



Uniphos Enterprises Limited

CIN : L24219GJ1969PLC001588

26th August, 2019

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

SUB.: NOTICE CONVENING THE 50TH ANNUAL GENERAL MEETING (AGM)

We wish to inform you that 50th AGM of the Company is scheduled to be held on **Friday, the 20th September, 2019** at **10.00 a. m.** at C/o. UPL Ltd., 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396 195 to transact the Ordinary and Special Business mentioned in the notice convening the AGM.

In view of the above and in pursuant to Regulation 30 read with clause 12 of para A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith certified true copy of AGM Notice for your records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,
for **UNIPHOS ENTERPRISES LIMITED**



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

Encl. : as above



Notice

NOTICE is hereby given that **50th ANNUAL GENERAL MEETING** of the Members of **UNIPHOS ENTERPRISES LIMITED** will be held on Friday, 20th September, 2019 at 10.00 a. m. at C/o. UPL Ltd., 11, G.I.D.C., Vapi, Dist. Valsad, Gujarat – 396 195, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statement of the Company comprising of audited Balance Sheet as at 31st March, 2019, 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.
2. To appoint a Director in place of Mr. Rajnikant Devidas Shroff (DIN: 00180810), Chairman and Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider and re-appoint Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Chairman and Managing Director of the Company and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Chairman and Managing Director of the Company, for a further period of 5 (five) years from the expiry of his present term of office, i.e., with effect from 1st April, 2020, and on the terms and conditions as set out in the Statement annexed to the Notice, with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board)

from time to time to alter and vary the terms and conditions of the re-appointment in the best interest of the Company as may be agreed to between the Board and Mr. Rajnikant Devidas Shroff.

RESOLVED FURTHER THAT Mr. Rajnikant Devidas Shroff shall not be subject to retirement by rotation during his tenure as the Managing Director of the Company. So long as Mr. Rajnikant Devidas Shroff functions as the Managing Director, he shall not be paid any fees for attending the meetings of the Board or any Committee(s) thereof of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **To re-appoint Mr. Pradeep Vedprakash Goyal (DIN: 00008370) as an Independent Director of the 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradeep Vedprakash Goyal (DIN: 00008370), and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company be and is hereby re-appointed 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. **To re-appoint Mrs. Swati Sandesh Mayekar (DIN: 00245261) as an Independent Woman Director of the 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Swati Sandesh Mayekar (DIN: 00245261), and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company be and is hereby re-appointed 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. **To re-appoint Mr. Arun Chandrasen Ashar (DIN: 00192088) as an Independent Director of the 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 Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Arun Chandrasen Ashar (DIN: 00192088), and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and

Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company be and is hereby re-appointed 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."

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. up to the date of 50th Annual General Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxies should bring the valid Attendance Slip duly filled in for attending the meeting. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders will be permitted to attend the meeting. The Company reserves its right to take all steps

- as may be deemed necessary to restrict non-members from attending the meeting.
5. The Members are requested to kindly send all their correspondence relating to the change of address, transmission/ transposition requests of shares, etc. directly to the Company's Registrar & Transfer Agents – Link Intime India Private Ltd., Unit: Uniphos Enterprises Limited, C 101, 247 Park, L B S. Marg, Vikhroli (West), Mumbai 400 083, quoting their Folio Number and in case their shares are held in dematerialized form, the intimation of change of address should be passed on to their respective Depository Participants.
 6. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
 7. Pursuant to the provisions of Section 205A of the Companies Act, 1956, dividend for the financial year 1994-95 and prior to that which remained unclaimed has been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978. Members who have not encashed the Dividend Warrants pertaining to the said period may make their claims to the Registrar of Companies, Gujarat at Ahmedabad by submitting an application in prescribed form.
 8. (a) Pursuant to the provisions of Section 205A(5) of the Companies Act, 1956, as amended, Dividend for the years 1995-96 to 2003-04 which remained unclaimed for a period of seven years from the date of transfer of same to the respective unpaid dividend accounts of the Company have been transferred to the Investor Education and Protection Fund ("IEPF") established by the Central Government pursuant to Section 205C of the Companies Act, 1956.
 - (b) Members may note that unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the web link <https://iepf.gov.in/IEPFA/refund.html> or contact Link Intime India Pvt. Ltd. for lodging claim for refund of dividend from the IEPF Authority.
 9. Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars, etc. from the Company electronically.
 10. In accordance with the proviso to Regulation 40(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019, transfers of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them and participate in various corporate actions, if any.
- ## 11. Voting Options
- ### (1) Voting through Electronic Means:
- Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS2) on "General Meetings" issued by the Institutes of Company Secretaries of India, the Company is pleased to provide members facility to exercise their right to vote at the General Meeting 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 General Meeting ("remote e-voting") will be provided by National Securities Depository Limited ("NSDL").
- The Company has approached NSDL for providing remote e-voting services through e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in remote e-voting on resolutions placed by the Company on remote e-Voting system.
- The Notice of the 50th Annual General Meeting of the Company inter alia indicating the process and manner of remote e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or link <https://www.uelonline.com>
- The remote e-voting period commences on September 17, 2019 (9:00 a.m.) and ends on**

