



Uniphos Enterprises Limited

CIN : L24219GJ1969PLC001588

20th September, 2019

The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001 <u>SECURITY ID - 500429</u>	Listing Department National Stock Exchange of India Ltd. Exchange Plaza, C/1, Block G, Bandra Kurla Complex, Bandra (East) MUMBAI 400 051 <u>SYMBOL : UNIENTER</u>
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Sir/Madam,

SUB. : 1. GIST OF PROCEEDINGS OF THE 50TH ANNUAL GENERAL MEETING OF UNIPHOS ENTERPRISES LIMITED HELD ON 20TH SEPTEMBER, 2019

2. DISCLOSURE OF VOTING RESULTS OF THE 50TH ANNUAL GENERAL MEETING OF UNIPHOS ENTERPRISES LIMITED HELD ON 20TH SEPTEMBER, 2019, PURSUANT TO REGULATION 44(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Further to the Notice dated 17th May, 2019 of the 50th Annual General Meeting (“AGM”) of Uniphos Enterprises Limited (“the Company”) uploaded on the website of the Stock Exchanges where the equity shares of the Company are listed, this is to inform you that the AGM of the Company was held on Friday, 20th September, 2019 at 10 a.m. at the Registered Office of the Company at 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396 195 and all the items of the business as mentioned in the notice dated 17th May, 2019 convening the AGM were transacted thereat.

In this regard, please find here below, pursuant to Regulation 30 of the Securities and Exchanges Board of India (Listing Obligations and Disclosure Requirements), 2013, the gist of proceedings of the AGM of the Company.

Mr. Arun Chandrasen Ashar, an Independent Director and member of the Audit Committee chaired the meeting. The requisite quorum being present, the Chairman called the Meeting to order. The Chairman informed that the other Directors could not attend the AGM due to other engagements.

The Chairman welcomed all his colleagues on the dais and Shareholders of the Company at the AGM. The Chairman thereafter delivered his speech.

The Chairman then asked the Shareholders to speak at the meeting and seek any clarifications for the accounts and raise their queries on the Agenda items as set out in the aforesaid Notice. Thereafter, the Chairman of the Meeting suitably answered all the queries raised by the shareholders.

The Chairman informed that Mr. Jawahar M. Thacker, practicing Chartered Accountant (Membership No. FCA 030646) was the Scrutinizer appointed by the Board to Scrutinize the remote e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the AGM.

The Chairman informed the Members that the facility of remote e-voting was made available from 17th September, 2019 to 19th September, 2019 to cast their vote electronically. The Members who were present at the AGM and had not cast their vote through remote e-voting platform were provided with an opportunity to cast their vote at the venue through Ballot Paper.



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The Chairman thereafter thanked all the Members for attending the AGM and their words of appreciation and suggestions made by them.

The following items of business, as per the Notice convening the aforesaid AGM were transacted at the Meeting:

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the financial year ended on 31st March, 2019.
2. Re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810), Chairman and Managing Director, who retires by rotation.

SPECIAL BUSINESS:

3. Special Resolution - Re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Chairman and Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2020.
4. Special Resolution- Re-appointment of Mr. Pradeep Vedprakash Goyal (DIN: 00008370) as an Independent Director of the Company, to hold office for a second term of 5 (five) years commencing from September 20, 2019 and whose office shall not be liable to retire by rotation.
5. Special Resolution- Re-appointment of Mrs. Swati Sandesh Mayekar (DIN: 00245261) as an Independent woman Director of the Company, to hold office for a second term of 5 (five) years commencing from September 20, 2019 and whose office shall not be liable to retire by rotation.
6. Special Resolution- Re-appointment of Mr. Arun Chandrasen Ashar (DIN: 00192088) as an Independent Director of the Company, to hold office for a second term of 5 (five) years commencing from September 20, 2019 and whose office shall not be liable to retire by rotation.

The AGM concluded at 10.35 a.m.

Subsequently, the Scrutinizer submitted the combined results of the voting i.e. remote e-voting through e-voting services provided by National Securities Depository Limited and physical voting at the 50th Annual General Meeting bearing page nos. 1 to 4 and Report of Jawahar Thacker, Scrutinizer are attached herewith in the format prescribed under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

May we request you to take the same on your record and inform all your constituents accordingly.

Thanking you,

Yours faithfully,

for **UNIPHOS ENTERPRISES LIMITED**



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

JAWAHAR M. THACKER
B. Com. F.C.A.

To,
The Chairman of the 50th Annual General Meeting,
Uniphos Enterprises Limited
11, G.I.D.C, Vapi,
Gujarat – 396 195

Dear Sir,

REPORT OF SCRUTINIZER

I, Jawahar M. Thacker, Chartered Accountants (Membership No. 030646) has been appointed as the Scrutinizer vide resolution passed by the Board of Directors of **Uniphos Enterprises Limited** at its meeting held on 17th May, 2019 for the purpose of scrutinizing the votes by the Members of the Company in respect of all resolutions set forth in the Notice of the 50th Annual General Meeting (AGM)-

1. through electronic means through the remote e-voting, pursuant to the provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, services provided by National Securities Depository Limited (NSDL) and
2. through physical votes through ballot paper, pursuant to the provisions of section 109 of the Companies Act, 2013 and rule 21 of the Companies (Management and Administration) Rules, 2014, at the venue of the 50th AGM of **Uniphos Enterprises Limited** held on 20th September, 2019 at Vapi, Gujarat.

