



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

10th November, 2020

The Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
MUMBAI - 400 001

SCRIP CODE - 500429

Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East)
MUMBAI 400 051

SYMBOL: UNIENTER

Sir/Madam,

SUB.: MINUTES OF 51ST ANNUAL GENERAL MEETING

We are enclosing the certified true copy of the minutes of the 51st Annual General Meeting of the Company which was held on 28th September, 2020 through Video Conferencing / Other Audio Visual Means in compliance with the provisions of Companies Act, 2013 and rules made thereunder, including the applicable circulars issued in this regard by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

May we request you to take the above 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)

Encl.: As above

MINUTES OF THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED (the AGM) HELD THROUGH OTHER AUDIO VISUAL MEANS, ON MONDAY, 28TH SEPTEMBER, 2020. THE REGISTERED OFFICE OF THE COMPANY AT 11, G.I.D.C., VAPI 396 195, DIST. VALSAD, GUJARAT WAS THE DEEMED VENUE OF THE MEETING.

TIME OF COMMENCEMENT OF THE MEETING 3.00 P.M. (IST)
TIME OF CONCLUSION OF THE MEETING 3.50 P.M. (IST)

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:
26TH OCTOBER, 2020.

Members of the Board of Directors present:

MR. R. D. SHROFF	Chairman and Managing Director
MRS. S. R. SHROFF	Non-Executive Vice Chairman
MR. JAIDEV R. SHROFF (through Video Conference)	Non-Executive Director
MR. ARUN C. ASHAR	Independent Director Also, as the member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company and as a member of the Company.
MR. PRADEEP GOYAL (through Video Conference)	Independent Director Also, as the chairman of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company.
MRS. SATI MAYEKAR (through Video Conference)	Independent Director Also, as the member of the Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee of the Company and as a member of the Company.
<u>In Presence</u> MR. K. M. THACKER	Company Secretary
<u>By Invitation</u> MR. BIPIN P. CHHEDA	Chief Financial Officer

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CERTIFIED TRUE COPY.
For UNIPHOS ENTERPRISES LIMITED

Company Secretary

1. Mr. Bhavesh Dhupelia, partner of M/s. B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company and Mr. Bhaskar Upadhyay, partner of M/s. N. L. Bhatia & Associates, Practicing Company Secretaries, Secretarial Auditors of the Company had joined through Video Conferencing by invitation.
2. Fifty-two Members joined the AGM through Video Conferencing (including three Members represented by their authorized representatives).
3. Mr. R. D. Shroff, Chairman of the meeting occupied the Chair.
4. The Chairman announced that the requisite quorum being present, the meeting was called to order and the formal proceedings of the meeting could commence.
5. The Chairman then requested Mrs. Sandra Rajnikant Shroff, Non-Executive Vice Chairman to assist in conducting of the AGM.
6. The Vice Chairman informed that all the six Directors of the Company were present.
7. The Vice Chairman welcomed all his colleagues who were present and had joined the AGM from the Board Room and other Directors and shareholders of the Company who had joined the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
8. The Vice Chairman informed that due to global outbreak of unprecedented Covid-19 pandemic and pre-requisite social distancing measures and as permitted by the Ministry of Corporate Affairs and SEBI vide applicable Circulars, the AGM is being held through VC/ OAVM without the physical presence of the members at a common venue.
9. The Vice Chairman confirmed that Mr. Pradeep Goyal, Independent Director, the Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee and the representatives of Statutory Auditors and Secretarial Auditors have also joined the AGM through VC / OAVM.
10. The Vice Chairman informed that the Board of Directors had appointed Mr. Jawahar Thacker, Practicing Chartered Accountant as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner. The Vice Chairman also confirmed the scrutinizer was also present at the AGM and authorized him to oversee the e-voting process once the e-voting lines open.

