particular either on its own or in collaboration or association with any other agency or institution or company or individual or association of persons and to carry on the business of oil seeds and other seeds, edible oil, industrial oil, plant food, forestry plantation and sale of bio-technology. Last year, the Company had successfully done trading of seeds cultivated by its associate company, Advanta India Limited. The Company now wants to carry out cultivation of seeds and other related activities by itself after obtaining know-how from Advanta India Limited and through its own research. The Company is in sound financial position and these activities can be conveniently and advantageously combined effectively with the existing line of business and shall also widen its area of operation and increase its profits. It is, therefore, proposed to alter Object Clause as indicated in the resolution. The Company will pay royalty to Advanta India Limited or any other entity providing know-how for this purpose at the rate of 7% of sales value or any other revised rate as per the existing market scenario.

Section 17 of the Companies Act, 1956 provides, *inter alia*, that the Board of Directors of a public company shall not, without the consent of the members of the company, alter the Objects Clause of the Memorandum of Association of the Company. The Members are requested to empower the Board with the requisite authority under Section 17 of the Act to alter the Objects Clause of the Memorandum of Association of the Company

Item No. 2

Pursuant to the provisions of Section 149(2A) of the Companies Act, 1956, the approval of the Members is required before commencement of any new activity set out in the Object Clause of the Memorandum of Association of a Company. The Company seeks approval of the Members for commencement and carrying out of new business activities proposed to be inserted in the Object Clause as detailed in the resolution, by way of postal ballot under the provisions of section 192A of the Companies Act. The said new business and activities would be commenced at such time or times as the Board may deem fit in the interest of the Company.

Accordingly, the said draft of the Special Resolutions and the Explanatory Statement is being sent to you along with a Postal Ballot Form for your consideration. The Company has appointed Mr. Giriraj Laddha, Chartered Accountant (Membership No. 108558), as the Scrutinizer for conduct of the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form, record your assent (for) or dissent (against) therein and return the said Form in original duly completed, in the attached postage pre-paid self-addressed envelope so as to reach the Scrutinizer at the Registered Office of the Company at 3-11, G.I.D.C., Vapi - 396 195, Dist. Valsad, Gujarat not later than the close of working hours on Monday, March 12, 2012 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer, after completion of the scrutiny, will submit his report to the Chairman. The results of the postal ballot will be announced at the Registered Office of the Company at 3-11, G. I. D. C., Vapi - 396 195, Dist. Valsad, Gujarat on Tuesday, March 13, 2012. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.uplonline.com besides communicating to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd.

The date of declaration of the result of the Postal ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.

The Directors commend the Special Resolutions for approval by the Members by exercising their vote through a Postal Ballot Form.

Under the provisions of Section 192A of the Companies Act, 1956, read with the provisions of the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, the consent of the Members for amendment to the Object Clause and commencement of business is required to be obtained by means of a Postal Ballot only.

None of the Directors is personally interested in the Resolutions.

**By Order of the Board of Directors,
For UNITED PHOSPHORUS LIMITED**

Mumbai, 3rd February, 2012

**M. B. TRIVEDI
Company Secretary**

Registered Office:
3-11, G.I.D.C.,
Vapi - 396 195,
Dist. Valsad, Gujarat,

Notes:

1. The Notice is being sent by post to all Members, whose names would appear in the Register of Members / Record of Depositories as on 3rd February, 2012.
2. A copy of the documents referred to in the Explanatory Statement is open for inspection at Registered Office of the Company between 10.00 a.m. to 12.00 noon on any working day excluding Saturday and Sunday till last date for receiving Postal ballot Forms by Scrutinizer i.e. Monday, March 12, 2012.
3. Please see the instructions for voting by Postal Ballot which has been printed therein.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached postage Pre-paid self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the shareholder, will also be accepted.
2. The form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company/depository participant) by the first named shareholder and in his absence, by the next named shareholder.
3. The Company has appointed Mr. Giriraj Laddha, Chartered Accountant (Membership No. 108558), as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
4. (a) A Member desiring to exercise vote by postal ballot may send their assent or otherwise, in writing, to the said Scrutinizer, at the Registered Office of the Company at 3-11, G.I.D.C., Vapi – 396 195, Dist. Valsad, Gujarat not later than the close of working hours on Monday, March 12, 2012. by duly completing and signing the Postal Ballot Form enclosed herewith.

(b) In terms of the provisions of Section 192A of the Companies Act, 1956, the resolutions shall not be put to vote at the General Meeting. Only results of the postal ballot votes will be declared at the Registered Office of the Company at 3-11, G. I. D. C., Vapi – 396 195, Dist. Valsad, Gujarat on Tuesday, March 13, 2012. The result of the Postal Ballot will also be displayed at the said address and posted on the Company's website www.uplonline.com besides communicating to Bombay Stock Exchange Ltd. and National Stock Exchange of India Ltd. The date of declaration of the result of the Postal ballot shall be the date on which the resolution(s) would be deemed to have been passed, if approved by requisite majority.
5. Assent or dissent to the proposed resolutions may be recorded by placing a tick mark (✓) in the appropriate column.
6. Unsigned Postal Ballot Form will be rejected.
7. The Postal ballot cannot be exercised by a proxy.
8. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on Monday, March 12, 2012. Postal Ballot Form received after this date will be strictly treated as if the reply from the member(s) has not been received.
9. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders(s) on the date of dispatch of notice.
10. In case the form is signed by the Power of Attorney holder for and on behalf of the shareholder it must be accompanied by a certified true copy of the power of attorney. If such power of attorney is already registered with the Company, the power of attorney holder should quote the registration number beneath his/her signature. In case of the shares held by the Companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution /Authority together with specimen signature(s) of the duly authorized signatory(ies).
11. Members are requested not to send any other matter along with the Postal Ballot Form in the enclosed stamped self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
12. Members are requested to fill in Postal Ballot Form in indelible ink (and avoid filling it by using writing medium/s like pencil).
13. The attached self-addressed envelope is only for the limited purpose of this postal ballot process and the same should not be used by the shareholders for sending any other correspondence to the Company.
14. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final.



UNITED PHOSPHORUS LIMITED

Registered Office : 3-11, G.I.D.C., Vapi-396 195, Dist. Valsad, Gujarat.
Share Dept. : 8, Shri Krishna Commercial Centre, Ground Floor, Opp. Raheja Solitaire,
6 Udyog Nagar, Off S. V. Road, Goregaon (W), Mumbai - 400 062

POSTAL BALLOT FORM

Postal Ballot No.

(1) Name(s) of Shareholder(s)
(including Jointholders, if any)
(In block letters)

CERTIFIED TRUE COPY.

For UNITED PHOSPHORUS LIMITED.

(2) Registered address of the Sole /
first named Shareholder /
Beneficial Owner

Company Secretary

(3) Registered Folio No. /
DPID No. / Client ID No

(4) No. of Shares held

(5) I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice of the Company by sending my/our assent or dissent to the said Resolutions by placing tick (✓) mark at the appropriate box below.

Item No.	Details of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution pursuant to section 17 of the Companies Act, 1956, for amendment of other objects as appearing under the Object III C of the Memorandum of Association of the Company by inserting the objects bearing Sub- Clauses No. 66, 67, 68 and 69 after the sub-Clause No. 65.			
2.	Special Resolution under section 149(2A) of the Companies Act, 1956, for commencement of the businesses covered by the new objects inserted vide resolution referred to in Sr. No. 1 above.			

Place :

Date :

(Signature of Shareholder(s))

NOTE : Please read carefully the instructions printed overleaf before exercising your vote.

raushal mumbai