



Uniphos Enterprises Limited

CIN : L24219GJ1969PLC001588

27th September, 2019

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| <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.: MINUTES OF 50TH ANNUAL GENERAL MEETING

Pursuant to Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with sub-para 13 of Para A of Part A of Schedule III of the said Regulations, we are enclosing herewith a certified true copy of the Minutes of the 50th Annual General Meeting, which we trust you will find in order.

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 50TH ANNUAL GENERAL MEETING OF THE MEMBERS OF UNIPHOS ENTERPRISES LIMITED HELD AT 11, G.I.D.C., VAPI, DIST. VALSAD, GUJARAT – 396 195, ON FRIDAY, 20TH SEPTEMBER, 2019.

TIME OF COMMENCEMENT OF THE MEETING 10.00 A. M.
TIME OF CONCLUSION OF THE MEETING 10.35 A. M.

THE DATE OF ENTRY OF THE MINUTES IN THE MINUTES BOOK:
24TH SEPTEMBER, 2019.

DIRECTOR PRESENT

MR. ARUN C. ASHAR

IN PRESENCE

MR. K. M. THACKER - COMPANY SECRETARY

BY INVITATION:

MR. BIPIN P. CHHEDA - CFO

MEMBERS PRESENT

- THIRTY-FIVE MEMBERS WERE PRESENT IN PERSON (INCLUDING ONE PROMOTER)
 - ONE MEMBER WAS PRESENT AS REPRESENTATIVE OF BODIES CORPORATE BELONGING TO PROMOTER GROUP
1. Mr. Arun C. Ashar, was appointed as the Chairman of the meeting and he occupied the Chair.
 2. The Chairman then announced that since the quorum, as per Section 103 of the Companies Act, 2013, for the meeting was present, and the meeting duly constituted, the formal proceedings of the meeting could commence.
 3. The Chairman informed that other Directors who were absent and could not attend the Annual General Meeting due to other engagements.
 4. The Register of Director's and key managerial personnel and their shareholding maintained pursuant to section 170 of the Companies Act, 2013 were kept open for inspection by the shareholders during the continuance of the meeting.
 5. With the permission of the members, the notice convening the meeting and the Director's Report having been circulated to the members were taken as read.
 6. The Chairman informed the members that with their permission, the Auditor's Report without any qualifications or adverse remarks can be taken as read. The members agreed to the same.

CERTIFIED TRUE COPY.

For UNIPHOS ENTERPRISES LIMITED



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7. The Chairman welcomed the members and read his statement.
8. The Chairman thereafter invited the members to speak at the meeting or seek any clarifications for the accounts. There were two shareholders who spoke at the meeting. Both the speakers congratulated to the management and all the shareholders on occasion for Golden Jubilee of the Company. They also made suggestions that the Company should consider recommending dividend payment and issue of bonus shares. They also appreciated for simple and informative annual report and timely receipt of the same.
9. The Chairman, Mr. Arun C. Ashar, Independent Director and member of the Audit Committee suitably answered all the queries raised by the shareholders.
10. The Chairman appraised the members with regard to voting by the members on the resolutions at the general meetings by permitting members to cast their votes by electronic means, through the e-voting platform provided by the Depositories. In order to comply with this, the Company has signed the agreement with the National Securities Depository Limited ("NSDL") to avail e-voting services for the members to cast their votes on all the resolutions set forth in the notice of the 50th Annual General Meeting. The shareholders of the Company, as on the cut-off date i.e., 13th September, 2019 were entitled to cast their votes through the e-voting platform. The voting period commenced on 17th September, 2019 at 9.00 a.m. and ended on 19th September, 2019 at 5.00 p.m. Mr. Jawahar Thacker, Chartered Accountant was appointed by the Board of Directors as the scrutinizer for the purpose of scrutinizing the votes by the members of the Company in respect of all the resolutions set forth in the Notice convening the 50th Annual General Meeting in a fair and transparent manner.
11. The Chairman thereafter informed that some members might have cast their votes electronically. He thereafter requested those members who have not voted electronically to cast their votes physically and for this purpose the Scrutinizer distributed ballot paper to such shareholders present at the meeting. Some of the members present and who had not voted electronically earlier voted physically and the ballot paper were placed in ballot box which was locked. The entire process of physical voting was monitored and supervised by Mr. Jawahar Thacker, the scrutinizer.
12. After the completion of physical voting at the Annual General Meeting, the Chairman instructed Mr. Jawahar Thacker, the scrutinizer to submit his final report showing the votes in favour and against the resolutions proposed to be passed as detailed in the notice of the meeting. The Chairman also instructed the Company Secretary to upload the results of voting on the portal of BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed and to NSDL and also place the same on the website of the Company.

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13. The Chairman thereafter declared the meeting as concluded.
14. The Chairman thereafter, informed the Members that the details of the above combined voting results along with the scrutinizer report will be placed on the website of the Company and will also be submitted, not later than forty eight hours of the conclusion of the Annual General Meeting, to BSE Ltd. and National Stock Exchange of India Ltd., where the equity shares of the Company are listed and also to NSDL.
15. Subsequently, the scrutinizer, Mr. Jawahar Thacker, Chartered Accountant, scrutinized the ballot papers diligently and the ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations lodged with the Company and accordingly prepared and submitted to the Chairman, a combined results of the voting i.e. e-voting through e-voting and physical voting at the Annual General Meeting showing number of votes polled in favour and against all the resolutions.
16. The Chairman declared that all the resolutions were passed with requisite majority. The details of the combined results were as under:

Resolution No.: 1 – Ordinary Resolution

“RESOLVED THAT 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, 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 (3)=[(2) / (1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled (6)=[(4) / (2)]*100 | % of valid Votes against on votes polled (7)=[(5) / (2)]*100 |
|-----------------------------|----------------|--------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| | | (1) | (2) | | (4) | (5) | | |
| 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 |

Resolution No.: 2 – Ordinary Resolution

“RESOLVED THAT Mr. Rajnikant Devidas Shroff (DIN: 00180810) – Chairman and Managing Director who retires by rotation and is eligible for re-appointment be and is hereby appointed as Chairman and Managing Director of the Company.”

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| 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 |

Resolution No.: 3– 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."

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| 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 |

Resolution No.: 4– 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."

| 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 |

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Resolution No.: 5– 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."

| Category | Mode of Voting | No. of shares held | No. of valid votes polled | % of valid Votes Polled on outstanding shares (3)=[(2) / (1)]*100 | No. of valid Votes in favour | No. of valid Votes against | % of valid Votes in favour on votes polled (6)=[(4) / (2)]*100 | % of valid Votes against on votes polled (7)=[(5) / (2)]*100 |
|-----------------------------|----------------|--------------------|---------------------------|--|------------------------------|----------------------------|---|---|
| | | (1) | (2) | (3)=[(2) / (1)]*100 | (4) | (5) | (6)=[(4) / (2)]*100 | (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 |

Resolution No.: 6– 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

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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.”

| Category | Mode of Voting | No. of shares held (1) | No. of valid votes polled (2) | % of valid Votes Polled on outstanding shares $(3) = \frac{(2)}{(1)} * 100$ | No. of valid Votes in favour (4) | No. of valid Votes against (5) | % of valid Votes in favour on votes polled $(6) = \frac{(4)}{(2)} * 100$ | % of valid Votes against on votes polled $(7) = \frac{(5)}{(2)} * 100$ |
|-----------------------------|----------------|-------------------------------|--------------------------------------|--|---|---------------------------------------|---|---|
| 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 |

Confirmed,
24th September, 2019


CHAIRMAN

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