September 19, 2019 (5:00 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13th September, 2019, 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 shareholder, the shareholder shall not be allowed to change it subsequently.

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** i.e. 13th September, 2019.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 20th September, 2019.

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/Depository Participants(s)]:

- (i) Open email and open PDF file viz; "UEL 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.nsdl.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 Enterprises 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 uel.scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting.

**EVEN (Remote e-voting Event Number)
USER ID PASSWORD/PIN**

- (ii) Please follow all steps from Sl. No. (ii) to (xii) above, to cast vote.

(2) Voting at AGM:

The Chairman shall, at the 50th Annual General Meeting, 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 General Meeting but have not cast their votes by availing the remote e-voting facility.

Please note the following:

A member may participate in the 50th Annual General Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.

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 i.e. September 13, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the General Meeting through ballot paper.

The Board of Directors has appointed Mr. Jawahar Thacker, Chartered Accountant (Membership No. FCA 030646), as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall after the conclusion of voting at the general meeting, 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 48 hours of the conclusion of the General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman who shall countersign the same. The Chairman / a person authorized by him in writing shall declare the result of the voting forthwith.

The results of voting will be declared and the same along with the Scrutinizer's Report will be published on the website of the Company (<https://www.uelonline.com>) and the website of NSDL (www.nsdl.com) immediately after the declaration of results by the Chairman / a person authorized and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited within 48 hours from the conclusion of the Annual General Meeting.

Other information:

- o Login to remote e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need

to go through 'Forgot Password' option available on the site to reset the same.

- o Your login id and password can be used by you exclusively for remote e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
- o Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 13, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or contact the Company's Registrar & Transfer Agents.

However, 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. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.

- o 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).

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the toll free no.: 1800-222-990.

Mumbai
17th May, 2019

Registered Office:
11, G.I.D.C., Vapi,
Dist. Valsad, Gujarat,
Pin- 396 195.
CIN: L24219GJ1969PLC001588

By Order of the Board of Directors
For **UNIPHOS ENTERPRISES LTD.**

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

The Explanatory Statement for Item Nos. 3 to 6 of the accompanying Notice set out hereinabove is as under:

Item No. 3:

The Board of Directors of the Company ("the Board") at its meeting held on 17th May, 2019 has, subject to approval of members of the Company, re-appointed Mr. Rajnikant Devidas Shroff (DIN: 00180810) as Chairman and Managing Director for further period of 5 (Five) years from the expiry of his present term of office, i.e., with effect from 1st April, 2020 on terms and conditions as recommended by the Nomination and Remuneration Committee of the Board at its meeting held on 16th May, 2019 and approved by the Board.

As per the first proviso of Section 196(3)(a) of the Act read with Part-1 of Schedule V provides that no company shall appoint any person as Managing Director, Whole-time Director or Manager who has attained the age of 70 years unless it is approved by the Shareholders as Special Resolution in General Meeting. Mr. Rajnikant Devidas Shroff is over 70 years of age on the date of re-appointment.

It is proposed to seek the approval of the members of the Company for the re-appointment of Mr. Rajnikant Devidas Shroff, in terms of the applicable provisions of the Act.

Mr. Rajnikant Devidas Shroff is a science graduate. He is the Director of the Company since its incorporation. He has extensive experience in the chemical industry and has been closely involved with the Research and Development. Keeping this in view, it would be in the interest of the Company to re-appoint Mr. Rajnikant Devidas Shroff, as Chairman and Managing Director.

The broad particulars of the terms of the re-appointment of Mr. Rajnikant Devidas Shroff during the tenure of his re-appointments are as under.

A. Tenure of Re-appointment:

The re-appointment of the Managing Director is for a period of 5 (five) years with effect from April 1, 2020.