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11. The Vice Chairman requested the members of the Board who had joined the AGM from the Board Room and through Video Conference to introduce themselves. Thereupon, all the members of the Board introduced themselves one by one.
- 12.. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 were available for inspection by the shareholders during the continuance of the meeting.
13. Thereafter, the Vice Chairman commenced the formal agenda of the AGM and with the consent of the Members present, the Notice convening the meeting, the Report of Board of Directors along with annexures thereto and the Financial Statements for the financial year ended 31st March, 2020 as circulated to all the members in compliance with the relevant circulars of MCA were taken as read.
14. The Vice Chairman informed that as the AGM was conducted through VC / OAVM, the requirement for appointment of proxy and its related compliances were not applicable.
15. The Chairman informed the members that with their permission, the Reports of the Statutory Auditors and Secretarial Auditors without any qualifications or adverse remarks be taken as read.
16. The Vice Chairman welcomed the members and read the speech.
17. The Vice Chairman thereafter requested Mr. K. M. Thacker, the Company Secretary of the Company to invite the members to speak at the meeting or seek any clarifications for the accounts. There was one shareholder who spoke at the AGM.
18. Mr. K. M. Thacker, the Company Secretary of the Company informed the members that there were in total two Ordinary Resolutions proposed to be passed in the AGM and same were forming part of the Notice of the AGM. Since, the Notice had already been circulated to the Members and the Resolutions had been put to vote through remote e-voting, the resolutions were taken as read. However, for the benefit of the members attending the AGM, he further provided a brief of the resolutions.
19. Mr. Arun C. Ashar, Independent Director and member of the Audit Committee suitably answered the query raised by the shareholder.

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20. Thereafter, the Vice Chairman informed that the e-voting lines were open for e-voting at the AGM for those shareholders who were participating in the AGM and who had not cast their votes. The Vice Chairman handed over the e-voting process to the Scrutinizer. The e-voting lines were remained open for 15 minutes from the conclusion of the AGM.
21. The Vice Chairman informed that the combined results of remote e-voting through e-voting and e-voting at the AGM showing number of votes polled in favour and against all the resolutions will be declared within forty-eight hours and authorized the Company Secretary to disseminate the same to the Stock Exchanges and also be placed on the website of the Company and NSDL.
22. Finally, the Vice Chairman declared the meeting as concluded and thanked all the stakeholders for attending the meeting.
23. Thereafter, Mr. Pradeep Goyal, Independent Director of the Company proposed a vote of thanks to the Chair.
24. The meeting concluded at 3.50 p.m. (IST)
25. The results of the e-voting, as per attached Annexure forming part of this minutes, was declared on 28th September, 2020 based on the report of the scrutinizer dated 28th September, 2020. Both the ordinary resolutions were passed with requisite majority.

Confirmed,
26th October, 2020


CHAIRMAN

ANNEXURE TO THE MINUTES OF THE 51ST ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD THROUGH OTHER AUDIO VISUAL MEANS, ON MONDAY, 28TH SEPTEMBER, 2020 AT 3.00 P.M. (IST).

Combined results of the remote e-voting and e-voting at the AGM showing number of votes polled in favour and against all the resolutions put forth in the Notice of the AGM.

Resolution No.: 1 – Ordinary Resolution

“**RESOLVED THAT** the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2020, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Reports of the Board of Directors and Auditors thereon, be and the same are hereby received and adopted.”

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	50207195	50159595	99.91	50159595	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50159595	99.91	50159595	0	100.00	0.00
Public-Institutions	E-Voting	10494456	2626020	25.02	2626020	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2626020	25.02	2626020	0	100.00	0.00
Public-Non Institutions	E-Voting	8844198	20546	0.23	20434	112	99.45	0.55
	Poll		0	0.00	0	0	0.00	0.00
	Total		20546	0.23	20434	112	99.45	0.55
Total		69545849	52806161	75.93	52806049	112	100.00	0.00

Resolution No.: 2 – Ordinary Resolution

“**RESOLVED THAT** Mr. Jaidev Rajnikant Shroff (DIN: 00191050) Non-Executive Director who retires by rotation and being eligible, offers himself for re-appointment.”

Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of valid Votes Polled on outstanding shares	No. of valid Votes in favour	No. of valid Votes against	% of valid Votes in favour on votes polled	% of valid Votes against on votes polled
		(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	E-Voting	50207195	50159595	99.91	50159595	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		50159595	99.91	50159595	0	100.00	0.00
Public-Institutions	E-Voting	10494456	2626020	25.02	2626020	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		2626020	25.02	2626020	0	100.00	0.00
Public-Non Institutions	E-Voting	8844198	20546	0.23	20434	112	99.45	0.55
	Poll		0	0.00	0	0	0.00	0.00
	Total		20546	0.23	20434	112	99.45	0.55
Total		69545849	52806161	75.93	52806049	112	100.00	0.00

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