



Uniphos Enterprises Limited

CIN: L24219GJ1969PLC001588

1st September, 2023

The Corporate Relationship Department BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI - 400 001 <u>SCRIP CODE - 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.: MINUTES OF 54TH ANNUAL GENERAL MEETING

We are enclosing here with the certified true copy of the minutes of the 54th Annual General Meeting of the Company which was held on 25th August, 2023 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 54TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED (“AGM”/ “MEETING”) HELD THROUGH VIDEO CONFERENCING/ OTHER AUDIO VISUAL MEANS, ON FRIDAY, 25TH AUGUST, 2023. 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 2.30 P.M. (IST)
TIME OF CONCLUSION OF THE MEETING 3.15 P.M. (IST)

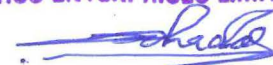
THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:
31ST AUGUST, 2023.

Members of the Board of Directors present:

MR. ARUN C. ASHAR	Non-Executive Chairman Also, as the member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company.
MRS. S. R. SHROFF	Non-Executive Vice Chairperson Also, as the member of the Risk Management Committee of the Company.
MR. R. D. SHROFF	Managing Director Also, as the Chairman of the Risk Management Committee of the Company.
MR. PRADEEP GOYAL (through VC / OAVM)	Independent Director Also, as the member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company.

**CERTIFIED
TRUE COPY**

For UNIPHOS ENTERPRISES LIMITED



Company Secretary

CHAIRMAN
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MRS. SWATI S. MAYEKAR	Independent Director Also, as the member of the Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Risk Management Committee of the Company.
<u>In Presence</u>	
MR. K. M. THACKER	Company Secretary
<u>By Invitation</u>	
MR. BIPIN P. CHHEDA	Chief Financial Officer

1. Mr. Bhavesh Dhupelia, partner of M/s. B S R & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company and Mr. Bharat 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. Forty-six Members joined the AGM through Video Conferencing (including two Corporate Members represented by their authorized representatives).
3. Mr. Arun C. Ashar, 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 informed that five Directors were present and Mr. J. R. Shroff, Non-Executive Director could not join the meeting due to other business engagements.
6. The Chairman welcomed all his colleagues who were present and had joined the AGM from the Board Room and other Director and shareholders of the Company who had joined the AGM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
7. The Chairman informed that as permitted by the Ministry of Corporate Affairs and SEBI vide applicable Circulars, the AGM was being held through VC/ OAVM without the physical presence of the members at a common venue. The Company had taken all possible steps to ensure that the shareholders were provided an opportunity to watch the live webcast of the AGM / to participate in the AGM through VC / OAVM and also vote on the resolutions.
8. The Chairman confirmed that Mr. Pradeep Goyal, Independent Director, the Chairman of Audit Committee, Stakeholders Relationship Committee and Nomination and Remuneration Committee has also joined the AGM through VC / OAVM.

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9. The Chairman informed that the Board of Directors had appointed Mr. Bhaskar Upadhyay, Partner M/s. N. L. Bhatia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the remote e-voting and e-voting at AGM in a fair and transparent manner. The Chairman also confirmed that the scrutinizer was also present at the AGM and authorized him to oversee the e-voting process once the e-voting lines open.
10. The Chairman introduced the members of the Board who had joined the AGM from the Board Room and through Video Conference.
11. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 were available electronically for inspection by the shareholders during the continuance of the meeting.
12. Thereafter, the 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, 2023 as circulated to all the members in compliance with the relevant circulars of MCA and SEBI were taken as read.
13. The Chairman informed that as the AGM was conducted through VC / OAVM, the requirement for appointment of proxy and its related compliances were not applicable.
14. The Chairman informed the members that the Reports of the Statutory Auditor on the financial statements and Secretarial Auditor did not contain any qualification or adverse remarks and hence were not required to be read.
15. The Chairman welcomed the members and read his speech.
16. Mr. K. M. Thacker, the Company Secretary of the Company informed the members that there were in all four Resolutions (Two Ordinary Resolutions and Two Special 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, the Company Secretary further provided a brief of the resolutions.
17. Thereafter, the members who had registered as speakers were invited to speak at the meeting on the Agenda items as set out in the Notice of the AGM or seek any clarifications for the accounts. There were four members who spoke at the AGM and asked the questions. Clarifications were provided to the queries raised by the members.