B. Nature of Duties:

The aforesaid Managing Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made

by the Board, subject to the superintendence, control and directions of the Board in connection with and in the best interests of the Company.

C. Remuneration:

Without any remuneration

D. Other terms of Re-appointment:

- i) The terms and conditions of the re-appointment of the Managing Director may be altered and varied from time to time by the Board of Directors as it may, in its discretion deem fit, in such manner as may be agreed to between the Board and the Managing Director, subject to such approvals as may be required.
- ii) The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- iii) The Managing Director shall adhere to the Company's Code of Conduct.
- iv) The office of the Managing Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

The aforesaid Director satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The disclosures as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Council of the Institute of Company Secretaries of India are stated in the table annexed hereto.

Mr. Rajnikant Devidas Shroff is interested in the resolution which pertain to his re-appointment. Further, Mrs. Sandra Rajnikant Shroff and Mr. Jaidev Rajnikant Shroff may also be deemed to be interested in the resolution as they are related to each other. Save and except the above, none of the other Directors / other Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice.

The Board commends the Special Resolution set out at Item No. 3 of the Notice for approval by the shareholders.

Item Nos. 4 to 6

The Members of the Company had appointed Mr. Pradeep Vedprakash Goyal (DIN: 00008370), Mrs. Swati Sandesh Mayekar (DIN: 00245261) and Mr. Arun Chandrasen Ashar (DIN: 00192088), as Independent Directors of the Company for 5 (five) consecutive years for a term up to the conclusion of the 50th Annual General Meeting of the Company in the calendar year 2019. The Members may note that pursuant to Section 149(10) of the Companies Act, 2013 ("the Act") an Independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of a company but shall be eligible for re-appointment for a further term of up to 5 (five) consecutive years on passing of a special resolution by the company.

The Nomination and Remuneration Committee of the Board of Directors ("Board") of the Company, at its meeting held on 16th May, 2019, had unanimously recommended to the Board, the re-appointment of Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar as Independent Directors for another term not exceeding five (5) consecutive years commencing from 20th September, 2019.

The Nomination and Remuneration Committee, while recommending the re-appointment of Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar, had considered various factors, such as, the number meetings of Board, Committees of the Board and General Meetings attended by them, time devoted and their participation at the meetings; their knowledge; skill; expertise; etc., their contributions in attaining Company's objectives; their independent judgment in the opinion of the entire Board.

Based on the recommendation made by the Nomination and Remuneration Committee as above, the Board, at its meeting held on 17th May 2019, has unanimously decided to re-appoint Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar, not liable to retire by rotation, for another term not exceeding 5 (five) consecutive years with effect from 20th September, 2019.

Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar have given their consent to be re-appointed as such and also the confirmation that they are not disqualified to act as Director in terms of Section 164 of the Act. Further, they have also provided confirmation under Section 149(7) of the Act that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with

relevant Rules and under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

In the opinion of the Board, Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar, fulfil the conditions specified in Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder read with Schedule IV to the Act and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received notice in writing under the provisions of Section 160 of the Act from Members proposing the candidature of Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar for re-appointment as Independent Directors of the Company.

Copy of the draft letters for respective appointments of Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company.

Brief Profile of Mr Pradeep Vedprakash Goyal:

Mr. Pradeep Goyal is a qualified Engineer with a B. Tech in Metallurgical Engineering at IIT Kanpur in 1978, graduating with the first rank. He has completed Masters in Materials Science & Engineering at Massachusetts Institute of Technology, USA in 1980, with a full scholarship. He has an outstanding management ability in running the business successfully with significant performance as a Team Leader.

In 2006, Mr. Goyal has Established a state-of-the-art research center 'Industrial Microwave Research Center' (IMRC) in Mumbai, which is dedicated to develop microwave based environment friendly technologies for saving energy and to give something better to the society. IMRC is recognized as an "In-house R&D unit" by Govt. of India, Ministry of Science and Technology, Department of Scientific & Industrial Research. Research was initiated in varied fields with an aim to reduce energy consumption and develop clean processes.

Brief Profile of Mrs. Swati Sandesh Mayekar:

Mrs. Swati Sandesh Mayekar is a member of the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India and a Law Graduate. She is a Practising Chartered Accountant. She has many years of experience in the field of corporate laws and finance.