I submit my report as under:

I reviewed the remote e-voting process and downloaded the e-votes voted through e-voting services provided by National Securities Depository Limited in the presence of two witnesses not in the employment of the Company.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relating to voting through electronic means (i.e. by remote e-voting) and voting by Ballot at the 50th AGM for the resolutions contained in the Notice of the 50th AGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the e-voting system provided by NSDL, the Agency authorized under the Rules and from Ballot Papers received at the venue of the AGM of the Company.

After the time fixed for closing of the physical voting at the 50th AGM by the Chairman, one ballot box kept for physical voting was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and two witnesses not in the employment of the Company and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



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JAWAHAR M. THACKER
B. Com. F.C.A.

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I did not find any ballot papers invalid.

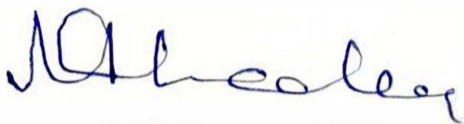
The combined results of the voting i.e. remote e-voting through e-voting services provided by NSDL and physical voting at the 50th AGM is attached herewith bearing page nos. 1 to 4.

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" for each resolution is enclosed.

The Electronic data and the ballot papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,

Yours faithfully,



JAWAHAR M. THACKER
Chartered Accountants
Membership No. 030646



Place: Vapi

Date: 20/09/2019



Uniphos Enterprises Limited

AGM DATE: 20TH SEPTEMBER, 2019 (EVEN - 111518)

Date of the AGM/EGM	20th September, 2019
Total number of shareholders on cut-off date i.e. September 13, 2019	11963
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group :	2
Public :	34
No. of shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group :	Not arranged
Public :	Not arranged

Agenda-wise disclosure

1. Adoption of Financial Statements for the financial year ended on 31st March, 2019.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)] *100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)] * 100	% of valid Votes against on votes polled (7)=[(5) / (2)] * 100
Promoter and Promoter Group	E-Voting	50207195	50157795	99.90	50157795	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting	10403494	7671132	73.74	7671132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		7671132	73.74	7671132	0	100.00	0.00
Public-Non Institutions	E-Voting	8935160	1082683	12.12	1082572	111	99.99	0.01
	Poll		75	0.00	75	0	100.00	0.00
	Total		1082758	12.12	1082647	111	99.99	0.01
Total		69545849	58911685	84.71	58911574	111	100.00	0.00





Uniphos Enterprises Limited

AGM DATE: 20TH SEPTEMBER, 2019 (EVEN - 111518)

2. Re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810), Chairman and Managing Director, who retires by rotation.

Resolution required : (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4)/(2)]*100	% of valid Votes against on votes polled (7)=[(5)/(2)]*100
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3. Re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Chairman and Managing Director of the Company for a period of 5 (five) years with effect from April 1, 2020.

Resolution required : (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			Yes					
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Uniphos Enterprises Limited

AGM DATE: 20TH SEPTEMBER, 2019 (EVEN - 111518)

4. Re-appointment of Mr. Pradeep Vedprakash Goyal (DIN: 00008370) as an Independent Director of the Company, to hold office for a second term of 5 (five) years commencing from September 20, 2019 and whose office shall not be liable to retire by rotation.

Resolution required : (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100
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	Total		1082758	12.12	1082647	111	99.99	0.01
Total		69545849	58911685	84.71	58911574	111	100.00	0.00

5. Re-appointment of Mrs. Swati Sandesh Mayekar (DIN: 00245261) as an Independent woman Director of the Company, to hold office for a second term of 5 (five) years commencing from September 20, 2019 and whose office shall not be liable to retire by rotation.

Resolution required : (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]*100	% of valid Votes against on votes polled (7)=[(5) / (2)]*100
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	Poll		0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting	10403494	7671132	73.74	7671132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		7671132	73.74	7671132	0	100.00	0.00
Public-Non Institutions	E-Voting	8935160	1082683	12.12	1082572	111	99.99	0.01
	Poll		75	0.00	75	0	100.00	0.00
	Total		1082758	12.12	1082647	111	99.99	0.01
Total		69545849	58911685	84.71	58911574	111	100.00	0.00



**Uniphos Enterprises Limited****AGM DATE: 20TH SEPTEMBER, 2019 (EVEN - 111518)**

6. Re-appointment of Mr. Arun Chandrasen Ashar (DIN: 00192088) as an Independent Director of the Company, to hold office for a second term of 5 (five) years commencing from September 20, 2019 and whose office shall not be liable to retire by rotation.

Resolution required : (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution ?			No					
Category	Mode of Voting	No. of shares held (1)	No. of valid votes polled (2)	% of valid Votes Polled on outstanding shares (3)=[(2) / (1)]* 100	No. of valid Votes in favour (4)	No. of valid Votes against (5)	% of valid Votes in favour on votes polled (6)=[(4) / (2)]* 100	% of valid Votes against on votes polled (7)=[(5) / (2)]* 100
Promoter and Promoter Group	E-Voting	50207195	50157795	99.90	50157795	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50157795	99.90	50157795	0	100.00	0.00
Public-Institutions	E-Voting	10403494	7671132	73.74	7671132	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		7671132	73.74	7671132	0	100.00	0.00
Public-Non Institutions	E-Voting	8935160	97683	1.09	97572	111	99.89	0.11
	Poll		75	0.00	75	0	100.00	0.00
	Total		97758	1.09	97647	111	99.89	0.11
Total		69545849	57926685	83.29	57926574	111	100.00	0.00

The above Resolutions have, therefore been approved by the members of the Company with the requisite majority.