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18. Thereafter, the 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 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.
19. The Chairman informed that the combined results of e-voting through remote e-voting and e-voting at the AGM showing number of votes polled in favour and against all the resolutions will be declared within two working days of the conclusion of the AGM and authorized the Company Secretary to disseminate the same to the Stock Exchanges where the equity shares of the Company are listed and also be placed on the website of the NSDL and the Company.
20. Finally, the Chairman declared the meeting as concluded and thanked all the stakeholders for attending the meeting and for their words of appreciation and suggestions made by them.
21. Thereafter, Mr. Pradeep Goyal, Independent Director of the Company proposed a vote of thanks to the Chair.
22. The meeting concluded at 3.15 p.m. IST (including time allowed for e-voting at the AGM).
23. The results of the e-voting, as per attached Annexure forming part of this minutes, was declared on 26th August, 2023 based on the report of the scrutinizer dated 25th August, 2023. All the four ordinary/special resolutions were passed with requisite majority.

Confirmed,
31st August, 2023



CHAIRMAN

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ANNEXURE TO THE MINUTES OF THE 54TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD THROUGH OTHER AUDIO VISUAL MEANS, ON FRIDAY, 25TH AUGUST, 2023 AT 2.30 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, 2023, 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 as circulated to the members with the notice of the 54th Annual General Meeting and submitted to this meeting be and are hereby considered and adopted.”

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of 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	51306595	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public-Institutions	E-Voting	10963319	7450481	67.96	7450481	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		7450481	67.96	7450481	0	100.00	0.00
Public- Non Institutions	E-Voting	7275935	15469	0.21	15418	51	99.67	0.33
	Poll		2563	0.04	2563	0	100.00	0.00
	Total		18032	0.25	17981	51	99.72	0.28
Total		69545849	58773808	84.51	58773757	51	100.00	0.00

The above Resolution has, therefore been approved by the members of the Company with the requisite majority.

Resolution No.: 2 – Ordinary Resolution

“RESOLVED THAT a dividend at the rate of ₹6.50 (Rupees six and paise fifty only) per equity share of face value of ₹2 each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31st March, 2023 and the same be paid out of the profits of the Company for the financial year ended 31st March, 2023.”

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of 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	51306595	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public-Institutions	E-Voting	10963319	7450481	67.96	7450481	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		7450481	67.96	7450481	0	100.00	0.00
Public- Non Institutions	E-Voting	7275935	15469	0.21	15418	51	99.67	0.33
	Poll		2563	0.04	2563	0	100.00	0.00
	Total		18032	0.25	17981	51	99.72	0.28
Total		69545849	58773808	84.51	58773757	51	100.00	0.00

The above Resolution has, therefore been approved by the members of the Company with the requisite majority.

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Resolution No.: 3 – Special Resolution

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended from time to time, and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Sandra Rajnikant Shroff (DIN: 00189012), Non-Executive Vice Chairperson, who retires by rotation at this meeting and who has attained the age of 75 years be and is hereby re-appointed as Non-Executive Vice Chairperson of the Company, liable to retire by rotation.”

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of 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	51306595	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public-Institutions	E-Voting	10963319	7450481	67.96	7450481	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		7450481	67.96	7450481	0	100.00	0.00
Public- Non Institutions	E-Voting	7275935	15469	0.21	15215	254	98.36	1.64
	Poll		2563	0.04	2563	0	100.00	0.00
	Total		18032	0.25	17778	254	98.59	1.41
Total		69545849	58773808	84.51	58773554	254	100.00	0.00

The above Resolution has, therefore been approved by the members of the Company with the requisite majority.

Resolution No.: 4 – Special Resolution

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder, including any amendment(s), statutory modification(s) and/or reenactment thereof for the time being in force, approval of the Members of the Company be and is hereby granted to Mr. Arun Chandrasen Ashar (DIN: 00192088), who is attaining the age of seventy five (75) years in this year, to continue to be Chairman and Non-Executive Director of the Company up to the next date of his retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Key Managerial Personnel of the Company for the time being are hereby severally authorized to do all acts, deeds, matters or things and take such steps as may be necessary, expedient or desirable in this regard.”

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Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of 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	51306595	51305295	100.00	51305295	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		51305295	100.00	51305295	0	100.00	0.00
Public-Institutions	E-Voting	10963319	7450481	67.96	7450481	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		7450481	67.96	7450481	0	100.00	0.00
Public- Non Institutions	E-Voting	7275935	15469	0.21	15215	254	98.36	1.64
	Poll		2563	0.04	2563	0	100.00	0.00
	Total		18032	0.25	17778	254	98.59	1.41
Total		69545849	58773808	84.51	58773554	254	100.00	0.00

The above Resolution has, therefore been approved by the members of the Company with the requisite majority.

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