Brief Profile of Mr. Arun Chandrasen Ashar:

Mr. Arun Chandrasen Ashar is a Chartered Accountant. He was associated with the group in the capacity of consultant prior to his joining of the Board.

Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar are active members of the Board, the Audit Committee and other committees of the Board. The Board is of the view that their continued association will be immensely valuable and beneficial to the Company and it is desirable to continue to avail services of Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar as Independent Directors.

The disclosures as required pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings", issued by the Council of the Institute of Company Secretaries of India are stated in the table annexed hereto.

Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar are interested in the resolutions set out respectively at Item Nos. 4 to 6 of the Notice with regard to their respective re-appointments.

The relatives of Mr. Pradeep Vedprakash Goyal, Mrs. Swati Sandesh Mayekar and Mr. Arun Chandrasen Ashar may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 to 6 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Special Resolutions set out at Item Nos. 4 to 6 of the Notice for approval by the shareholders.

Mumbai
17th May, 2019

By Order of the Board of Directors
For **UNIPHOS ENTERPRISES LTD.**

Registered Office:

11, G.I.D.C., Vapi,
Dist. Valsad, Gujarat,
Pin- 396 195.
CIN: L24219GJ1969PLC001588

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

ANNEXURE

ADDITIONAL INFORMATION OF THE ABOVE DIRECTORS PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS ON GENERAL MEETINGS ISSUED BY THE COUNCIL OF THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (INFORMATION AS ON THE DATE OF THIS NOTICE)

Name of the Director	Mr. Rajnikant Devidas Shroff (DIN: 00180810)	Mr. Pradeep Vedprakash Goyal (DIN: 00008370)	Mrs. Swati S. Mayekar (DIN: 00245261)	Mr. Arun Chandrasen Ashar (DIN: 00192088)
Date of Birth	20th October, 1933	22nd November, 1955	14th March, 1957	29th July, 1948
Qualification(s)	B.SC., DIPLOMA-INDUSTRIAL ENGINEERING, NITIE, SCMP, BUSINESS MGMT, HARVARD	Metallurgy Engineer from IIT and Master Graduate from MIT, USA.	Chartered Accountant, Company Secretary and L.L.B.	Chartered Accountant
Date of First Appointment (appointment as an additional director on the Board)	29th May, 1969	29th March, 2001	28th January, 2010	28th February, 1992
Date of Last Re-appointment	30th September, 2015	26th September, 2014	26th September, 2014	26th September, 2014
Expertise in specific functional areas	He has extensive experience in the chemical industry and has been closely involved with the Research and Development of all the Group's products. His technical expertise was instrumental in the Company winning the Government's Gold Shield Award. He has held various important positions in commercial, educational and social fields.	Metallurgy and Engineering Industry	Corporate Laws and Finance	Corporate Laws and Finance
Shares held in the Company as on the date of the Notice	Nil	Nil	3014	985000
Relationship between other Directors inter-se	Spouse of Mrs. Sandra Rajnikant Shroff and father of Mr. Jaidev Rajnikant Shroff	Not related to any Director	Not related to any Director	Not related to any Director
Directorships held in other listed companies* excluding foreign companies *Only equity listed companies are considered (Based on disclosures received from the Director)	1. UPL Limited 2. Nivi Trading Limited	1. Pradeep Metals Limited 2. UPL Limited 3. Hind Rectifiers Ltd.	FDC Limited	UPL Ltd.

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Memberships of Committees in other listed companies* (*Only Audit Committee and Stakeholders' Relationship Committee memberships in equity listed companies have been considered)	Nivi Trading Limited- Member-Audit Committee	1. UPL Ltd., Member- Audit Committee and Stakeholders Relationship Committee 2. Hind Rectifiers Ltd., Member - Audit Committee and Stakeholders Relationship Committee	FDC Limited-Chairman Audit Committee.	UPL Ltd., Member- Stakeholders Relationship Committee
Remuneration last drawn for the financial year ended 31st March, 2019 (including sitting fees)	Nil	70,000 (Being sitting fees)	70,000 (Being sitting fees)	Nil
Terms and conditions of appointment	Re-appointment as Chairman and Managing Director of the Company to hold office for a further term of 5 (five) years commencing from April 1, 2020, without payment of any remuneration and whose office shall not be liable to retire by rotation.	Re-appointment as Non-Executive 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. He is entitled to sitting fees, if any.	Re-appointment as Non-Executive 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. She is entitled to sitting fees, if any.	Re-appointment as Non-Executive 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.